



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2012 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization SPRINGPOINT SENIOR LIVING INC		D Employer identification number 22-3498690
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 13 ROSZEL ROAD NO C120	Room/suite	E Telephone number (609) 987-8900
	City or town, state or country, and ZIP + 4 PRINCETON, NJ 08540		G Gross receipts \$ 115,512,209
	F Name and address of principal officer GARRETT MIDGETT III 13 ROSZEL ROAD NO C120 PRINCETON, NJ 08540		H(a) Is this a group return for affiliates? ☒ Yes ☐ No H(b) Are all affiliates included? ☒ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ☒ 8048
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ☐ (Insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: ☒ WWW.SPRINGPOINTSLL.ORG			

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐	L Year of formation	M State of legal domicile
---	----------------------------	----------------------------------

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO MAKE A DIFFERENCE IN THE LIVES OF THE RESIDENTS, FAMILIES AND COMMUNITIES WE SERVE		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	1,668
6 Total number of volunteers (estimate if necessary)	6	783	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	7,073,492	5,505,867
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	117,456,454	100,141,177
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	48,141,116	2,236,470
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	460,983	483,002
		173,132,045	108,366,516
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	599,190	569,469
	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)	56,460,035	47,830,435
	16a Professional fundraising fees (Part IX, column (A), line 11e)	60,000	64,500
	16b Total fundraising expenses (Part IX, column (D), line 25) <u>996,576</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	83,113,603	69,440,440
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	140,232,828	117,904,844
	19 Revenue less expenses Subtract line 18 from line 12	32,899,217	-9,538,328
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		493,021,757	489,437,209
21 Total liabilities (Part X, line 26)		437,818,659	440,970,591
22 Net assets or fund balances Subtract line 21 from line 20		55,203,098	48,466,618

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			2013-10-29 Date	
	GARRETT MIDGETT III CHIEF FINANCIAL OFFICER Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name JULIUS GREEN CPA		Preparer's signature		Date
	Firm's name ▶ PARENTEBEARD LLC			Check ☐ if self-employed	PTIN P00350393
	Firm's address ▶ 1650 MARKET STREET SUITE 4500 PHILADELPHIA, PA 19103			Phone no (215) 972-0701	

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

Part III

Statement of Program Service Accomplishments

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

☐ Yes ☒ No

1

Briefly describe the organization's mission

SPRINGPOINT SENIOR LIVING'S MISSION IS TO MAKE A DIFFERENCE IN THE LIVES OF RESIDENTS, FAMILIES AND COMMUNITIES WE SERVE

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 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 \$ 94,385,286 including grants of \$ 569,469) (Revenue \$ 100,659,705)

EXPENSES INCURRED IN PROVIDING SENIOR HOUSING AND SERVICES, AFFORDABLE HOUSING, ASSISTED LIVING, SKILLED NURSING CARE, REHABILITATION, AND ALZHEIMER'S CARE PLEASE REFER TO SCHEDULE O FOR THE ORGANIZATION'S COMMUNITY BENEFIT STATEMENT

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 ▶ 94,385,286

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

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>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
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>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest 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>	26		No
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>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29		No
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, 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>	35b		
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>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	426			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	1,668			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
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, securities account, or other financial 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 as charitable contributions?	6a				No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7 Organizations that may receive deductible contributions under section 170(c).						
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?	7c				No
d	If "Yes," indicate the number of Forms 8822 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	Yes			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9 Sponsoring organizations maintaining donor advised funds.						
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10 Section 501(c)(7) organizations. Enter						
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11 Section 501(c)(12) organizations. Enter						
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?						
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13 Section 501(c)(29) qualified nonprofit health insurance issuers.						
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a16		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b15		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6	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 this Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	FL , NJ , PA
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 ☐ Other (explain in Schedule O)	
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	GARRETT T MIDGETT 13 ROSZEL ROAD NO C120 PRINCETON, NJ (609) 987-8900

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

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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- * List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

[illegible]

Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								213,467	9,517,124	683,287

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. 2

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>	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
C&C CONSTRUCTION MANAGEMENT INC 10063 SANDMEYER LANE PHILADELPHIA PA 19116	CONSTRUCTION	18,963,889
GENESIS ELDERCARE REHABILITATION SERVICE PO BOX 7247-6524 PHILADELPHIA PA 191706524	MEDICAL	2,266,686
ABSOLUTELY ENERGIZED SOLAR 974 ROUTE 33 EAST MONROE TWP NJ 08831	ENGINEERING	1,839,908
WORTH AND COMPANY INC 6263 KELLERS CHURCH ROAD PIPERSVILLE PA 18947	MECHANICAL CONTRACTOR	1,128,594
START TO FINISH P O BOX 530 HOWELL NJ 07731	CONSTRUCTION	1,115,110

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 ►39

Part VIII

Statement of Revenue

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

			(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	167,830			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	4,380,275			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	957,762			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		5,505,867			
Program Service Revenue	2a	NET PROGRAM SERVICE REVENUE	Business Code 541900	99,554,137	99,554,137		
	b	OTHER PROGRAM SERVICE REVENUE	541900	587,040	587,040		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		100,141,177			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	1,952,303			1,952,303
4		Income from investment of tax-exempt bond proceeds . . .					
5		Royalties					
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)		284,167		284,167
8a		Gross income from fundraising events (not including \$ 167,830 of contributions reported on line 1c) See Part IV, line 18					
		a	59,235				
		b	Less direct expenses	b	94,761		
c		Net income or (loss) from fundraising events . . .		-35,526		-35,526	
9a		Gross income from gaming activities See Part IV, line 19					
		a					
		b	Less direct expenses	b			
c		Net income or (loss) from gaming activities . . .					
10a		Gross sales of inventory, less returns and allowances . .					
		a					
		b	Less cost of goods sold	b			
c	Net income or (loss) from sales of inventory . . .						
Miscellaneous Revenue		Business Code					
11a	MANAGEMENT FEE REVENUE	561000	518,528	518,528			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		518,528				
12	Total revenue. See Instructions		108,366,516	100,659,705	0	2,200,944	

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).

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.	569,469	569,469		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	257,802			257,802
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	35,226,734	31,531,104	3,573,049	122,581
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,238,231	1,119,090	98,881	20,260
9	Other employee benefits.	7,839,719	6,873,049	927,892	38,778
10	Payroll taxes.	3,267,949	2,939,597	301,526	26,826
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	439,512		439,512	
c	Accounting.	407,218		407,218	
d	Lobbying.	104,716		104,716	
e	Professional fundraising services. See Part IV, line 17.	64,500			64,500
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	6,557,727	5,589,615	645,697	322,415
12	Advertising and promotion.	1,085,528	1,050,613		34,915
13	Office expenses.	2,587,376	2,124,559	434,464	28,353
14	Information technology.				
15	Royalties.				
16	Occupancy.	9,702,908	9,637,523	65,385	
17	Travel.	150,043	100,719	25,331	23,993
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	88,494	66,225	11,683	10,586
20	Interest.	6,905,340	6,905,340		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	19,976,461	19,976,461		
23	Insurance.	1,092,062	9,729	1,082,333	
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	SHARED SERVICES	6,567,938		6,567,938	
b	FOOD EXPENSES	4,210,686		4,210,686	
c	REPAIRS & MAINTENANCE	1,754,902	1,544,476	210,426	
d	MEDICAL SUPPLIES	968,347	968,347		
e	All other expenses	6,841,182	3,379,370	3,416,245	45,567
25	Total functional expenses. Add lines 1 through 24e.	117,904,844	94,385,286	22,522,982	996,576
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 ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		9,950	1	9,550
	2	Savings and temporary cash investments		43,236,131	2	46,272,098
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		8,233,103	4	9,701,026
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other 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) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		21,305,873	7	10,796,435
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		4,445,103	9	4,249,585
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a537,266,860			
	b	Less accumulated depreciation	10b212,683,563	308,902,555	10c	324,583,297
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11		101,006,932	13	87,939,662
	14	Intangible assets		5,882,110	14	5,196,976
	15	Other assets See Part IV, line 11		0	15	688,580
	16	Total assets. Add lines 1 through 15 (must equal line 34)		493,021,757	16	489,437,209
Liabilities	17	Accounts payable and accrued expenses		13,279,882	17	13,903,041
	18	Grants payable			18	
	19	Deferred revenue		151,044,671	19	140,950,761
	20	Tax-exempt bond liabilities		101,929,396	20	105,389,366
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		51,043,488	23	59,989,195
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		120,521,222	25	120,738,228
	26	Total liabilities. Add lines 17 through 25		437,818,659	26	440,970,591
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		46,693,147	27	40,412,993
	28	Temporarily restricted net assets		5,173,377	28	5,094,892
	29	Permanently restricted net assets		3,336,574	29	2,958,733
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		55,203,098	33	48,466,618
	34	Total liabilities and net assets/fund balances		493,021,757	34	489,437,209

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	108,366,516
2	Total expenses (must equal Part IX, column (A), line 25)	2	117,904,844
3	Revenue less expenses Subtract line 2 from line 1	3	-9,538,328
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	55,203,098
5	Net unrealized gains (losses) on investments	5	2,484,470
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	317,378
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	48,466,618

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	Yes	
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	Yes	
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?	Yes	
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	Yes	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization SPRINGPOINT SENIOR LIVING INC	Employer identification number 22-3498690
---	--

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 33¹/₃% 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 33¹/₃% 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 - Non-functionally integrated

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?

(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 monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
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 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a 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—2012. 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—2011. 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 IIISupport 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						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	7,968,648	7,054,439	5,254,782	7,073,492	5,505,866	32,857,227
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	102,002,868	104,901,351	108,796,681	116,947,065	100,141,177	532,789,142
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	109,971,516	111,955,790	114,051,463	124,020,557	105,647,043	565,646,369
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 Public support (Subtract line 7c from line 6.)						565,646,369

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	109,971,516	111,955,790	114,051,463	124,020,557	105,647,043	565,646,369
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,012,682	1,691,545	3,744,177	2,995,276	2,293,923	13,737,603
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	3,012,682	1,691,545	3,744,177	2,995,276	2,293,923	13,737,603
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.)	402,836	446,324	485,837	509,387	518,528	2,362,912
13 Total support. (Add lines 9, 10c, 11, and 12.)	113,387,034	114,093,659	118,281,477	127,525,220	108,459,494	581,746,884
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 2012 (line 8, column (f) divided by line 13, column (f))	15	97.230%	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	97.300%	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	2 360 %
18	Investment income percentage from 2011 Schedule A, Part III, line 17	18	2 700 %
19a	33 1/3% support tests—2012. 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—2011. 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).

Facts And Circumstances Test

Explanation
SCHEDULE A, PART IV, SUPPLEMENTAL INFORMATION THE PUBLIC CHARITY STATUS REFLECTED ON SCHEDULE A, PART I IS FOR SPRINGPOINT SENIOR LIVING, INC , THE LARGEST SUBORDINATE ORGANIZATION INCLUDED IN THE GROUP EXEMPTION RULING AND IN THIS CONSOLIDATED GROUP FORM 990 EACH OF THE FOLLOWING SUBORDINATE ORGANIZATIONS HAVE THE SAME PUBLIC CHARITY STATUS INCLUDED IN THE GROUP EXEMPTION REFLECTED ON SCHEDULE A, PART I, LINE 9, INTERNAL REVENUE CODE SECTION 509(A) (2), 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 SPRINGPOINT AT CRESTWOOD, INC SPRINGPOINT AT THE ATRIUM, INC SPRINGPOINT AT MEADOW LAKES, INC SPRINGPOINT AT MONROE, INC SPRINGPOINT AT MONTGOMERY, INC SPRINGPOINT AT HADDONFIELD, INC SPRINGPOINT AT WATERFORD GLEN, INC SPRINGPOINT AT STONY BROOK, INC SPRINGPOINT AT WATCHUNG RIDGE, INC PRESBYTERIAN HOME AT DOVER, INC PRESBYTERIAN HOME AT GALLOWAY, INC PRESBYTERIAN HOME AT HOWELL, INC PRESBYTERIAN HOME AT WEST WINDSOR, INC PRESBYTERIAN HOME AT FRANKLIN, INC PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS, INC THE PRESBYTERIAN HOME AT STAFFORD, INC MIDDLESEX BOROUGH SENIOR CITIZENS HOUSING CORPORATION PRESBYTERIAN HOME AT EAST WINDSOR, INC THE PRESBYTERIAN HOME AT MANCHESTER, INC PRESBYTERIAN HOME OF PLAINFIELD, INC PRESBYTERIAN HOME AT WALL, INC PRESBYTERIAN HOME OF ASBURY PARK, INC INTEGRATED MANAGEMENT SERVICES, INC SENIOR LIVING INSTITUTE, INC SPRINGPOINT REALTY, INC SENIOR NET, INC SPRINGPOINT AT EASTERN, INC SPRINGPOINT AT RED BANK, INC SPRINGPOINT AT HOME, INC PRESBYTERIAN HOMES AT EASTERN, INC SPRINGPOINT OF NORTHERN NEW JERSEY, INC IN ADDITION TO THE ABOVE, SPRINPOINT FOUNDATION, INC 'S PUBLIC CHARITY STATUS IS REFLECTED ON SCHEDULE A, PART I, LINE 7, INTERNAL REVENUE CODE SECTION 509(A) (1), 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)

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.

▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered “Yes” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization SPRINGPOINT SENIOR LIVING INC	Employer identification number 22-3498690
---	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If “Yes,” describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☐ No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

		(a)	(b)	
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		104,716
i	Other activities?		No	
j	Total. Add lines 1c through 1i.			104,716
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912.			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912.			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
EXPLANATION OF LOBBYING ACTIVITIES	PART II-B, LINE 1	SPRINGPOINT SENIOR LIVING, INC , THE PARENT ENTITY OF ALL SUBORDINATES INCLUDED IN THIS GROUP FORM 990 IS A MEMBER OF SEVERAL TRADE ORGANIZATIONS OF WHICH A PORTION OF THE DUES PAID TO THESE TRADE ORGANIZATIONS ARE ALLOCATED TO LOBBYING EFFORTS PERFORMED BY THE TRADE ORGANIZATIONS ON BEHALF OF SPRINGPOINT SENIOR LIVING, INC AND SUBORDINATES

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SPRINGPOINT SENIOR LIVING INC

Employer identification number
22-3498690

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 can 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 education)

☐ Preservation of an historically important land area

☒ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements2
b	Total acreage restricted by conservation easements32 00
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

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

4

Number of states where property subject to conservation easement is located ▶_____1_____

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 section 170(h)(4)(B)(ii)?

☒ Yes ☐ No

9

In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items

a

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

b

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

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

Cat No 52283D

Schedule D (Form 990) 2012

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 XIII

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 XIII and complete the following table

	Amount
1c	
1d	16,032,451
1e	13,971,713
1f	2,060,738

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back	
1a	Beginning of year balance	8,509,951	8,687,953	7,380,853	4,872,930	6,707,582
b	Contributions	1,536,442	2,253,023	2,550,924	3,511,030	2,177,241
c	Net investment earnings, gains, and losses	689,624	22,823	331,246	279,096	-1,385,302
d	Grants or scholarships					
e	Other expenditures for facilities and programs	2,137,859	2,453,848	1,575,070	1,282,203	2,626,591
f	Administrative expenses					
g	End of year balance	8,598,158	8,509,951	8,687,953	7,380,853	4,872,930

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

41 000 %

c

Temporarily restricted endowment

59 000 %

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

(i) unrelated organizations

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐ No

b

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

3b

☐

☐

4

Describe in Part XIII 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		26,128,303		26,128,303
b Buildings		439,371,319	182,679,399	256,691,920
c Leasehold improvements				
d Equipment		20,113,315	15,822,377	4,290,938
e Other		51,653,923	14,181,787	37,472,136
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				324,583,297

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

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) US GOVERNMENT OBLIGATIONS	2,725,068	F
(2) EQUITY SECURITIES, LIMITED USE	9,686,185	F
(3) CASH & CASH EQUIVALENTS, LIMITED USE	47,597,457	F
(4) CERTIFICATES OF DEPOSIT, LIMITED USE	70	F
(5) CORPORATE BONDS, LIMITED USE	14,051,418	F
(6) LIMITED PARTNERSHIPS	7,657,655	F
(7) INVESTMENTS HELD UNDER SI AGREEMENTS	6,221,809	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)	87,939,662	

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

1	(a) Description of liability	(b) Book value
	Federal income taxes	
	RESIDENTS DEPOSITS	1,292,306
	DUE TO AFFILIATES	2,121,600
	DERIVATIVE INSTRUMENTS	4,499,657
	OTHER LIABILITIES	366,500
	CAPITAL ADVANCES	80,835,526
	LIABILITIES OF SPLIT INTEREST AGREEMENTS	4,947,639
	NOTES PAYABLE	26,675,000
	Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	120,738,228

2. Fin 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return				
1	Total revenue, gains, and other support per audited financial statements			1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d			2e
3	Subtract line 2e from line 1			3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)			5
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements			1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d			2e
3	Subtract line 2e from line 1			3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b			
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)			5

Part XIII 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, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE SPRINGPOINT SENIOR LIVING GROUP RETURN ACCOUNTS FOR UNCERTAINTY IN INCOME TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN-NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY. MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD IS MET. MANAGEMENT DETERMINED THERE WERE NO TAX UNCERTAINTIES THAT MET THE RECOGNITION THRESHOLD IN 2012 AND 2011. THE GROUP RETURN'S FEDERAL EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURNS FOR THE YEARS ENDED DECEMBER 31, 2011, 2010, AND 2009 REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization SPRINGPOINT SENIOR LIVING INC	Employer identification number 22-3498690
---	--

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a	☒ Mail solicitations	e	☒ Solicitation of non-government grants
b	☒ Internet and email solicitations	f	☐ Solicitation of government grants
c	☒ Phone solicitations	g	☒ Special fundraising events
d	☒ In-person solicitations		
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes☐ No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
ZANONI & ASSOCIATES 33 SHEFFIELD DRIVE MANSFIELD, NJ 08022	PROGRAM SOLICITATIONS		No	299,327	64,500	234,827
Total ▶				299,327	64,500	234,827

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

NJ, FL, PA

.....

.....

Part II Fundraising Events.

Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>GOLF OUTING</u> (event type)	 (event type)	 (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	227,065		227,065
	2	Less Contributions . . .	167,830		167,830
	3	Gross income (line 1 minus line 2)	59,235		59,235
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . . .	15,300		15,300
	6	Rent/facility costs . . .	51,051		51,051
	7	Food and beverages .	15,120		15,120
	8	Entertainment			
	9	Other direct expenses .	13,290		13,290
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			
					(94,761)
					-35,526

Part III Gaming.

Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor			
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
------------	------------------	-------------

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

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

2012

Open to Public Inspection

Name of the organization
SPRINGPOINT SENIOR LIVING INC

22-3498690

Part I General Information on Grants and Assistance

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

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

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2	Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	4
3	Enter total number of other organizations listed in the line 1 table	4

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV Supplemental Information.		
Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information		
Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 GRANTS ARE MONITORED BY THE ORGANIZATION'S FINANCE PERSONNEL THROUGH THE UTILIZATION OF COST CENTERS AND OTHER INFORMATION, INCLUDING WRITTEN DOCUMENTATION AND RECEIPTS

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SPRINGPOINT SENIOR LIVING INC

Employer identification number
22-3498690

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 ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
1b 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 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, but explain in Part III ☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ 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		
4a Receive a severance payment or change-of-control payment?	Yes	
4b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
4c 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		No
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		
5a The organization?		No
5b Any related organization? If "Yes," to line 5a or 5b, describe in Part III		No
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		
6a The organization?		No
6b Any related organization? If "Yes," to line 6a or 6b, describe in Part III		No
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	Yes	
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		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

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 and Title		(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				
See Additional Data Table								

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.

Identifier	Return Reference	Explanation
	PART I, LINES 4A-B	SPRINGPOINT DID PAY THE FOLLOWING PEOPLE SEVERENCE IN 2012 CHARLES MOONEY (\$140,047) AND SUSAN BRUNCATI (\$34,916) THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUALS INCLUDES UNVESTED BENEFITS IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE ACCORDINGLY, THE INDIVIDUALS MAY NEVER ACTUALLY RECEIVE THIS UNVESTED BENEFIT AMOUNT THE AMOUNTS OUTLINED HEREIN WERE NOT INCLUDED IN THE INDIVIDUAL'S 2012 FORM W-2, BOX 5 AS TAXABLE MEDICARE WAGES GARRETT I MIDGETT III, \$27,540 AND MAUREEN E CAFFERTY, ESQ , \$23,062
	PART I, LINE 7	CERTAIN INDIVIDUALS INCLUDED IN SCHEDULE J, PART II RECEIVED A BONUS DURING CALENDAR YEAR 2012 WHICH AMOUNTS WERE INCLUDED IN COLUMN B(II) HEREIN AND IN EACH INDIVIDUAL'S 2012 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES PLEASE REFER TO THIS SECTION OF THE FORM 990, SCHEDULE J FOR THIS INFORMATION BY PERSON BY AMOUNT

Software ID:
Software Version:
EIN: 22-3498690
Name: SPRINGPOINT SENIOR LIVING INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GARY PUMA	(i)	0	0	0	0	0	0	0
	(ii)	488,451	536,700	4,280,715	15,750	31,304	5,352,920	4,076,158
CHARLES R MOONEY	(i)	0	0	0	0	0	0	0
	(ii)	0	0	140,047	0	9,965	150,012	0
JAMES VACCARO	(i)	0	0	0	0	0	0	0
	(ii)	249,613	93,073	7,241	0	14,141	364,068	0
ANTHONY ARGONDIZZA	(i)	0	0	0	0	0	0	0
	(ii)	243,856	75,788	7,587	16,193	32,036	375,460	0
GARRETT T MIDGETT III	(i)	0	0	0	0	0	0	0
	(ii)	261,451	122,075	8,076	42,540	37,036	471,178	0
MAUREEN E CAFFERTY	(i)	0	0	0	0	0	0	0
	(ii)	224,491	97,917	8,270	37,848	20,083	388,609	0
PAMELA SMITH	(i)	0	0	0	0	0	0	0
	(ii)	163,531	59,209	5,200	10,355	0	238,295	0
JESSICA FOGG	(i)	0	0	0	0	0	0	0
	(ii)	149,241	36,658	6,849	2,450	32,036	227,234	0
MARYBETH KOPEC	(i)	0	0	0	0	0	0	0
	(ii)	173,529	71,517	6,481	15,000	33,536	300,063	0
RAYMOND R LEENIG	(i)	0	0	0	0	0	0	0
	(ii)	180,446	61,517	7,688	13,924	18,063	281,638	0
LINDA ROSE	(i)	0	0	0	0	0	0	0
	(ii)	196,565	95,145	15,721	14,006	20,917	342,354	0
DAVID WOODWARD	(i)	0	0	0	0	0	0	0
	(ii)	175,029	106,517	7,865	12,661	32,036	334,108	0
JOSEPH T CLAFFEY	(i)	155,357	51,923	6,187	12,299	32,036	257,802	0
	(ii)	0	0	0	0	0	0	0
JOHN C RAUNER	(i)	0	0	0	0	0	0	0
	(ii)	145,950	33,283	3,222	10,385	32,036	224,876	0
DAVID B WEAN	(i)	0	0	0	0	0	0	0
	(ii)	164,755	60,227	3,522	12,194	20,917	261,615	0
SUSAN BRUNCATI	(i)	0	0	0	0	0	0	0
	(ii)	106,032	34,443	36,484	10,178	33,536	220,673	0
THOMAS WRIGHT	(i)	0	0	0	0	0	0	0
	(ii)	139,060	33,158	701	5,941	32,036	210,896	0
BRENDEN GAROZZO	(i)	0	0	0	0	0	0	0
	(ii)	150,383	29,580	479	10,819	9,030	200,291	0

Schedule K
(Form 990)

Supplemental Information on Tax Exempt Bonds

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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.

Name of the organization
SPRINGPOINT SENIOR LIVING INC

Employer identification number
22-3498690

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817		12-14-2010	30,000,000	RENOVATIONS/DEBT PAYOFF		X		X	X	
B	NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817		12-06-2011	20,000,000	RENOVATIONS/DEBT PAYOFF		X		X	X	
C	NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817		11-01-2012	52,735,000	RENOVATIONS/DEBT PAYOFF		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	48,296,970				48,296,970			
2	Amount of bonds legally defeased								
3	Total proceeds of issue	30,000,000		20,000,000		52,735,000			
4	Gross proceeds in reserve funds	2,000,000		2,000,000					
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds	332,456		300,000		717,606			
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds	29,667,544		17,700,000					
10	Capital expenditures from proceeds	3,720,424				3,720,424			
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion	2010		2011		YesNoYesNo			
		Yes	No	Yes	No				
14	Were the bonds issued as part of a current refunding issue?		X		X		X		
15	Were the bonds issued as part of an advance refunding issue?		X		X	X			
16	Has the final allocation of proceeds been made?	X		X		X			
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X			

Part III Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5								
7	Does the bond issue meet the private security or payment test?		X		X		X		
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X			X		

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X		X		X		
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X		X		X		
b	Exception to rebate?		X		X		X		
c	No rebate due?		X		X	X			
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X		X		X			
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X	X		X			
b	Name of provider	CAPITAL ONE AND M&T BANK		CAPITAL ONE		FIRST NIAGARA BANK AND M&T BANK			
c	Term of hedge	5 000000000000		5 000000000000		5 000000000000			
d	Was the hedge superintegrated?		X		X		X		
e	Was a hedge terminated?		X		X		X		

Part IV Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X		X		X		
7	Has the organization established written procedures to monitor the requirements of section 148?		X		X		X		

Part V Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has 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?	X							

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

Identifier	Return Reference	Explanation
SCHEDULE K PART IV, ARBITRAGE, LINE 2C	DATE REBATE COMPUTATION PERFORMED	ISSUER NAME NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY DATE THE REBATE COMPUTATION WAS PERFORMED 11/15/2012
		THE TAX-EXEMPT BOND ISSUANCES REFLECTED IN SCHEDULE K, PART I ARE ISSUED ON BEHALF OF THE SPRINGPOINT SENIOR LIVING, INC OBLIGATED GROUP OF WHICH THIS ORGANIZATION IS THE TAX-EXEMPT PARENT SPECIFICALLY, THIS TAX-EXEMPT BOND WAS ISSUED ON BEHALF OF THIS ORGANIZATION AND SPRINGPOINT AT MEADOW LAKES, INC , A MEMBER OF THE SPRINGPOINT SENIOR LIVING, INC OBLIGATED GROUP PLEASE NOTE THAT SCHEDULE K, PARTS II, III AND IV HAVE BEEN COMPLETED BASED UPON THE TOTAL AMOUNT OF THE TAX-EXEMPT BOND ISSUANCES FOR THE OBLIGATED GROUP, NOT BY EACH INDIVIDUAL INSTITUTION OR ENTITY THE PROCEEDS FROM THE SERIES 2010 BONDS WERE ALLOCATED TO MEMBERS OF THE 1998 OBLIGATED GROUP BASED ON THEIR DIRECT USE OF THE PROCEEDS THE TOTAL PROCEEDS FROM THE SERIES 2010 BONDS WERE USED TO (A) FINANCE RENOVATIONS TO CERTAIN PROPERTIES OWNED AND OPERATED BY THE 1998 OBLIGATED GROUP AND (B) TO FINANCE CERTAIN COSTS OF ISSUANCE OF THE 2010 BOND THE PROCEEDS FROM THE SERIES 2011 BOND WAS ALLOCATED TO SPRINGPOINT AT THE ATRIUM, INC THE TOTAL PROCEEDS FROM THE SERIES 2011 BOND WAS USED TO (A) FINANCE RENOVATIONS TO CERTAIN PROPERTIES OWNED AND OPERATED AND (B) TO FINANCE CERTAIN COSTS OF ISSUANCE OF THE 2011 BOND THE PROCEEDS FROM THE SERIES 2012 BOND WAS ALLOCATED TO STONEBRIDGE AT MONTGOMERY THE TOTAL PROCEEDS FROM THE SERIES 2012 BOND WAS USED TO (A) FINANCE RENOVATIONS TO CERTAIN PROPERTIES OWNED AND OPERATED AND (B) TO FINANCE CERTAIN COSTS OF ISSUANCE OF THE 2012 BOND

2012

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
SPRINGPOINT SENIOR LIVING INC

Employer identification number

22-3498690

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	PART III, LINE 4A	BACKGROUND SPRINGPOINT SENIOR LIVING IS NEW JERSEY'S LEADING NOT-FOR-PROFIT PROVIDER OF SENIOR HOUSING AND CARE, IN BUSINESS SINCE 1916. THROUGH OUR SPRINGPOINT FOUNDATION, WE PROVIDE FINANCIAL SUPPORT FOR RESIDENTS IN NEED, AS WELL AS OFFER LIFE-ENHANCING EDUCATIONAL, ARTS AND CULTURAL PROGRAMMING. OTHER AFFILIATED SERVICES INCLUDE MANAGEMENT AND DEVELOPMENT ON A PARTNERSHIP OR FEE BASIS THROUGH PRINCETON SENIOR LIVING. SPRINGPOINT SENIOR LIVING OWNS AND OPERATES 23 SENIOR COMMUNITIES THROUGHOUT NEW JERSEY, INCLUDING FIVE FULL-SERVICE SENIOR LIVING AND 18 AFFORDABLE HOUSING COMMUNITIES. SPRINGPOINT EMPLOYS APPROXIMATELY 1,350 INDIVIDUALS WHO CARE FOR MORE THAN 3,300 RESIDENTS. SPRINGPOINT SENIOR LIVING IS GUIDED BY ITS COMMITMENT TO THE QUALITY OF LIFE OF ITS OWN RESIDENTS AS WELL AS CONCERN FOR THE WELL-BEING OF SENIORS THROUGHOUT NEW JERSEY. SPRINGPOINT SENIOR LIVING IS NON-DENOMINATIONAL, WELCOMING RESIDENTS OF ALL FAITHS AND BACKGROUNDS. "RESIDENTS-FIRST" PHILOSOPHY AT SPRINGPOINT SENIOR LIVING, OUR "RESIDENTS-FIRST" PHILOSOPHY GUIDES US IN PROMOTING AND EXPANDING OUR MISSION OF OFFERING HIGH-QUALITY HOUSING AND SERVICES AND AN OUTSTANDING QUALITY OF LIFE FOR EVERY RESIDENT, EVERY DAY. SPRINGPOINT SENIOR LIVING STATEMENT FOR COMMUNITY BENEFITS SPRINGPOINT SENIOR LIVING IS AN ACTIVE COMMUNITY PARTNER, BRINGING PHILANTHROPIC, CULTURAL AND EDUCATIONAL RESOURCES TO SENIORS AND THEIR FAMILY MEMBERS ACROSS NEW JERSEY. SPRINGPOINT SENIOR LIVING VALUES SPRINGPOINT SENIOR LIVING IS GUIDED BY THE FOLLOWING VALUES IN FURTHERING ITS CHARITABLE TAX-EXEMPT PURPOSES: 1. RESPECT: WE RECOGNIZE THE VALUE AND DIGNITY OF EVERY PERSON. 2. COMPASSION: WE SEEK TO UNDERSTAND AND EMPATHIZE WITH OTHERS. 3. INTEGRITY: WE ARE HONEST, RESPONSIBLE AND ETHICAL. 4. SERVICE: WE ENDEAVOR TO EXCEED EXPECTATIONS. 5. EXCELLENCE: WE STRIVE TO DO EVERYTHING OF THE HIGHEST QUALITY. VISION TO BE THE LEADER IN INNOVATIVE HOUSING, HEALTHCARE AND INTEGRATED SUPPORTIVE SERVICE SOLUTIONS. SPRINGPOINT SENIOR LIVING COMMUNITIES FULL-SERVICE SENIOR LIVING SPRINGPOINT FULL-SERVICE SENIOR LIVING COMMUNITIES OFFER FLEXIBLE ACCOMMODATIONS DESIGNED TO MEET HEALTH AND HOUSING NEEDS THAT CAN CHANGE OVER TIME. THE FULL-SERVICE CARE SPECTRUM ENCOMPASSES INDEPENDENT LIVING, ASSISTED LIVING AND SKILLED NURSING CARE. THESE COMMUNITIES ALSO OFFER HOUSEKEEPING, MEALS AND ACTIVITIES. ALL SIX SPRINGPOINT FULL-SERVICE RETIREMENT COMMUNITIES HOLD ACCREDITATION BY CARF-CCAC, THE NATION'S ONLY ACCREDITING BODY FOR CONTINUING CARE RETIREMENT COMMUNITIES. SERVICES OFFERED BY SPRINGPOINT FULL-SERVICE SENIOR LIVING COMMUNITIES INCLUDE, AMONG OTHER THINGS: - RESTAURANT-STYLE AND CASUAL DINING - HIGH-QUALITY ON-SITE HEALTH CARE - FITNESS CENTER AND INDOOR POOL (CRESTWOOD MANOR, MEADOW LAKES, MONROE VILLAGE, STONEBRIDGE AT MONTGOMERY AND WINCHESTER GARDENS) - BEAUTY AND BARBER SHOP - HOUSEKEEPING SERVICES - CONCIERGE SERVICES FULL-SERVICE SENIOR LIVING COMMUNITY SNAPSHOT CRESTWOOD MANOR, WHITING, NJ CRESTWOOD OFFERS 331 ONE- AND TWO-BEDROOM APARTMENTS, 32 EXPANDED SERVICES PROGRAM UNITS, AND A 64-BED SKILLED NURSING CARE CENTER ON A 40-ACRE CAMPUS IN OCEAN COUNTY. MEADOW LAKES, EAST WINDSOR, NJ MEADOW LAKES OFFERS 259 INDEPENDENT LIVING APARTMENTS, 15 COTTAGES, 44 ASSISTED LIVING SUITES AND 60 SKILLED NURSING BEDS ON A 103-ACRE CAMPUS IN MERCER COUNTY. MONROE VILLAGE, MONROE TOWNSHIP, NJ MONROE VILLAGE OFFERS 287 INDEPENDENT LIVING APARTMENTS, 28 ASSISTED LIVING SUITES AND 60 SKILLED NURSING BEDS ON 55 ACRES IN MIDDLESEX COUNTY. STONEBRIDGE AT MONTGOMERY, SKILLMAN, NJ STONEBRIDGE OFFERS 187 INDEPENDENT LIVING APARTMENTS, 24 COTTAGES, 60 ASSISTED LIVING APARTMENTS AND 40 SKILLED NURSING BEDS ON 40 ACRES IN SOMERSET COUNTY. THE ATRIUM AT NAVESINK HARBOR, RED BANK, NJ THE ATRIUM AT NAVESINK HARBOR OFFERS 140 INDEPENDENT LIVING UNITS, AND WILL OFFER 43 LONG-TERM CARE BEDS EFFECTIVE OCTOBER 1, 2013 UPON COMPLETION OF CONSTRUCTION. AFFORDABLE HOUSING SPRINGPOINT AFFORDABLE HOUSING COMMUNITIES OFFER COMFORTABLE, ATTRACTIVE, REASONABLY-PRICED HOUSING OPTIONS TO INDIVIDUALS WITH LIMITED INCOMES. PROSPECTIVE RESIDENTS ARE AGE 62 AND OVER AND MUST MEET FEDERAL INCOME GUIDELINES. RESIDENTS PAY RENT BASED ON 30% OF THEIR ADJUSTED GROSS ANNUAL INCOME. INCOME LIMITS VARY BY LOCATION. HEAT AND HOT WATER ARE ALSO INCLUDED IN THE RENTAL FEE. PLEASE NOTE: BELOW-MARKET FLAT-FEE RENTS APPLY AT SAMUEL MILLER AND FOR SOME APARTMENTS AT ASBURY TOWER. EACH SPRINGPOINT AFFORDABLE HOUSING COMMUNITY OFFERS PRIVATE UNFURNISHED APARTMENTS WITH EASY ACCESS TO TRANSPORTATION, SHOPPING, MEDICAL FACILITIES AND OTHER AMENITIES. SPRINGPOINT SENIOR LIVING AFFORDABLE HOUSING COMMUNITIES INCLUDE: - ALLAIRE CROSSING, WALL, 66 UNITS (MANAGED) - ASBURY TOWER, ASBURY PARK, 350 UNITS (MANAGED) - BUTLER SENIOR COMMUNITY, BUTLER, 90 UNITS (MANAGED) - COUNTRYSIDE MEADOWS, EGG HARBOR CITY, 83 UNITS - CROSSROADS AT HOWELL, FREEHOLD, 86 UNITS - THE OAKS AT TOMS RIVER, 85 UNITS - FRIENDSHIP GARDENS, HOWELL, 99 UNITS (MANAGED) - THE

Identifier	Return Reference	Explanation
PROGRAM SERVICE ACCOMPLISHMENTS	PART III, LINE 4A	GABLES AT WEST WINDSOR, 85 UNITS - HIDDEN BROOK AT FRANKLIN, 85 UNITS - MANCHESTER PINES, WHITING, 84 UNITS - PLAINFIELD TOWER WEST, PLAINFIELD, 154 UNITS (MANAGED) - PORTLAND POINTE, ATLANTIC HIGHLANDS, 57 UNITS - ROBERT NOBLE MANOR, 40 UNITS (MANAGED) - SAMUEL MILLER SENIOR HOUSING, MOUNT HOLLY, 29 UNITS (MANAGED) - STAFFORD BY THE BAY, MANAHAWKIN, 85 UNITS - WATCHING TERRACE AT MIDDLESEX, 86 UNITS - WHEATON POINTE AT EAST WINDSOR, 84 UNITS - WOODLANDS AT RAMSEY, 99 UNITS (MANAGED) SPRINGPOINT FOUNDATION THE SPRINGPOINT FOUNDATION IS THE COMMUNITY OUTREACH AND PHILANTHROPIC ARM OF SPRINGPOINT SENIOR LIVING SINCE 1916, THE PRIMARY PURPOSE OF THE SPRINGPOINT FOUNDATION HAS BEEN MAKING A DIFFERENCE IN THE LIVES OF SENIORS AND THEIR FAMILIES THROUGH OUR RESIDENT AND COMMUNITY PARTNERSHIP PROGRAMS WE SEEK TO ACCOMPLISH OUR GOALS BY ENCOURAGING CHARITABLE SUPPORT THROUGH A VARIETY OF GIVING AND SPONSORSHIP OPPORTUNITIES, SPECIAL EVENTS AND GIFT PLANNING PROGRAMS LIFE-ENHANCING RESIDENT ASSISTANCE BENEVOLENT CARE FINANCIAL STABILITY EQUALS PEACE OF MIND FOR TODAY'S AGING ADULTS TODAY, WE ARE HOLDING TRUE TO OUR MISSION AND HELPING MORE RESIDENTS FINANCIALLY THAN IN ANY PREVIOUS YEAR SUPPLEMENTAL MEDICAL SERVICES NECESSARY MEDICAL CARE CAN OFTEN BE UNAFFORDABLE OR UNATTAINABLE FOR TODAY'S SENIORS SIMPLE, HIGH-QUALITY, READILY AVAILABLE CARE WOULD ALLOW THEM TO RECEIVE NEEDED TREATMENT WHILE REMAINING COMFORTABLY AT HOME THE FOUNDATION PROVIDES SUBSTANTIAL FUNDING FOR SUPPLEMENTAL ASSISTED LIVING-TYPE MEDICAL CARE THAT DIRECTLY IMPACTS RESIDENTS' QUALITY OF LIFE EVERY DAY TRANSPORTATION MANY OLDER ADULTS ARE UNABLE TO DRIVE, SIGNIFICANTLY LIMITING THEIR ABILITY TO REMAIN INDEPENDENT AND NEGATIVELY IMPACTING THEIR QUALITY OF LIFE EACH YEAR, THE FOUNDATION ALLOCATES FUNDING FOR TRANSPORTATION FOR EXAMPLE, THE FOUNDATION CURRENTLY SUPPORTS THE PURCHASE AND MAINTENANCE OF NEW BUSES THAT PROVIDE GREATER INDEPENDENCE FOR MORE THAN 1,700 RESIDENTS LIVING IN 18 AFFORDABLE HOUSING COMMUNITIES CHAPLAINCY SPIRITUAL LEADERSHIP POSITIVELY INFLUENCES BOTH THE PHYSICAL AND EMOTIONAL WELL-BEING OF SENIORS OUR PROGRAMS ENCOURAGE SENIORS TO PRACTICE THEIR FAITH AND OBTAIN THE SPIRITUAL GUIDANCE THEY NEED TO MAINTAIN A HEALTHY STATE OF MIND AND BODY COMMUNITY ENRICHMENT PARTNERSHIP PROGRAMS WORLD-CLASS ARTS AND CULTURE THIS EXCITING AND INNOVATIVE PARTNERSHIP INITIATIVE BRINGS WORLD-CLASS ARTS ORGANIZATIONS, ARTISTS, AND CULTURAL LEADERS TOGETHER WITH THE SPRINGPOINT FOUNDATION AS A RESULT, AN EXPANSIVE REPERTOIRE OF ARTS AND CULTURAL DISCIPLINES ARE MORE READILY AVAILABLE, ACCESSIBLE, AND AFFORDABLE FOR OLDER ADULTS FUNDED IN PART BY THE SPRINGPOINT FOUNDATION, AS WELL AS INDIVIDUALS AND CORPORATE SPONSORS, OUR ARTS AND CULTURE INITIATIVE ENGAGES LEADING ARTS AND CULTURAL PARTNERS TO DEVELOP PROGRAMS DESIGNED TO MAKE ARTS MORE ACCESSIBLE AND AFFORDABLE RECENT PROGRAMS INCLUDED WORLD-CLASS CHAMBER MUSIC CONCERTS, DANCE RECITALS, BI-MONTHLY LECTURES ON VARIOUS ART AND HISTORY TOPICS, AND A SERIES OF LIVE OPERA PERFORMANCES COMMUNITY SERVICE AND VOLUNTEERING IN AN EFFORT TO ENRICH THE LARGER COMMUNITY, THE SPRINGPOINT FOUNDATION ACTS AS A CONVENER AND COORDINATOR OF COMMUNITY SERVICE AND VOLUNTEER PROGRAMS WORKING WITH INDIVIDUALS AND ORGANIZATIONS, THE FOUNDATION CREATES AND IDENTIFIES VOLUNTEER OPPORTUNITIES THAT BENEFIT PEOPLE AND COMMUNITIES IN NEED

Identifier	Return Reference	Explanation
		HEALTH AND WELLNESS EDUCATION OLDER PEOPLE TODAY FACE A TREMENDOUS NUMBER OF UNIQUE ISSUES AT THE FOUNDATION, WE FIRMLY BELIEVE THAT CONTINUING EDUCATION BY TOP PROFESSIONALS IS THE KEY TO OVERCOMING THOSE CHALLENGES THROUGH ADVICE, KNOWLEDGE-SHARING AND RELATED SERVICES, WE CAN ADDRESS THE NEEDS OF SENIORS AND THEIR FAMILIES, GIVING THEM THE GUIDANCE NEEDED TO MAKE THE MOST INFORMED DECISIONS ABOUT THEIR LIVES THE FOUNDATION SUPPORTS A COMMUNITY EDUCATION INITIATIVE WHICH SERVES AS A VITAL INFORMATION RESOURCE FOR OLDER ADULTS, THEIR FAMILIES AND CAREGIVERS THE FOUNDATION ENHANCES QUALITY OF LIFE BY HIGHLIGHTING CURRENT, RELEVANT ISSUES AS THEY RELATE TO HEALTH, HOUSING AND FINANCES FOR OLDER PEOPLE WORKFORCE DEVELOPMENT AND INTERNSHIPS OUR TOMORROW'S LEADERS PROGRAM IS DESIGNED TO CREATE AND INSPIRE THE NEXT GENERATION OF LEADERS AND INNOVATORS IN SENIOR CARE IT IS SUPPORTED THROUGH SPONSORSHIP OF INTERNS BY INDIVIDUALS, CORPORATIONS, AND SPRINGPOINT VENDORS INTERNS GAIN HANDS-ON EXPERIENCE AND FIRST-HAND KNOWLEDGE OF THE LATEST POLICIES AND PRACTICES THAT AFFECT THE NEEDS OF AGING ADULTS WE ARE PROUD THAT MANY OF OUR INTERNS CONTINUE ON TO A CAREER IN THE FIELD OF SENIOR CARE CONCLUSION SPRINGPOINT SENIOR LIVING IS A NOT-FOR-PROFIT LEADER IN HIGH-QUALITY SENIOR HOUSING AND CARE SPRINGPOINT OFFERS DIVERSE RETIREMENT LIFESTYLE OPTIONS AS WELL AS A RANGE OF INNOVATIVE SERVICES AND PROGRAMMING THAT ENHANCE RESIDENTS' LIVES EACH DAY OUR LIFESTYLE CHOICES INCLUDE FULL-SERVICE SENIOR LIVING, AND AFFORDABLE HOUSING BECAUSE SPRINGPOINT IS A NOT-FOR-PROFIT CORPORATION, RESIDENTS AND THEIR FAMILIES ARE ALWAYS OUR FIRST PRIORITY OUR COMPASSIONATE, PROFESSIONAL STAFF ENSURES THAT RESIDENTS ENJOY THE BEST QUALITY OF LIFE EACH DAY WHILE MAINTAINING THE HIGHEST POSSIBLE LEVEL OF INDEPENDENCE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	SPRINGPOINT SENIOR LIVING, INC ("SPRINGPOINT") IS THE SOLE MEMBER OF ALL ORGANIZATIONS INCLUDED IN THIS CONSOLIDATED GROUP FORM 990 SPRINGPOINT HAS THE RIGHT TO ELECT THE MEMBERS OF EACH SUBORDINATE ORGANIZATION'S BOARD OF TRUSTEES AND HAS CERTAIN RESERVED POWERS AS DEFINED IN EACH SUBORDINATE ORGANIZATION'S BYLAWS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	SPRINGPOINT SENIOR LIVING, INC ("SPRINGPOINT") IS THE SOLE MEMBER OF ALL ORGANIZATIONS INCLUDED IN THIS CONSOLIDATED GROUP FORM 990 SPRINGPOINT HAS THE RIGHT TO ELECT THE MEMBERS OF EACH SUBORDINATE ORGANIZATION'S BOARD OF TRUSTEES AND HAS CERTAIN RESERVED POWERS AS DEFINED IN EACH SUBORDINATE ORGANIZATION'S BY LAWS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	SPRINGPOINT SENIOR LIVING, INC ("SPRINGPOINT") IS THE SOLE MEMBER OF ALL ORGANIZATIONS INCLUDED IN THIS CONSOLIDATED GROUP FORM 990 SPRINGPOINT HAS THE RIGHT TO ELECT THE MEMBERS OF EACH SUBORDINATE ORGANIZATION'S BOARD OF TRUSTEES AND HAS CERTAIN RESERVED POWERS AS DEFINED IN EACH SUBORDINATE ORGANIZATION'S BY LAWS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE ORGANIZATION IS THE PARENT OF A TAX-EXEMPT GROUP OF ORGANIZATIONS THAT PROVIDE CONTINUING CARE RETIREMENT COMMUNITY SERVICES AND AFFORDABLE HOUSING. THE FORM 990 WAS PROVIDED TO THE MEMBERS OF THE ORGANIZATION'S FULL GOVERNING BODY, ITS BOARD OF TRUSTEES, FOR ITS REVIEW AND APPROVAL PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE ("IRS"). THE AUDIT COMMITTEE OF THE ORGANIZATION HELD A MEETING AND PERFORMED A DETAILED REVIEW OF THE FORM 990 PRIOR TO THE PROVISION OF THE FORM TO THE ORGANIZATION'S BOARD OF TRUSTEES. THE ORGANIZATION'S BOARD OF TRUSTEES HAS DELEGATED TO ITS AUDIT COMMITTEE THE RESPONSIBILITY TO OVERSEE, REVIEW AND APPROVE OF THE FEDERAL FORM 990, INCLUDING THE PREPARATION, REVIEW AND FILING PROCESS. AS PART OF THE TAX RETURN PREPARATION PROCESS, THE ORGANIZATION HIRED A PROFESSIONAL CPA FIRM WITH EXPERIENCE AND EXPERTISE IN BOTH HEALTHCARE AND NOT-FOR-PROFIT TAX RETURN PREPARATION TO PREPARE THE FEDERAL FORM 990. THE CPA FIRM'S TAX PROFESSIONALS WORKED CLOSELY WITH THE ORGANIZATION'S FINANCE PERSONNEL AND VARIOUS OTHER INDIVIDUALS OF THE ORGANIZATION TO OBTAIN THE INFORMATION NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN. THE CPA FIRM PREPARED A DRAFT FEDERAL FORM 990 AND FURNISHED IT TO THE ORGANIZATION'S FINANCE PERSONNEL AND OTHER INDIVIDUALS FOR THEIR REVIEW. THE ORGANIZATION'S FINANCE PERSONNEL AND OTHER INDIVIDUALS REVIEWED THE DRAFT FEDERAL FORM 990 AND DISCUSSED QUESTIONS AND COMMENTS WITH THE CPA FIRM. REVISIONS WERE MADE TO THE DRAFT FEDERAL FORM 990 WHERE NECESSARY. AND A FINAL DRAFT WAS FURNISHED BY THE CPA FIRM TO THE ORGANIZATION'S FINANCE PERSONNEL AND VARIOUS OTHER INDIVIDUALS FOR FINAL REVIEW AND APPROVAL PRIOR TO PRESENTATION OF THE FEDERAL FORM 990 TO THE MEMBERS OF THE SPRINGPOINT SENIOR LIVING, INC. AUDIT COMMITTEE AND THEREAFTER THE PROVISION TO ITS FULL BOARD OF TRUSTEES.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	SPRINGPOINT SENIOR LIVING, INC ("SPRINGPOINT") IS THE CENTRAL ORGANIZATION FOR THIS CONSOLIDATED GROUP FORM 990 THE ORGANIZATION REGULARLY MONITORS AND ENFORCES COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY ANNUALLY ALL MEMBERS OF THE BOARD OF TRUSTEES, OFFICERS AND SENIOR MANAGEMENT PERSONNEL ARE REQUIRED TO REVIEW THE EXISTING CONFLICT OF INTEREST POLICY AND COMPLETE A QUESTIONNAIRE THE COMPLETED QUESTIONNAIRES ARE RETURNED TO THE ORGANIZATION'S GENERAL COUNSEL FOR REVIEW THEREAFTER, THE ORGANIZATION'S GENERAL COUNSEL PREPARES A SUMMARY OF THE COMPLETED QUESTIONNAIRES WHICH CONTAINS INFORMATION DISCLOSED ON AN INDIVIDUAL BY INDIVIDUAL BASIS AND PRESENTS THIS SUMMARY TO THE ORGANIZATION'S GOVERNANCE COMMITTEE FOR ITS REVIEW AND DISCUSSION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE ORGANIZATION'S BOARD OF TRUSTEES HAS AN EXECUTIVE COMPENSATION COMMITTEE ("COMMITTEE") THE COMMITTEE HAS ADOPTED A WRITTEN EXECUTIVE COMPENSATION PHILOSOPHY WHICH IT FOLLOWS WHEN IT REVIEWS AND APPROVES OF THE COMPENSATION AND BENEFITS OF THE ORGANIZATION'S SENIOR MANAGEMENT, INCLUDING THE PRESIDENT/CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER THE COMMITTEE REVIEWS THE "TOTAL COMPENSATION" OF THE INDIVIDUALS WHICH IS INTENDED TO INCLUDE BOTH CURRENT AND DEFERRED COMPENSATION AND ALL EMPLOYEE BENEFITS, BOTH QUALIFIED AND NON-QUALIFIED THE COMMITTEE'S REVIEW IS COMPLETED AND DOCUMENTED AT LEAST AN ANNUAL BASIS AND ENSURES THAT THE "TOTAL COMPENSATION" OF SENIOR MANAGEMENT OF THE ORGANIZATION IS REASONABLE THE ACTIONS TAKEN BY THE COMMITTEE ENABLE THE ORGANIZATION TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 4958 WITH RESPECT TO THE TOTAL COMPENSATION OF CERTAIN MEMBERS OF THE SENIOR MANAGEMENT TEAM, INCLUDING THE PRESIDENT/CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER THE THREE FACTORS WHICH MUST BE SATISFIED IN ORDER TO RECEIVE THE REBUTTABLE PRESUMPTION OF REASONABLENESS ARE THE FOLLOWING 1 THE COMPENSATION ARRANGEMENT IS APPROVED IN ADVANCE BY AN "AUTHORIZED BODY" OF THE APPLICABLE TAX-EXEMPT ORGANIZATION WHICH IS COMPOSED ENTIRELY OF INDIVIDUALS WHO DO NOT HAVE A "CONFLICT OF INTEREST" WITH RESPECT TO THE COMPENSATION ARRANGEMENT, 2 THE AUTHORIZED BODY OBTAINED AND RELIED UPON "APPROPRIATE DATA AS TO COMPARABILITY" PRIOR TO MAKING ITS DETERMINATION, AND 3 THE AUTHORIZED BODY "ADEQUATELY DOCUMENTED THE BASIS FOR ITS DETERMINATION" CONCURRENTLY WITH MAKING THAT DETERMINATION THE COMMITTEE IS COMPRISED OF MEMBERS OF THE BOARD OF TRUSTEES EACH OF WHO ARE INDEPENDENT AND ARE FREE FROM ANY CONFLICTS OF INTEREST THE COMMITTEE RELIED UPON APPROPRIATE COMPARABLE DATA, SPECIFICALLY THE COMMITTEE OBTAINED A WRITTEN COMPENSATION STUDY FROM AN INDEPENDENT FIRM WHICH SPECIALIZES IN THE REVIEWING OF RETIREMENT HOUSING AND SENIOR LIVING HEALTHCARE SERVICES EXECUTIVE COMPENSATION AND BENEFITS THROUGHOUT THE UNITED STATES THIS STUDY USED COMPARABLE GEOGRAPHIC AND DEMOGRAPHIC MARKET DATA INCLUDING BUT NOT LIMITED TO SIMILAR SIZED ORGANIZATIONS, NUMBER OF CONTINUING CARE RETIREMENT COMMUNITIES AND RESIDENTIAL FACILITY REVENUE THE COMMITTEE ADEQUATELY DOCUMENTED ITS BASIS FOR ITS DETERMINATION THROUGH THE TIMELY PREPARATION OF WRITTEN MINUTES OF THE COMPENSATION COMMITTEE MEETINGS DURING WHICH THE EXECUTIVE COMPENSATION AND BENEFITS WAS REVIEWED AND SUBSEQUENTLY APPROVED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY , AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	NET ASSET TRANSFER 43,907 CHANGE IN FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS -101,094 ADMIN EFFECT FASB 158 ADOPTION -13,871 CHANGE IN VALUE OF PERPETUAL TRUST 139,425 CHANGE IN RESTRICTED ENDOWMENT 19,766 CHANGE IN VALUE SPLIT INTEREST AGREEMENTS 229,245

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SPRINGPOINT SENIOR LIVING INC

Employer identification number
22-3498690

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" 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) SPRINGPOINT SENIOR LIVING INC - PARENT 13 ROSZEL ROAD PRINCETON, NJ 08540 31-1480524	HEALTHCARE	NJ	501(C)(3)	LINE 11A, I	N/A		No

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	

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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) AFFORDABLE HOUSING SOLUTIONS 13 ROSZEL ROAD SUITE C120 PRINCETON, NJ 08540 20-2018876	HEALTH SERVICES	NJ	PH AT WALL	C	198,637	1,966,504	100 000 %		No
(2) CARE CONCEPTS 13 ROSZEL ROAD SUITE C120 PRINCETON, NJ 08540 22-2454128	HEALTH SERVICES	NJ	SPRINGPOINT SENIOR LIVING INC - PARENT	C	-17,156	931,894	100 000 %		No
(3) CARECO INC 13 ROSZEL ROAD SUITE C120 PRINCETON, NJ 08540 22-2930151	HEALTH SERVICES	NJ	SPRINGPOINT SENIOR LIVING INC - PARENT	C	607		100 000 %		No
(4) PLAINFIELD TOWER SOLUTIONS INC 13 ROSZEL ROAD SUITE C120 PRINCETON, NJ 08540 26-0765373	HEALTH SERVICES	NJ	PH AT PLAINFIELD	C		578,226	100 000 %		No
(5) SENIOR LIVING SOLAR INC 13 ROSZEL ROAD SUITE C120 PRINCETON, NJ 08540 45-4364632	HEALTH SERVICES	NJ	PH AT WALL	C	920,182	931,894	100 000 %		No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, 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

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

Yes

No

1a

No

1b

No

1c

No

1d

Yes

1e

Yes

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

Yes

1m

No

1n

No

1o

Yes

1p

No

1q

Yes

1r

No

1s

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-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2012

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.

[illegible]

Part VII **Supplemental Information**

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

Identifier	Return Reference	Explanation
------------	------------------	-------------

Software ID:

Software Version:

EIN: 22-3498690

Name: SPRINGPOINT SENIOR LIVING INC

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
SPRINGPOINT AT CRESTWOOD INC	M	1,085,242	COST
SPRINGPOINT AT CRESTWOOD INC	O	1,014,653	COST
SPRINGPOINT AT CRESTWOOD INC	P	2,611,693	COST
SPRINGPOINT AT MEADOW LAKES INC	M	1,338,772	COST
SPRINGPOINT AT MEADOW LAKES INC	O	1,059,013	COST
SPRINGPOINT AT MEADOW LAKES INC	P	2,345,606	COST
SPRINGPOINT AT MONROE VILLAGE INC	M	1,107,603	COST
SPRINGPOINT AT MONROE VILLAGE INC	O	1,004,683	COST
SPRINGPOINT AT MONROE VILLAGE INC	P	2,657,997	COST
SPRINGPOINT AT MONTGOMERY INC	M	1,368,565	COST
SPRINGPOINT AT MONTGOMERY INC	O	971,650	COST
SPRINGPOINT AT MONTGOMERY INC	P	2,672,499	COST
SPRINGPOINT AT THE ATRIUM INC	O	262,914	COST
SPRINGPOINT AT THE ATRIUM INC	P	1,377,662	COST
INTEGRATED MANAGEMENT SERVICES INC	M	532,357	COST
INTEGRATED MANAGEMENT SERVICES INC	O	174,376	COST
INTEGRATED MANAGEMENT SERVICES INC	P	616,157	COST
MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION	M	56,347	COST
MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION	O	10,247	COST
MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION	P	114,020	COST
PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS INC	M	35,568	COST
PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS INC	O	11,480	COST
PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS INC	P	84,467	COST
PRESBYTERIAN HOME AT EAST WINDSOR INC	M	52,779	COST
PRESBYTERIAN HOME AT EAST WINDSOR INC	O	20,998	COST

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
PRESBYTERIAN HOME AT EAST WINDSOR INC	P	107,937	COST
PRESBYTERIAN HOME AT FRANKLIN INC	M	53,142	COST
PRESBYTERIAN HOME AT FRANKLIN INC	O	4,266	COST
PRESBYTERIAN HOME AT FRANKLIN INC	P	132,283	COST
PRESBYTERIAN HOME AT GALLOWAY INC	M	51,792	COST
PRESBYTERIAN HOME AT GALLOWAY INC	O	10,564	COST
PRESBYTERIAN HOME AT GALLOWAY INC	P	122,089	COST
PRESBYTERIAN HOME AT HOWELL INC	M	48,960	COST
PRESBYTERIAN HOME AT HOWELL INC	O	21,102	COST
PRESBYTERIAN HOME AT HOWELL INC	P	104,536	COST
PRESBYTERIAN HOME AT WEST WINDSOR INC	M	52,416	COST
PRESBYTERIAN HOME AT WEST WINDSOR INC	O	20,575	COST
PRESBYTERIAN HOME AT WEST WINDSOR INC	P	113,916	COST
SENIOR LIVING INSTITUTE INC	O	21,737	COST
SENIOR LIVING INSTITUTE INC	P	11,852	COST
SPRINGPOINT FOUNDATION INC	M	3,188	COST
SPRINGPOINT FOUNDATION INC	O	29,337	COST
SPRINGPOINT FOUNDATION INC	P	99,106	COST
THE PRESBYTERIAN HOME AT DOVER INC	M	53,162	COST
THE PRESBYTERIAN HOME AT DOVER INC	O	24,368	COST
THE PRESBYTERIAN HOME AT DOVER INC	P	108,446	COST
THE PRESBYTERIAN HOME AT MANCHESTER INC	M	47,808	COST
THE PRESBYTERIAN HOME AT MANCHESTER INC	O	18,783	COST
THE PRESBYTERIAN HOME AT MANCHESTER INC	P	166,999	COST
THE PRESBYTERIAN HOME AT STAFFORD INC	M	52,416	COST

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
THE PRESBYTERIAN HOME AT STAFFORD INC	O	20,173	COST
THE PRESBYTERIAN HOME AT STAFFORD INC	P	84,915	COST

Additional Data

Software ID:

Software Version:

EIN: 22-3498690

Name: SPRINGPOINT SENIOR LIVING INC

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
JOSEPH J ANANIA TRUSTEE	1 00 1 00	X						0	20,983	0
THOMAS A BIGA TRUSTEE	1 00 1 00	X						0	0	0
DAVID H BLAIR TRUSTEE	1 00 1 00	X						0	0	0
FRANCIS V BONELLO TRUSTEE	6 00 1 00	X						0	0	0
SUSAN M HENDRICKSON TRUSTEE	1 00 1 00	X						0	0	0
CAROLYN G HOLMES CHAIR	1 00 1 00	X		X				0	45,101	0
DAVID G KOSTINAS TRUSTEE	1 00 1 00	X						0	145,702	0
JOHN J MCSORLEY TRUSTEE	1 00 1 00	X						0	0	0
KERRY M PARKER VICE CHAIR	1 00 1 00	X		X				0	0	0
JEANA M PISCATELLI TRUSTEE	1 00 1 00	X						0	0	0
MAUREEN A SCHNEIDER TRUSTEE	1 00 1 00	X						0	0	0
REV LEE B SPITZER PHD TRUSTEE	1 00 1 00	X						0	0	0
TIFFANY TOMASSO TRUSTEE	1 00 1 00	X						0	0	0
JOSEPH A TORCIVIA TRUSTEE	1 00 1 00	X						0	0	0
BRUCE TRAUB TRUSTEE	1 00 1 00	X						0	0	0
GARY PUMA PRESIDENT/CEO (EX-OFFICIO)	50 00 5 00	X		X				0	5,305,866	47,054
CHARLES R MOONEY SENIOR VP ADMIN SERVICES (TERM 2011)	50 00 5 00			X				0	140,047	9,965
JAMES VACCARO COO (TERM 2012)	50 00 5 00			X				0	349,927	14,141
ANTHONY ARGONDIZZA ASST SECRETARY/COO	45 00 5 00				X			0	327,231	48,229
GARRETT T MIDGETT III TREASURER/ CFP	45 00 5 00				X			0	391,602	79,576
MAUREEN E CAFFERTY SECRETARY/GENERAL COUNSEL	45 00 5 00				X			0	330,678	57,931
PAMELA SMITH SR VP STRATEGIC SERVICES	50 00 5 00				X			0	227,940	10,355
JESSICA FOGG VP SALES	50 00 5 00				X			0	192,748	34,486
MARYBETH KOPEC VP FINANCE	50 00 5 00				X			0	251,527	48,536
RAYMOND R LEENIG VP INFORMATION TECHNOLOGY	50 00 5 00				X			0	249,651	31,987

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
LINDA ROSE SR VP HEALTH SERVICES	50 00 5 00				X			0	307,431	34,923
DAVID WOODWARD VP AFFORDABLE HOUSING	50 00 5 00				X			0	289,411	44,697
JOSEPH T CLAFFEY VP FOUNDATION	50 00 5 00				X			213,467	0	44,335
JOHN C RAUNER CCRC EXECUTIVE DIRECTOR	50 00 0 00					X		0	182,455	42,421
DAVID B WEAN CCRC EXECUTIVE DIRECTOR	50 00 0 00					X		0	228,504	33,111
SUSAN BRUNCATI CCRC EXECUTIVE DIRECTOR	50 00 0 00					X		0	176,959	43,714
THOMAS WRIGHT CCRC EXECUTIVE DIRECTOR	50 00 0 00					X		0	172,919	37,977
BRENDEN GAROZZO CCRC EXECUTIVE DIRECTOR	50 00 5 00					X		0	180,442	19,849