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Form **990**
 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047
2012
Open to Public Inspection

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: WIND CREST INC
 Doing Business As:
 Number and street (or P O box if mail is not delivered to street address) Room/suite: 3235 MILL VISTA ROAD
 City or town, state or country, and ZIP + 4: HIGHLANDS RANCH, CO 80129

D Employer identification number: 51-0549976
E Telephone number: (303) 798-3100
G Gross receipts \$ 29,112,582

F Name and address of principal officer: RODNEY COE, 3235 MILL VISTA ROAD, HIGHLANDS RANCH, CO 80129

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)
H(c) Group exemption number ▶

I Tax-exempt status: 501(c)(3) 501(c) () (Insert no) 4947(a)(1) or 527

J Website: WWW.NATIONALSENIORCAMPUSES.ORG

K Form of organization: Corporation Trust Association Other ▶
L Year of formation: 2005
M State of legal domicile: MD

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PROVIDE A HOME FOR SENIORS THAT SATISFIES THEIR THREE PRIMARY NEEDS SEE SCHEDULE O		
	2 Check this box <input type="checkbox"/> 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	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	463
	6 Total number of volunteers (estimate if necessary)	6	234
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	383,887	482,534
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	16,296,855	20,093,498
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,002,181	8,332,207
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	209,453	202,512
		24,892,376	29,110,751
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	36,750	47,750
	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)	6,815,279	7,674,848
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	22,464,687	27,173,619
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	29,316,716	34,896,217	
19 Revenue less expenses Subtract line 18 from line 12	-4,424,340	-5,785,466	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	241,303,507	250,683,842
	21 Total liabilities (Part X, line 26)	233,035,901	248,220,601
22 Net assets or fund balances Subtract line 21 from line 20	8,267,606	2,463,241	

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: ***** Date: 2013-06-25
 Type or print name and title: DAVID L BURK TAX OFFICER

Paid Preparer Use Only

Print/Type preparer's name: JULIA FLANNERY Preparer's signature: Date: Check if self-employed PTIN: P00928918
 Firm's name: MCGLADREY LLP Firm's EIN: 42-0714325
 Firm's address: 100 INTERNATIONAL DRIVE SUITE 1400 Phone no: (410) 246-9300
 BALTIMORE, MD 21202

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
THE BOARD OF DIRECTORS OF NATIONAL SENIOR CAMPUSES, INC AND ITS SUPPORTED COMMUNITIES ARE COMMITTED TO CREATING COMMUNITIES THAT CELEBRATE LIFE SEE SCHEDULE O FOR THE COMPLETE MISSION STATEMENT

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 \$ 33,083,162 including grants of \$ 47,750) (Revenue \$ 20,093,498)
WIND CREST PROVIDES SERVICES NEEDED BY SENIOR RESIDENTS, WHO RESIDE IN 562 INDEPEDENT LIVING UNITS AND 9 ASSISTED LIVING BEDS THE SERVICES WE PROVIDE TO OUR RESIDENTS INCLUDE, BUT ARE NOT LIMITED TO HOUSING, FOOD, MEDICAL, SECURITY AND MAINTENANCE SERVICES, RECREATIONAL AND PASTORAL ACTIVITIES

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 33,083,162

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)? <i>If "Yes," complete Schedule A</i> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i> <input checked="" type="checkbox"/>		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? <i>If "Yes," complete Schedule D, Part II</i> <input checked="" type="checkbox"/>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> <input checked="" type="checkbox"/>		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? <i>If "Yes," complete Schedule D, Part IV</i> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> <input checked="" type="checkbox"/>		No
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? <i>If "Yes," complete Schedule D, Part VI</i> <input checked="" type="checkbox"/>	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? <i>If "Yes," complete Schedule D, Part VII</i> <input checked="" type="checkbox"/>		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? <i>If "Yes," complete Schedule D, Part VIII</i> <input checked="" type="checkbox"/>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> <input checked="" type="checkbox"/>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	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)? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> <input checked="" type="checkbox"/>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> <input checked="" type="checkbox"/>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
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		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <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		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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		
2b	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)	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		No
b	If "Yes," enter the name of the foreign country <input type="checkbox"/> _____ 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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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		
13b	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		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following; 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed CO
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 [X] Another's website [X] 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. BRUCE SIXX 701 MAIDEN CHOICE LANE BALTIMORE, MD (410) 402-2375

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

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

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, 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

(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			
(1) RODNEY COE CHAIRPERSON	1 00 8 00	X		X				9,250	45,125	0
(2) JAMES HAYES PRESIDENT/VICE CHAIR	1 00 10 00	X		X				5,250	45,375	0
(3) DUFFY DEARDORFF SECRETARY	7 00 0 00	X		X				7,500	0	0
(4) BOONE POWELL TREASURER	1 00 4 00	X		X				5,250	21,000	0
(5) ZINA JACQUE DIRECTOR	1 00 4 00	X						5,250	21,000	0
(6) MIKE ROSKIEWICZ DIRECTOR	1 00 4 00	X						5,250	21,000	0
(7) DAVE BURK DIRECTOR	2 00 13 00	X						5,250	24,750	0
(8) STEVE HUNSICKER DIRECTOR	1 00 4 00	X						5,250	21,000	0
(9) GROVER WRENN DIRECTOR	1 00 9 00	X						5,250	24,750	0
(10) SCOTT HOLLINGSWORTH DIRECTOR	1 00 4 00	X						5,250	21,000	0
(11) MICHELLE BOHREER DIRECTOR	1 00 5 00	X						5,250	24,750	0
(12) ROSETTA ROBINS DIRECTOR	1 00 5 00	X						5,250	24,750	0
(13) CRAIG ERICKSON EXECUTIVE DIRECTOR	40 00 0 00			X				185,310	0	15,843
(14) KAREN LUX DIRECTOR OF FINANCE	40 00 0 00			X				110,220	0	9,949
(15) JOHN HALL ASSISTANT TREASURER	50 7 00			X				0	0	0
(16) CLARA PARKER ASSISTANT TREASURER	50 7 00			X				0	0	0
(17) JAMES WALTER ASSISTANT TREASURER	50 7 00			X				0	0	0

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

(A) Name and Title	(B) Average hours per week (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				
(18) CHRIS RATHMANN ASSISTANT TREASURER	50 7 00			X				0	0	0	
(19) CLAIRE MENEFFEE DIRECTOR OF GENERAL SERVICES	40 00 0 00					X		109,914	0	19,112	
(20) TAMIKA MITCHELL DIR OF HUMAN RESOURCES(THROUGH JULY 2012)	40 00 40 00					X		72,735	43,258	4,886	
(21) JASON ATWELL DIRECTOR OF SALES	40 00 0 00					X		136,699	0	19,092	
(22) BETH BRANDENBURG PERSONAL MOVING CONSULTANT	40 00 0 00					X		112,958	0	6,279	
(23) MARY THORNE RETIREMENT COUNSELOR	40 00 0 00					X		132,149	0	18,231	
1b Sub-Total											
c Total from continuation sheets to Part VII, Section A											
d Total (add lines 1b and 1c)								929,235	337,758	93,392	

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 **6**

	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>		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>	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>		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
ERICKSON LIVING MANAGEMENT LLC 701 MAIDEN CHOICE LANE BALTIMORE MD 21228	MANAGEMENT	781,706
SHAW CONTRACT FLOORING SERVICES INC 10415 E 49TH AVENUE DENVER CO 80238	FLOORING	183,231
BRICKMAN GROUP LTD LLC 3630 SOLUTIONS CENTER CHICAGO IL 60677	LANDSCAPING	150,382

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 **3**

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					
	d	Related organizations 1d					
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	482,534				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f	482,534				
Program Service Revenue	2a	RESIDENT FEES	623990	15,641,053	15,641,053		
	b	ANCILLARY FEES	623990	2,966,017	2,966,017		
	c	RESIDENT DEPOSITS	623990	1,426,886	1,426,886		
	d	CONTRACT REVENUE	623990	47,842	47,842		
	e	PROCESSING FEES	623990	11,700	11,700		
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		20,093,498			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		8,334,038		8,334,038	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	202,512			
			(ii) Personal				
			b Less rental expenses	0			
			c Rental income or (loss)	202,512			
	d	Net rental income or (loss)		202,512		202,512	
	7a	Gross amount from sales of assets other than inventory	(i) Securities				
			(ii) Other				
			b Less cost or other basis and sales expenses	1,831			
			c Gain or (loss)	-1,831			
	d	Net gain or (loss)		-1,831		-1,831	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses b					
c	Net income or (loss) from fundraising events						
9a	Gross income from gaming activities See Part IV, line 19	a					
b	Less direct expenses b						
c	Net income or (loss) from gaming activities						
10a	Gross sales of inventory, less returns and allowances	a					
		b Less cost of goods sold b					
		c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		29,110,751	20,093,498	0	8,534,719	

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				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	47,750	47,750		
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	390,572		390,572	
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	5,631,761	5,157,476	474,285	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	25,680	24,694	986	
9	Other employee benefits	1,127,189	993,809	133,380	
10	Payroll taxes	499,646	432,032	67,614	
11	Fees for services (non-employees)				
a	Management	781,706	781,706		
b	Legal	117,979		117,979	
c	Accounting	35,084	35,084		
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	430	430		
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	2,460,324	1,989,610	470,714	
12	Advertising and promotion	2,109,423	2,109,423		
13	Office expenses	2,153,944	2,123,139	30,805	
14	Information technology				
15	Royalties				
16	Occupancy	5,332,255	5,331,673	582	
17	Travel	96,595	58,450	38,145	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	10,935,610	10,935,610		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,359,521	2,359,521		
23	Insurance	147,766	147,766		
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	EQUIPMENT RENTAL	481,520	466,261	15,259	
b	RESIDENT RELATIONS	103,687	33,478	70,209	
c	ADMINISTRATIVE AND MISC	57,775	55,250	2,525	
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	34,896,217	33,083,162	1,813,055	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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	3,250	1	2,275
	2 Savings and temporary cash investments	8,017,452	2	15,710,011
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	412,600	4	450,654
	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	166,072,528	7	169,319,613
	8 Inventories for sale or use	80,945	8	81,329
	9 Prepaid expenses and deferred charges	10,602	9	5,527
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 72,845,583		
	b Less accumulated depreciation	10b 7,731,150	66,706,130	10c 65,114,433
	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		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	241,303,507	16	250,683,842	
Liabilities	17 Accounts payable and accrued expenses	4,242,368	17	8,062,842
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	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		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	228,793,533	25	240,157,759
	26 Total liabilities. Add lines 17 through 25	233,035,901	26	248,220,601
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,668,603	27	1,577,454
	28 Temporarily restricted net assets	599,003	28	885,787
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	8,267,606	33	2,463,241	
34 Total liabilities and net assets/fund balances	241,303,507	34	250,683,842	

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	29,110,751
2	Total expenses (must equal Part IX, column (A), line 25)	2	34,896,217
3	Revenue less expenses Subtract line 2 from line 1	3	-5,785,466
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,267,606
5	Net unrealized gains (losses) on investments	5	-18,899
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,463,241

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?		No
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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Name of the organization
WIND CREST INC

Employer identification number
51-0549976

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III - Functionally integrated d Type III - 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 III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

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.")	125,426	151,560	367,437	383,887	482,534	1,510,844
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	12,068,608	13,963,509	38,564,354	16,296,855	20,093,498	100,986,824
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	12,194,034	14,115,069	38,931,791	16,680,742	20,576,032	102,497,668
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			175,000	150,000	155,000	480,000
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			175,000	150,000	155,000	480,000
8 Public support (Subtract line 7c from line 6)						102,017,668

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	12,194,034	14,115,069	38,931,791	16,680,742	20,576,032	102,497,668
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	5,462,877	7,635,950	7,981,361	8,211,634	8,536,550	37,828,372
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	5,462,877	7,635,950	7,981,361	8,211,634	8,536,550	37,828,372
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	17,656,911	21,751,019	46,913,152	24,892,376	29,112,582	140,326,040
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	72.700 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	73.510 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	26.960 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	26.490 %

- 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 D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization WIND CREST INC

Employer identification number

51-0549976

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

Table with 3 columns: Description of conservation easement, and a sub-table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Question description, and a column for amounts reported under SFAS 116 (ASC 958).

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment. 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

Table with 3 columns: Description, Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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.

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

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

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

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

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

1 (a) Description of liability	(b) Book value
Federal income taxes	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	240,157,759

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	26,983,245
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-18,899
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	816
e	Add lines 2a through 2d	2e	-18,083
3	Subtract line 2e from line 1	3	27,001,328
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	2,109,423
c	Add lines 4a and 4b	4c	2,109,423
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	29,110,751

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

1	Total expenses and losses per audited financial statements	1	32,787,610
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	816
e	Add lines 2a through 2d	2e	816
3	Subtract line 2e from line 1	3	32,786,794
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	2,109,423
c	Add lines 4a and 4b	4c	2,109,423
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	34,896,217

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	WIND CREST, INC ("WCD") IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE AND THE APPLICABLE STATE INCOME TAX REGULATIONS MANAGEMENT HAS EVALUATED WCD'S TAX POSITIONS AND HAS CONCLUDED THAT WCD HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE DISCLOSURE
PART XI, LINE 2D - OTHER ADJUSTMENTS		ADJUSTMENT TO TRNA 816
PART XI, LINE 4B - OTHER ADJUSTMENTS		MARKETING EXPENSES NETTED WITH REVENUE ON FINANCIAL STATEMENTS 2,109,423
PART XII, LINE 2D - OTHER ADJUSTMENTS		ADJUSTMENT TO TRNA 816
PART XII, LINE 4B - OTHER ADJUSTMENTS		MARKETING EXPENSES NETTED WITH REVENUE ON FINANCIAL STATEMENTS 2,109,423

Schedule I (Form 990)

OMB No 1545-0047

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

2012

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

Attach to Form 990

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization WIND CREST INC

Employer identification number

51-0549976

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?
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.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance.

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
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
(1) EDUCATIONAL SCHOLARSHIPS - SEE PART IV	19	47,750			

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
		<p>SCHOLAR CANDIDATES MUST BE CURRENTLY EMPLOYED YEAR-ROUND AT WIND CREST ONLY MEDICAL LEAVES OF ABSENCE ARE ALLOWABLE DURING THE TWO YEARS OTHER REQUESTS FOR A LEAVE OF ABSENCE WILL BE REVIEWED AND DETERMINED CASE BY CASE A SCHOLAR CANDIDATE MUST HAVE BEEN EMPLOYED BY WIND CREST ON OR BEFORE SEPTEMBER 30, 2012 THE CANDIDATE MUST ALSO ACHIEVE 1,000 HOURS OF WORK DURING A TIME SPAN THAT BEGINS NO EARLIER THAN JUNE 1, 2012 OF THEIR JUNIOR YEAR OF HIGH SCHOOL (300 OF 1,000 HOURS MUST BE COMPLETED BY THE END OF THEIR JUNIOR YEAR OF HIGH SCHOOL TO QUALIFY) ANY HOURS WORKED PRIOR TO JUNE 1, 2012 DO NOT COUNT TOWARDS THE 1,000 HOURS REQUIREMENT CANDIDATES MUST ACHIEVE THE 1,000 HOUR REQUIREMENT AS WELL AS FULFILL THE TWO-YEAR MINIMUM EMPLOYMENT REQUIREMENT CANDIDATES MUST BE IN "GOOD STANDING" FROM THEIR ORIGINAL DATE OF HIRE THROUGH THEIR LAST DAY OF WORK TO MAINTAIN "GOOD STANDING," SCHOLAR CANDIDATES, AS EMPLOYEES, MUST ABIDE BY ALL EMPLOYMENT POLICIES AND PROCEDURES, TO INCLUDE GIVING TWO WEEKS NOTICE TO THEIR SUPERVISOR WHEN TERMINATING EMPLOYMENT SCHOLAR CANDIDATES MUST COMPLETE EACH STEP AS OUTLINED IN THE PROGRAM DESCRIPTION BY THE RESPECTIVE DUE DATE FURTHERMORE, CANDIDATES MUST TURN IN PROOF OF FULL-TIME STATUS WITHIN THE DATES SPECIFIED IN THE PROGRAM DESCRIPTION FOR EACH SPRING AND FALL SEMESTER THEY ATTEND SCHOOL FAILURE TO DO SO WILL DISQUALIFY THE SCHOLAR THAT SEMESTER AND WILL COUNT TOWARDS ONE OF THE TWO ALLOWABLE SEMESTER LAPSES CANDIDATES SHOULD INTEND TO GO TO COLLEGE OR TRADE SCHOOL AFTER HIGH SCHOOL SCHOLAR CANDIDATES MUST ATTEND SCHOOL FULL-TIME (12 CREDIT HOURS EACH SEMESTER) AFTER HIGH SCHOOL SCHOLAR CANDIDATES MUST BE ACCEPTED AND/OR REGISTERED IN THE FALL OF 2012 AT A TRADE SCHOOL, COLLEGE, OR UNIVERSITY TO BENEFIT (IN EXCEPTIONAL CASES, A SCHOLAR CANDIDATE MAY ARRANGE TO START SCHOOL UP TO TWO SEMESTERS AFTER BEING INDUCTED INTO THE PROGRAM, BUT THEY MUST MAKE ARRANGEMENTS WITH THE RESIDENT LIFE DEPARTMENT THESE TWO SEMESTERS WILL COUNT AS THE TWO ALLOCABLE SEMESTER LAPSES) SCHOLARS WHO LAPSE FROM THE PROGRAM FOR MORE THAN A TOTAL OF TWO SEMESTERS AFTER BEING INDUCTED INTO THE PROGRAM ARE NO LONGER ELIGIBLE TO RECEIVE THE AWARD</p>

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
WIND CREST INC

Employer identification number

51-0549976

Part I Questions Regarding Compensation

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

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

b If any of the boxes 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

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

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

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

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

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

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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				
(1) CRAIG ERICKSON EXECUTIVE DIRECTOR	(i)	154,460	29,000	1,850	750	15,093	201,153	0
	(ii)	0	0	0	0	0	0	0
(2) JASON ATWELL DIRECTOR OF SALES	(i)	120,699	16,000	0	750	18,342	155,791	0
	(ii)	0	0	0	0	0	0	0
(3) MARY THORNE RETIREMENT COUNSELOR	(i)	126,149	6,000	0	0	18,231	150,380	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 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
SUPPLEMENTAL INFORMATION	PART III	THE INDIVIDUALS LISTED IN SCHEDULE J, PART II ARE EMPLOYEES OF ERICKSON LIVING MANAGEMENT, LLC (ELM), AN UNRELATED ORGANIZATION TO WIND CREST, INC , IN ACCORDANCE WITH THE MANAGEMENT AGREEMENT BETWEEN WIND CREST, INC AND ELM SEE SCHEDULE O EXPLANATION FOR FORM 990, PART VI, SECTION A, LINE 3 THEREFORE, FOR IRS MATCHING PURPOSES, ELM IS THE ISSUER OF THE FORM W-2 UNDER THE MANAGEMENT AGREEMENT, WIND CREST, INC REIMBURSES ELM FOR THE COST OF SERVICES PERFORMED FOR WIND CREST, INC

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Name of the organization
WIND CREST INC

Employer identification number

51-0549976

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	UNDER THE BYLAWS OF THE ORGANIZATION, THE BOARD HAS DELEGATED AUTHORITY TO AN EXECUTIVE COMMITTEE COMPRISED OF THE ORGANIZATION'S CHAIRMAN, PRESIDENT, SECRETARY AND TREASURER THE EXECUTIVE COMMITTEE HAS AND MAY EXERCISE ALL OF THE POWERS AND AUTHORITY OF THE BOARD IN THE MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE ORGANIZATION EXCEPT FOR THOSE ACTIONS RESERVED SOLELY TO THE MEMBER OR THE DIRECTORS UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 3	<p>ON APRIL 30, 2010, WIND CREST, INC ENTERED INTO A NEW MANAGEMENT AND MARKETING AGREEMENT WITH ERICKSON LIVING MANAGEMENT, LLC ("ELM") TO PROVIDE THE SERVICES PREVIOUSLY PROVIDED BY ERC ELM IS A SUBSIDIARY OF REDWOOD-ERC SENIOR LIVING HOLDINGS, LLC, NOW KNOWN AS ERICKSON LIVING HOLDINGS, LLC WHICH, TOGETHER WITH OTHER RELATED ENTITIES, PURCHASED THE MAJORITY OF THE ASSETS OF ERC ELM IS A MARYLAND LIMITED LIABILITY COMPANY WHICH OPERATES AND MANAGES LARGE SCALE CONTINUING CARE RETIREMENT COMMUNITIES AN AMENDMENT WAS MADE TO THE MASTER LEASE AND USE AGREEMENT TO CHANGE THE LEASE TERM FROM 27 5 YEARS WITH TWO 10-YEAR RENEWAL OPTIONS AND ONE 2 5 YEAR RENEWAL OPTION, TO 20 YEARS WITH THREE 10-YEAR RENEWAL OPTIONS, AND TO ALLOW THE ORGANIZATION TO EXERCISE ITS PURCHASE OPTION AT 20 YEARS AND AT THE END OF EACH RENEWAL PERIOD, INSTEAD OF 27 5 YEARS (AND AT THE END OF EACH RENEWAL PERIOD) THIS AMENDMENT WAS MADE RETROACTIVE TO MAY 1, 2010 THE FOLLOWING OFFICERS ARE LISTED IN PART VII, AS NON-COMPENSATED OFFICERS OF THE FILING ORGANIZATION, JOHN HALL, CLARA PARKER, JAMES WALTER, AND CHRIS RATHMANN THEIR DUTIES ARE CONSIDERED PERFORMED PRO BONO CRAIG ERICKSON, EXECUTIVE DIRECTOR, KAREN LUX, FINANCE DIRECTOR, CLAIRE MENELEE, DIRECTOR OF GENERAL SERVICES, TAMIKA MITCHELL, DIRECTOR OF HUMAN RESOURCES, JASON ATWELL, DIRECTOR OF SALES, BETH BRANDENBURG, PERSONAL MOVING CONSULTANT, AND MARY THORNE, RETIREMENT COUNSELOR, ARE LEASED EMPLOYEES FROM THE MANAGEMENT COMPANY THE FILING ORGANIZATION REIMBURSES THE MANAGEMENT COMPANY FOR THEIR COMPENSATION WHICH IS REPORTED ON FORM 990, PART VII, SECTION A</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	WIND CREST, INC 'S SOLE MEMBER IS NATIONAL SENIOR CAMPUSES, INC ("NSC") NSC IS A MARYLAND NON-STOCK CORPORATION NSC IS A "SUPPORTING ORGANIZATION" WITH RESPECT TO WIND CREST, AS WELL AS CERTAIN OTHER ORGANIZATIONS SPECIFIED IN ITS GOVERNING DOCUMENTS AS REQUIRED BY THE REGULATIONS RELATING TO "SUPPORTING ORGANIZATIONS," CERTAIN MEMBERS OF THE BOARD OF DIRECTORS OF NSC WILL ALSO BE MEMBERS OF THE BOARD OF DIRECTORS OF THE ORGANIZATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	NATIONAL SENIOR CAMPUSES, INC HAS THE RIGHT TO APPOINT AND ELECT ALL DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	CERTAIN EXTRAORDINARY ACTIONS OF THE CORPORATION REQUIRE THE APPROVAL OF THE MEMBER UNDER APPLICABLE STATE LAW

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE BOARD APPOINTS A COMMITTEE FROM AMONG ITS DIRECTORS AS WELL AS THE DIRECTORS FROM ONE OR MORE RELATED ENTITIES TO OVERSEE THE PREPARATION OF FORM 990 THE BOARD CHAIR HAS THE RESPONSIBILITY TO REVIEW FORM 990 PRIOR TO ITS FILING OR TO DESIGNATE ANOTHER BOARD MEMBER TO REVIEW THE FORM THE FULL BOARD IS GIVEN THE OPPORTUNITY TO REVIEW THE FINAL VERSION OF FORM 990 BEFORE IT IS FILED AND ASK QUESTIONS OF THE COMMITTEE OR THE REVIEWER REGARDING THE FORM THE BOARD CHAIR DESIGNATES AN OFFICER TO SIGN FORM 990

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	WIND CREST, INC 'S CONFLICT OF INTEREST POLICY COVERS ALL DIRECTORS, OFFICERS, KEY EMPLOYEES, EMPLOYEES AND VOLUNTEERS IN A POSITION TO EXERCISE SUBSTANTIAL INFLUENCE OVER WIND CREST, INC 'S AFFAIRS, COMMITTEE MEMBERS, PROSPECTIVE DIRECTORS, AND SENIOR STAFF PROVIDING SERVICES TO THE ORGANIZATION UNDER A MANAGEMENT AGREEMENT EACH COVERED PERSON COMPLETES A CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY AND AS POTENTIAL CONFLICTS ARISE DURING THE YEAR THESE STATEMENTS ARE REVIEWED BY THE BOARD CHAIR IF THE CONFLICT INVOLVES A COVERED EMPLOYEE, THE CHAIR DETERMINES WHETHER A CONFLICT EXISTS AND, IF SO, HOW IT IS TO BE HANDLED, OR THE CHAIR MAY REFER THE MATTER TO THE BOARD OF DIRECTORS FOR CONSIDERATION FOR ALL OTHER CONFLICTS, THE BOARD OF DIRECTORS OR A COMMITTEE OF DISINTERESTED DIRECTORS WILL DETERMINE WHETHER A CONFLICT ACTUALLY EXISTS A COVERED PERSON MAY NOT PARTICIPATE IN ANY DISCUSSION OR DEBATE BY THE BOARD BUT MAY ANSWER QUESTIONS OR PROVIDE CLARIFYING INFORMATION UNLESS ANY BOARD MEMBER OBJECTS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE BOARD HAS APPROVED A DIRECTORS' COMPENSATION POLICY WHICH ESTABLISHES THE PROCESS BY WHICH ALL DIRECTOR COMPENSATION IS DETERMINED OFFICERS SERVE WITHOUT COMPENSATION A REVIEW OF THE DIRECTORS' COMPENSATION IS CONDUCTED EACH FISCAL YEAR COMPENSATION IS APPROACHED ON AN OVERALL BASIS AND THE TOTAL VALUE OF ALL FORMS OF COMPENSATION IS ESTABLISHED AND MONITORED AN INDEPENDENT COMPENSATION CONSULTANT IS PERIODICALLY RETAINED TO PERFORM AN ANALYSIS OF WIND CREST, INC 'S COMPENSATION USING COMPARABLES OF BOTH FOR-PROFIT AND NON-PROFIT PEERS A COMMITTEE OF THE NSC BOARD REVIEWS THE CONSULTANT'S REPORT AND MAKES A RECOMMENDATION TO THE ORGANIZATION AS TO APPROPRIATE COMPENSATION OF DIRECTORS THE FULL BOARD HAS ACCESS TO WIND CREST INC 'S CONSULTANT'S REPORT AND AN OPPORTUNITY TO QUESTION THE CONSULTANT ABOUT THE PROCESS, METRICS, AND COMPARABLES THAT WERE USED IN DETERMINING THE RECOMMENDED COMPENSATION THE BOARD THEN VOTES ON THE COMPENSATION RECOMMENDATIONS AND A CONTEMPORANEOUS RECORD IS MADE OF THE MEETING AND THE VOTE THE CONSULTANT REVIEW WAS LAST UNDERTAKEN IN 2010 AND WAS ACTED UPON BY THE BOARD IN EARLY 2011

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

Identifier	Return Reference	Explanation
		<p>MISSION STATEMENT - 990 PAGE 1, PART I, LINE 1 AND PART III, LINE 1 MISSION STATEMENT SHARING OUR GIFTS TO CREATE COMMUNITIES THAT CELEBRATE LIFE THE BOARD OF DIRECTORS OF NATIONAL SENIOR CAMPUSES, INC AND ITS SUPPORTED COMMUNITIES ARE COMMITTED TO ACHIEVING THE MISSION BY</p> <ol style="list-style-type: none"> 1 PROMOTING AN ACTIVE QUALITY OF LIFE FOR SENIORS -CREATING LARGE SCALE RETIREMENT CAMPUSES TO PROMOTE ACTIVITY AND HEALTHY LIVING -PROVIDING A RESIDENT CENTERED SERVICE CULTURE -ENCOURAGING RESIDENT RUN ACTIVITIES WITH PROFESSIONAL SUPPORT 2 ACHIEVING EXCELLENCE IN SERVICES AND PROGRAMS -EXERCISING ITS AUTHORITY IN SERVICES, PROGRAMS, FEES, FACILITIES AND FINANCING - EMBRACING COMPLIANCE, ETHICS AND INTEGRITY -OVERSEEING SERVICES AND PROGRAMS PERSONALLY AND IN MEETINGS WITH THE RESIDENTS ADVISORY COUNCIL -TAKING A LONG-TERM VIEW OF FIDUCIARY RESPONSIBILITY 3 INSURING AFFORDABILITY TO MIDDLE INCOME SENIORS -FOCUSING ON THE LONG TERM VIABILITY OF THE COMMUNITY FOR CURRENT AND FUTURE RESIDENTS -USING FINANCING STRATEGIES TO LOWER THE COST OF CAPITAL -QUALIFYING FOR EXEMPTION FROM FEDERAL AND STATE INCOME TAX - OBTAINING PROPERTY TAX REDUCTIONS FROM COMMUNITY GOVERNMENTS -ACCUMULATING NET INCOME TO FURTHER THE MISSION -MAINTAINING A POLICY FOR FULLY REFUNDABLE ENTRANCE DEPOSIT -OFFERING FEE-FOR-SERVICE HEALTH CARE 4 MAKING A LIFE CARE COMMITMENT -TO THE EXTENT FEASIBLE, ENSURING THAT NO RESIDENT SHOULD EVER HAVE TO LEAVE A COMMUNITY AS A RESULT OF FINANCIAL INABILITY TO PAY FOR THE COST OF THEIR CARE -ENCOURAGING FUNDRAISING EFFORTS IN SUPPORT OF BENEVOLENT CARE 5 FOSTERING GROWTH -COMMITTING TO MAKING THIS LIFESTYLE AVAILABLE TO AN INCREASING NUMBER OF SENIORS -INCREASING EFFORTS TO ACHIEVE AFFORDABILITY -DEVELOPING NEW COMMUNITIES IN CURRENT MARKETS -DEVELOPING COMMUNITIES IN NEW MARKETS

Identifier	Return Reference	Explanation
		MORTGAGES AND OTHER NOTES PAYABLE - PART X, LINE 23 THE ORGANIZATION ENTERED INTO A NEW WORKING CAPITAL LOAN AGREEMENT IN THE AMOUNT OF UP TO \$2,000,000 TO FUND WORKING CAPITAL DEFICITS DURING 2012, THE TERMS OF THE WORKING CAPITAL LOAN AGREEMENT WERE AMENDED TO INCREASE THE MAXIMUM TO \$2,250,000 THE NEW WORKING CAPITAL LOAN AGREEMENT PROVIDES THAT THE ORGANIZATION'S PAYMENT OBLIGATION MAY BE DEFERRED WITHOUT PENALTY TO ALLOW THE ORGANIZATION TO MAINTAIN CERTAIN REQUIRED CASH ON HAND UNTIL SUCH TIME AS IT IS ABLE TO RESUME MAKING PAYMENTS ON THE LOAN AND MEET THE REQUIREMENTS FOR CASH RESERVES (IF PAYMENT WOULD CAUSE THE ORGANIZATION TO FALL BELOW REGULATORY REQUIREMENTS FOR CASH RESERVES) THE OUTSTANDING BALANCE ON THE WCLA WAS \$0 AS OF DECEMBER 31, 2012 AND 2011

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
WIND CREST INC

Employer identification number

51-0549976

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
See Additional Data Table							

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

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		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p	Yes	
1q		No
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

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 51-0549976
Name: WIND CREST INC

Form 990, Schedule D, Part X, - Other Liabilities

1	(a) Description of Liability	(b) Book Value
	CLAIMS RESERVE	237,740
	ADVANCE DEPOSITS	820,000
	FUNDS HELD FOR RESIDENTS	18,106
	RESIDENT DEPOSITS (NET)	163,901,318
	PARKING DEPOSITS	210,000
	UNCLAIMED PROPERTY	-514
	RESIDENT REFUNDS PAYABLE	3,500,832
	CAPITAL LEASE OBLIGATION	70,478,539
	MARKETING FEES DEFERRED	31,691
	DEFERRED MANAGEMENT FEES	39,085
	INTEREST PAYABLE	920,962

Software ID:
Software Version:
EIN: 51-0549976
Name: WIND CREST INC

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

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization
(1) ASHBY PONDS INC 21170 ASHBY PONDS BLVD ASHBURN, VA 20147 20-5609803	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(2) BROOKSBY VILLAGE INC 100 BROOKSBY VILLAGE DRIVE PEABODY, MA 01960 52-2126755	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(3) CEDAR CREST VILLAGE INC 1 CEDAR CREST VILLAGE DRIVE POMPTON PLAINS, NJ 07444 52-2184915	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(4) EAGLE'S TRACE INC 14703 EAGLE VISTA DRIVE HOUSTON, TX 77077 03-0498683	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(5) FOX RUN VILLAGE INC 41000 13 MILE ROAD NOVI, MI 48377 52-2291271	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(6) ANN'S CHOICE INC 10000 ANNS CHOICE WAY WARMINSTER, PA 18974 52-2095427	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(7) HICKORY CHASE INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 20-8991395	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(8) HIGHLAND SPRINGS INC 8000 FRANKFORD ROAD DALLAS, TX 75252 51-0536892	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(9) LINDEN PONDS INC 300 LINDEN PONDS WAY HINGHAM, MA 02043 14-1849849	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(10) MARIS GROVE INC 100 MARIS GROVE WAY GLEN MILLS, PA 19342 55-0878964	CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(11) NATIONAL SENIOR CAMPUSES INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 20-4356247	SUPPORTING ORGANIZATION	MD	501(C)(3)	LINE 11C, III-FI	N/A	No
(12) NATIONAL SENIOR CAMPUSES FOUNDATION INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 03-0611973	SUPPORTING ORGANIZATION	MD	501(C)(3)	LINE 11C, III-FI	N/A	No
(13) OAK CREST VILLAGE INC 8800 WALTHER BOULEVARD PARKVILLE, MD 21234 52-1874053	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(14) RIDERWOOD VILLAGE INC 3110 GRACEFIELD ROAD SILVER SPRING, MD 20904 52-2126753	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(15) SEABROOK VILLAGE INC 3000 ESSEX ROAD TINTON FALLS, NJ 07753 52-2126751	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(16) TALLGRASS CREEK INC 13800 METCALF AVENUE OVERLAND PARK, KS 66223 87-0765641	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No
(17) GREENSPRING VILLAGE INC 7440 SPRING VILLAGE DRIVE SPRINGFIELD, VA 22150 52-2095427	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC	No