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Form 990

Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

C Name of organization

THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

5 WHITE OAK DRIVE

City or town, state or country, and ZIP + 4

EXETER, NH 03833

D Employer identification number

02-0400703

E Telephone number

(603) 778-4700

G Gross receipts \$ 51,609,063

F Name and address of principal officer

JUSTINE VOGEL
5 WHITE OAK DRIVE
EXETER, NH 03833

H(a) Is this a group return for affiliates?

 Yes NoH(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

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

J Website: ► WWW RIVERWOODSRC.ORG

K Form of organization Corporation Trust Association Other ►

L Year of formation 1983

M State of legal domicile NH

Part I Summary

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

TO ESTABLISH, OWN, AND MAINTAIN CHARITABLE CONTINUING CARE RETIREMENT COMMUNITIES FOR THE ELDERLY

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	15
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	585
6 Total number of volunteers (estimate if necessary)	6	223
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

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)		143,699	234,386
9 Program service revenue (Part VIII, line 2g)		35,210,691	36,680,150
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,150,539	2,011,200
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		272,946	-5,199,712
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		37,777,875	33,726,024

		Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0	78,053
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)		16,441,676	17,339,195
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)		15,820,433	17,077,869
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		32,262,109	34,495,117
19 Revenue less expenses Subtract line 18 from line 12		5,515,766	-769,093

		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)		176,749,149	172,808,471
21 Total liabilities (Part X, line 26)		189,729,539	180,675,434
22 Net assets or fund balances Subtract line 21 from line 20		-12,980,390	-7,866,963

Part II Signature Block

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

Sign Here	***** Signature of officer	2013-10-22
	KEVIN GOYETTE CFO Type or print name and title	Date

Paid Preparer Use Only	Print/Type preparer's name JAMES D WATSON	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01450300
	Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749	
	Firm's address ► 610 WEST GERMANTOWN PIKE SUITE 400 PLYMOUTH MEETING, PA 19462			Phone no (215) 643-3900	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

TO ESTABLISH, OWN, AND MAINTAIN CHARITABLE CONTINUING CARE RETIREMENT COMMUNITIES WHICH PROVIDE HOUSING, HEALTH CARE SERVICES, FOOD SERVICES, SECURITY, AND OTHER ANCILLARY SERVICES TO ELDERLY PERSONS

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 C

Yes No

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

Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 27,965,446 including grants of \$ 78,053) (Revenue \$ 36,680,150

RIVERWOODS HAS ONE PRIMARY PROGRAM SERVICE, TO ESTABLISH, OWN AND MAINTAIN A CONTINUING CARE RETIREMENT COMMUNITY WHICH PROVIDES HOUSING, HEALTH CARE SERVICES, FOOD SERVICES, SECURITY AND OTHER ANCILLARY SERVICES TO ELDERLY PERSONS ON JUNE 30, 2013 THE COMMUNITY HOUSED APPROXIMATELY 490 RESIDENTS IN INDEPENDENT APARTMENTS AND 115 RESIDENTS IN THE HEALTH CARE CENTERS OVER THE COURSE OF THE YEAR THE HEALTH CARE CENTERS SERVED IN EXCESS OF 245 RESIDENTS ON A PERMANENT, TEMPORARY, OR PER DIEM BASIS AT A SUBSTANTIALLY DISCOUNTED RATE THE "CONTRACTUAL ALLOWANCE" (I E WRITEOFF) RELATED TO CARE PROVIDED FOR LIFECARE RESIDENTS WAS IN EXCESS OF \$9,900,000 00 FOR THE FISCAL YEAR ENDED JUNE 30, 2013 THIS IS AN AVERAGE DISCOUNT OF 66% VERSUS THE STANDARD MONTHLY PRIVATE PAY RATE IN AREA NURSING HOMES AND ASSISTED LIVING FACILITIES RIVERWOODS ALSO PROVIDES BENEVOLENCE ASSISTANCE FOR ITS RESIDENTS WHO, THROUGH NO FAULT OF THEIR OWN, HAVE EXHAUSTED THEIR FINANCIAL RESOURCES FOR THE FISCAL YEAR ENDED JUNE 30, 2013, RIVERWOODS PROVIDED BENEVOLENT FUNDS OF \$ 139,400 TO A TOTAL OF SEVEN RESIDENTS

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

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

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► 27,965,446

Part IV Checklist of Required Schedules

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

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

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

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

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

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

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

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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

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

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

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

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

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

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

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

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

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

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

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	No	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	No	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	No	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	No	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	No	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	No	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	No	
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	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? If "Yes," complete Schedule L, Part IV	28c	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	No	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	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)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	No	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38	Yes	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	169	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	585	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No	
b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	No	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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

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

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	15		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	11		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		Yes	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No	
6 Did the organization have members or stockholders?	6		No	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a		Yes	
a The governing body?	8b		Yes	
b Each committee with authority to act on behalf of the governing body?	9		No	
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.)

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

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed NH
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 KEVIN P GOYETTE 5 WHITE OAK DRIVE EXETER, NH (603) 658-3035

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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	Office	Key employee	Highest compensated	Former			
(1) JUSTINE VOGEL PRESIDENT/CEO	40 00 5 00	X		X				214,234	0	20,829
(2) STEPHEN CICCONE TREASURER	1 00 50	X		X				0	0	0
(3) SHEILA FRANCOEUR TRUSTEE	1 00 50	X		X				0	0	0
(4) BETH ROBERTS VICE CHAIR	1 00 50	X						0	0	0
(5) TIM GUEN TRUSTEE	1 00 50	X						0	0	0
(6) KIMON ZACHOS RESIDENT TRUSTEE	1 00 50	X						0	0	0
(7) GLENN D KLINK CHAIRMAN	1 00 50	X		X				0	0	0
(8) PATRICK PARISI CLERK	1 00 50	X		X				0	0	0
(9) SIDNEY WANZER RESIDENT TRUSTEE	1 00 0 00	X						0	0	0
(10) JOHN PROCHILO TRUSTEE	1 00 50	X						0	0	0
(11) TOM SEDORIC TRUSTEE	1 00 0 00	X						0	0	0
(12) PATTY PRUE TRUSTEE	1 00 50	X						0	0	0
(13) KATHERINE SOUTHWORTH RESIDENT TRUSTEE	1 00 50	X						0	0	0
(14) BRUCE MAST TRUSTEE	1 00 50	X						0	0	0
(15) DIANNE MERCIER TRUSTEE	1 00 50	X						0	0	0
(16) KEVIN GOYETTE CFO	40 00 0 00			X				177,034	0	20,442
(17) CINDY MARTIN VP OF HEALTHCARE	40 00 0 00				X			123,626	0	10,336

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

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 8

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
LIMBACH COMPANY LLC 180 NEW BOSTON STREET WOBURN MA 01801	CONTRACTOR	538,343
NORTON & ASSOCIATES 34 ELM STREET COHASSET MA 02025	THERAPY SERVICES PROVIDER	447,151
MORRIS PIDGEON 273 LITTLEWORTH RD MADBURY NH 03823	CONTRACTOR	365,668
COROLLA CONTRACTING INC 15 BATES AVENUE WINTHROP MA 02152	CONTRACTOR	209,185
PHILLIP J ENTERPRISES INC 7 INDUSTRIAL WAY UNIT 4 SALEM MA 03079	CONTRACTOR	176,419
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: <u>12</u>		

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	37,403			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	196,983			
	g Noncash contributions included in lines 1a-1f \$		37,403			
	h Total. Add lines 1a-1f		234,386			
Program Service Revenue	2a RESIDENT SERVICE FEES	Business Code 623000	21,825,678	21,825,678		
	b EARNED ENTRANCE FEES	623000	8,454,810	8,454,810		
	c HEALTH CENTER FEES	623000	6,119,635	6,119,635		
	d ANCILLARY RESIDENT SERVICES	623000	280,027	280,027		
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		36,680,150			
	3 Investment income (including dividends, interest, and other similar amounts)		1,651,327			1,651,327
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents	(i) Real					
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory	(i) Securities					
	18,215,415	2,101				
b Less cost or other basis and sales expenses						
c Gain or (loss)	363,900	-4,027				
d Net gain or (loss)					359,873	
8a Gross income from fundraising events (not including \$ 37,403 of contributions reported on line 1c) See Part IV, line 18						
b Less direct expenses	a 66,046					
c Net income or (loss) from fundraising events	b 25,396		40,650		40,650	
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 EARLY TERMINATION OF INTEREST RATE	623000	-1,751,000			-1,751,000	
b LOSS ON EARLY EXTINGUISHMENT OF D	623000	-3,489,362			-3,489,362	
c						
d All other revenue						
e Total. Add lines 11a-11d		-5,240,362				
12 Total revenue. See Instructions		33,726,024	36,680,150	0	-3,188,512	

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	78,053	78,053		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	446,405	12,545	433,860	
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	13,447,043	11,340,685	2,106,358	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	167,698	135,835	31,863	
9 Other employee benefits	2,201,788	1,783,448	418,340	
10 Payroll taxes	1,076,261	871,771	204,490	
11 Fees for services (non-employees)				
a Management	3,000		3,000	
b Legal	67,493		67,493	
c Accounting	56,634		56,634	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	197,576		197,576	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	836,285	677,395	158,890	
12 Advertising and promotion	207,733	181,159	26,574	
13 Office expenses	953,741	669,553	284,188	
14 Information technology	142,919	2,086	140,833	
15 Royalties				
16 Occupancy	3,600,312	3,060,265	540,047	
17 Travel	97,535	62,169	35,366	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	3,993		3,993	
20 Interest	2,328,620	1,979,327	349,293	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,821,155	4,875,038	946,117	
23 Insurance	1,123	1,011	112	
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 RAW FOOD	1,301,239	1,132,079	169,160	
b REPAIRS AND MAINTENANCE	284,460	244,975	39,485	
c OTHER EMPLOYEE EXPENSES	241,443	125,734	115,709	
d RESIDENT ACTIVITIES	154,432	150,390	4,042	
e All other expenses	778,176	581,928	196,248	
25 Total functional expenses. Add lines 1 through 24e	34,495,117	27,965,446	6,529,671	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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	4,930,863	1 4,388,287
	2 Savings and temporary cash investments	2	
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	1,326,187	4 1,164,001
	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	7	
	8 Inventories for sale or use	179,551	8 196,879
	9 Prepaid expenses and deferred charges	818,727	9 868,089
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 163,875,563	
	b Less accumulated depreciation	10b 57,199,989	
		108,836,061	10c 106,675,574
	11 Investments—publicly traded securities	51,788,832	11 54,013,916
	12 Investments—other securities See Part IV, line 11	2,525,631	12 2,711,104
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	6,343,297	15 2,790,621
	16 Total assets. Add lines 1 through 15 (must equal line 34)	176,749,149	16 172,808,471
Liabilities	17 Accounts payable and accrued expenses	3,427,914	17 3,124,770
	18 Grants payable	18	
	19 Deferred revenue	116,590,753	19 111,944,197
	20 Tax-exempt bond liabilities	64,720,000	20 64,660,000
	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	25	946,467
	26 Total liabilities. Add lines 17 through 25	189,729,539	26 180,675,434
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	-13,306,180	27 -8,485,182
	28 Temporarily restricted net assets	22,985	28 251,172
	29 Permanently restricted net assets	302,805	29 367,047
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	-12,980,390	33 -7,866,963
	34 Total liabilities and net assets/fund balances	176,749,149	34 172,808,471

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	33,726,024
2	Total expenses (must equal Part IX, column (A), line 25)	2	34,495,117
3	Revenue less expenses Subtract line 2 from line 1	3	-769,093
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-12,980,390
5	Net unrealized gains (losses) on investments	5	1,886,394
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	3,996,127
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-7,866,963

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? 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	2a	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	2b	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	2c	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? 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	3a	No
	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****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.

Department of the Treasury
Internal Revenue ServiceName of the organization
THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Employer identification number

02-0400703

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

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

f 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)

g 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

h 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?

i 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
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")	389,642	433,298	291,257	143,699	234,386	1,492,282
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	23,004,386	24,604,914	32,707,243	35,210,691	36,680,150	152,207,384
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	23,394,028	25,038,212	32,998,500	35,354,390	36,914,536	153,699,666
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	217,425	390,573	166,428			774,426
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	217,425	390,573	166,428			774,426
8 Public support (Subtract line 7c from line 6)						152,925,240

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	23,394,028	25,038,212	32,998,500	35,354,390	36,914,536	153,699,666
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	894,785	806,745	1,006,218	1,957,853	1,651,327	6,316,928
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	894,785	806,745	1,006,218	1,957,853	1,651,327	6,316,928
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)	851,791	955,128	24,848	272,946	37,403	2,142,116
13 Total support. (Add lines 9, 10c, 11, and 12)	25,140,604	26,800,085	34,029,566	37,585,189	38,603,266	162,158,710
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	94 310 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	93 520 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	3 900 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	4 010 %
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

2012**Open to Public
Inspection****Supplemental Financial Statements**

► 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**

THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Employer identification number

02-0400703

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
2a	
2b	
2c	
2d	

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

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
 ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
 ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

b Assets included in Form 990, Part X ► \$ _____

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 <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	278,046	268,311	211,256	163,122	60,189
b Contributions	43,887	10,144	9,825	35,706	111,838
c Net investment earnings, gains, and losses	32,310	2,517	49,880	14,547	-7,916
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	3,192	2,926	2,650	2,119	989
g End of year balance	351,051	278,046	268,311	211,256	163,122

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

a Board designated or quasi-endowment 0 %

b Permanent endowment 100 000 %

c Temporarily restricted endowment 0 %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations

3a(i)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3a(ii)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3b	<input type="checkbox"/> Yes	<input type="checkbox"/> No

b 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.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,776,982			4,776,982
b Buildings		150,040,434	51,329,882		98,710,552
c Leasehold improvements					
d Equipment		9,058,147	5,870,107		3,188,040
e Other					
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					106,675,574

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

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	39,530,491
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	1,886,394
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	4,021,523
e	Add lines 2a through 2d	2e	5,907,917
3	Subtract line 2e from line 1	3	33,622,574
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	103,449
c	Add lines 4a and 4b	4c	103,449
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	33,726,023

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

1	Total expenses and losses per audited financial statements	1	34,417,064
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	34,417,064
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	78,053
c	Add lines 4a and 4b	4c	78,053
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	34,495,117

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 INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ENDOWMENT FUND WAS ESTABLISHED IN 2006 TO PROVIDE LONG-TERM ASSET GROWTH, DUE TO THE CONSTRAINT THAT ONLY INVESTMENT EARNINGS CAN BE UTILIZED IT SHOULD BE ABLE TO PROVIDE FUTURE LIQUIDITY FOR ONE-TIME BUDGET SHORTFALLS AND NON-RECURRING EXPENSES WHEN NEEDED
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	RIVERWOODS IS A NOT FOR PROFIT CHARITABLE CORPORATION AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE CODE. RIVERWOODS FOLLOWS THE PROVISIONS OF THE INCOME TAX ACCOUNTING STANDARDS REGARDING THE RECOGNITION AND MEASUREMENT OF UNCERTAIN TAX POSITIONS. THE APPLICATION OF THESE PROVISIONS HAS NO IMPACT ON THE ORGANIZATION'S FINANCIAL STATEMENTS IN ACCORDANCE WITH PROVISIONS OF THE TAX CODE, THE ORGANIZATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES FOR A PERIOD OF THREE YEARS. THE TAX RETURNS FOR THE YEARS 2010 TO 2012 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES
PART XI, LINE 2D - OTHER ADJUSTMENTS		CHANGE IN FAIR VALUE OF INTEREST RATE SWAP AGREEMENT 4,044,405 CHANGE IN FAIR VALUE OF CHARITABLE GIFT ANNUITY -48,278 SPECIAL EVENT DIRECT EXPENSES 25,396
PART XI, LINE 4B - OTHER ADJUSTMENTS		GROSS FUNDRAISING INCOME INCLUDED ON THE BALANCE SHEET 103,449
PART XII, LINE 4B - OTHER ADJUSTMENTS		GRANT EXPENSES 78,053

Supplemental Information Regarding Fundraising or Gaming Activities

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

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

2012

Open to Public Inspection

Employer identification number

02-0400703

Name of the organization
THE RIVERWOODS CON

THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Name of the organization THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE	Employer identification number 02-0400703
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Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

- a** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		BIG EVENT (event type)	(event type)	(total number)	
1	Gross receipts . . .	103,449			103,449
2	Less Contributions . . .	37,403			37,403
3	Gross income (line 1 minus line 2) . . .	66,046			66,046
4	Cash prizes . . .				
5	Noncash prizes . . .				
6	Rent/facility costs . . .				
7	Food and beverages . .				
8	Entertainment . . .				
9	Other direct expenses .	25,396			25,396
10	Direct expense summary Add lines 4 through 9 in column (d)				(25,396)
11	Net income summary Combine line 3, column (d), and line 10				40,650

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
1	Gross revenue				
2	Cash prizes				
3	Non-cash prizes				
4	Rent/facility costs				
5	Other direct expenses . .				
6	Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
7	Direct expense summary Add lines 2 through 5 in column (d)				
8	Net gaming income summary Combine lines 1 and 7 in column (d)				

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

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

b If "No," explain _____

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

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

13a	
13b	

- a** The organization's facility
- b** An outside facility

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

Name ► _____

Address ► _____

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

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

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

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

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

Identifier	Return Reference	Explanation
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**Schedule I
(Form 990)**

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

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

► Attach to Form 990

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Employer identification number

02-0400703

Part I General Information on Grants and Assistance

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

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

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

(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** **(g) Description of non-cash assistance** **(h) Purpose of grant or assistance**

(1) CHILD AND FAMILY SERVICES OF NEW HAMPSHIRE 02-0222164 501(C)(3) 78,053 TO SUPPORT CHILDREN AND FAMILIES
464 CHESTNUT STREET
MANCHESTER, NH 03105

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

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

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 EVERY OTHER YEAR, RIVERWOODS HOSTS AN EVENT AUCTION FOR A LOCAL NON-PROFIT ORGANIZATION. AN ORGANIZATION IS CHOSEN THROUGH AN APPLICATION PROCESS TO BE THE RECIPIENT OF THE FUNDS RAISED AT THE EVENT. ALL THE MONEY AT THE FUNDRAISING EVENT, INCLUDING AUCTIONED ITEMS, WERE GIVEN TO THE SELECTED ORGANIZATION IN THE FORM OF A CHECK AFTER SUBTRACTING THE RELATED EXPENSES. RIVERWOODS VERIFIES THAT THE SELECTED ORGANIZATION IS A VALID NON-PROFIT.

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

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2012**Open to Public Inspection**Name of the organization
THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Employer identification number

02-0400703

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 checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" 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?

4a No

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

4b Yes

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

4c No

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?

5a No

b Any related organization?

5b No

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?

6a No

b Any related organization?

6b No

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

7 No

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

8 No

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

9 No

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) JUSTINE VOGEL PRESIDENT/CEO	(i) 210,316 (ii) 0	0 0	3,918 0	0 0	20,829 0	235,063 0	0 0
(2) KEVIN GOYETTE CFO	(i) 160,434 (ii) 0	10,000 0	6,600 0	0 0	20,442 0	197,476 0	0 0
(3) DAWN BARKER VP OF HUMAN RESOURCES	(i) 127,821 (ii) 0	8,500 0	0 0	0 0	20,736 0	157,057 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
	PART I, LINE 4B	KEVIN GOYETTE- \$6,600 JUSTINE VOGEL- \$3,918

**Schedule K
(Form 990)****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Supplemental Information on Tax Exempt Bonds**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990. ► See separate instructions.

Name of the organization
THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIREEmployer identification number
02-0400703**Part I Bond Issues**

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A NHHEFA	02-0279866		09-28-2012	65,605,000	TO FINANCE AND REFINANCE RIVERWOODS' EXISTING CONTINUING CARE RETIREMENT CO		X		X		X

Part II Proceeds

1	Amount of bonds retired	A		B		C		D			
		945,000									
2	Amount of bonds legally defeased										
3	Total proceeds of issue		65,605,000								
4	Gross proceeds in reserve funds										
5	Capitalized interest from proceeds										
6	Proceeds in refunding escrows										
7	Issuance costs from proceeds		452,066								
8	Credit enhancement from proceeds										
9	Working capital expenditures from proceeds										
10	Capital expenditures from proceeds										
11	Other spent proceeds		65,152,934								
12	Other unspent proceeds										
13	Year of substantial completion	2012		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X									
15	Were the bonds issued as part of an advance refunding issue?		X								
16	Has the final allocation of proceeds been made?	X									
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►	0 00000%		%		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►	0 00000%		%		%		%	
6 Total of lines 4 and 5	0 00000%		%		%		%	
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?	X							
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X							
b Name of provider	DEUTSCHE BANK MORGAN STANLEY							
c Term of hedge	10 910000000000							
d Was the hedge superintegrated?		X						
e Was a hedge terminated?		X						

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

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

Identifier	Return Reference	Explanation
SCHEDULE K PART IV, ARBITRAGE, LINE 2C	DATE REBATE COMPUTATION PERFORMED	ISSUER NAME NHHEFA DATE THE REBATE COMPUTATION WAS PERFORMED 09/30/2017
FORM 990, SCHEDULE K, PART II, LINE 11		OTHER SPENT PROCEEDS- \$1,751,000 EARLY TERMINATION OF SWAP & \$63,401,934 PROCEEDS USED TO REFUND PRIOR ISSUE

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
►Attach to Form 990.

Name of the organization THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE	Employer identification number 02-0400703
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	85	12,753	FMV
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		105	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles	X	3	130	FMV
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
GIFT				
25 Other ► (CERTIFICATES)	X	90	18,346	FMV
SMALL				
26 Other ► (APPLIANCES)	X	7	1,569	FMV
27 Other ► (FURNITURE)	X	2	2,000	FMV
GIFT				
28 Other ► (BASKETS)	X	20	2,500	FMV
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement		29		

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule M (Form 990) (2012)

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.

2012**Open to Public
Inspection**

Name of the organization

THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Employer identification number

02-0400703

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	THE CURRENT RESIDENT BOARD REPRESENTATIVES ARE VOTING MEMBERS OF THE BOARD OF DIRECTORS WITH THE EXCEPTION OF NOT VOTING ON A MONTHLY SERVICE FEE INCREASE WHILE THE CEO IS A TRUSTEE, THE BOARD MAY VOTE TO EXCLUDE HER FROM MEETINGS IF PERSONNEL MATTERS RELATING TO THE CEO'S AND/OR CFO'S COMPENSATION ARE BEING DISCUSSED. THE EXECUTIVE COMMITTEE SHALL EXERCISE THE FULL AUTHORITY OF THE BOARD OF TRUSTEES AND IS RESPONSIBLE TO REPORT ITS ACTIONS AT EACH BOARD MEETING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THERE WERE AMENDMENTS TO THE ARTICLES OF INCORPORATION REGARDING THE MEMBER OF THE CORPORATION STATING, " THE RIVERWOODS GROUP, A NEW HAMPSHIRE VOLUNTARY CORPORATION, IS THE SOLE MEMBER OF THIS VOLUNTARY CORPORATION (THE "MEMBER")

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	DRAFT COPIES WILL BE DISTRIBUTED AND REVIEWED BY THE AUDIT COMMITTEE PRIOR TO FILING ALL BOARD MEMBERS ARE WELCOME TO ATTEND THE MEETING WHICH WAS HELD ON OCTOBER 21ST

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	AN ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE IS SENT TO ALL BOARD MEMBERS AND KEY EMPLOYEES. THE QUESTIONNAIRE IS PREPARED AND AFFIRMATIVE ANSWERS ARE REVIEWED BY RIVERWOODS LEGAL COUNSEL. NO TRUSTEE SHALL PARTICIPATE AS A MEMBER OF THE BOARD OF TRUSTEES IN ANY DECISION AFFECTING THE TRUSTEE'S PERSONAL FINANCIAL WELFARE OR FINANCIAL WELFARE OF ANY OTHER RELATED PERSON. IN THE EVENT THAT A TRUSTEE HAS SUCH A CONFLICT THE TRUSTEE SHALL ABSENT HIMSELF/HERSELF FROM VOTING ON THE TOPIC THAT THE TRUSTEE HAS DIRECT INTEREST IN. THE BOARD RESERVES THE RIGHT TO TERMINATE THE TERM OF A TRUSTEE IN THE EVENT THAT A MERGER OR ACQUISITION WOULD OCCUR AND THE TRUSTEE HAS FINANCIAL INTEREST OR DEGREE OF CONTROL IN THE MERGER OR ACQUISITION.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	<p>PAY RANGES FOR LIKE KIND POSITIONS ARE ANALYZED ANNUALLY AND COMPARED TO WAGE INFORMATION OBTAINED THROUGH SALARY SURVEYS AND OTHER LABOR MARKET RESOURCES AND CONDITIONS CONSIDERATION IS GIVEN TO THE FOLLOWING IN DEVELOPING PAY RANGES PREVAILING RATES FOR SIMILAR WORK IN OTHER SIMILAR INSTITUTIONS, NATIONAL, REGIONAL AND LOCAL SALARY PATTERNS, APPLICABLE LEGAL REQUIREMENTS, STANDARDS ESTABLISHED BY PROFESSIONAL ORGANIZATIONS AND THE FINANCIAL STATUS OF RIVERWOODS THE BOARD EXECUTIVE COMMITTEE ALSO CONTRACTS WITH AN INDEPENDENT CONTRACTOR WHO HELPS FACILITATE THE GATHERING OF SALARY INFORMATION THE CEO'S SALARY IS APPROVED BY THE EXECUTIVE COMMITTEE AND IS REVIEW ANNUALLY TOP MANAGEMENT POSTIONS ARE OVERSEEN BY THE CEO IN ADDITION, SALARY SURVEYS, 990'S OF OTHER COMPANIES AND INTERNAL EQUITY ARE ALL CONSIDERED THE CFO POSITION IS ALSO PRESENTED TO THE EXECUTIVE COMMITTEE SALARY RANGES FOR ALL POSITIONS ARE DEVELOPED USING SIMILAR DATA AS OUTLINED ABOVE FOR THE CEO COMPENSATION FOR ALL POSITIONS FOLLOW THEIR COMPENSATION POLICY THE COMPENSATION WAS MOST RECENTLY REVIEWED DURING FISCAL YEAR 2013</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES IT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. AN ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE IS SENT TO ALL BOARD MEMBERS AND KEY EMPLOYEES. THE QUESTIONNAIRE IS PREPARED AND AFFIRMATIVE ANSWERS ARE REVIEWED BY RIVERWOODS LEGAL COUNSEL.

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	CHANGE IN FAIR VALUE OF INTEREST RATE SWAP AGREEMENT 4,044,405 CHANGE IN FAIR VALUE OF CHARITABLE GIFT ANNUITY -48,278

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

Identifier	Return Reference	Explanation
COMMUNITY BENEFIT REPORT - FY 2013	990, PART III, LINE 4A	<p>RIVERWOODS AT EXETER WAS FOUNDED IN 1983 AS A NON-PROFIT, CHARITABLE ORGANIZATION, BY A GROUP OF SEACOAST RESIDENTS WHOSE MISSION WAS TO CREATE A CREATIVE AND SECURE CONTINUING CARE COMMUNITY THAT ENHANCED THE FREEDOM OF SENIOR LIVING WHILE EASING THE CHALLENGES OF AGING. THE WOMEN AND MEN WHO FOUNDED RIVERWOODS ALL HAD LONG HISTORIES OF COMMUNITY SERVICE, IN ADDITION TO THEIR PROFESSIONAL AND FAMILY LIVES. THEY UNDERSTOOD THE PRINCIPLES OF SERVICE TO OTHERS, AND WOVE THAT INTO OUR FOUNDING COMMITMENTS 'TO BE A RESPONSIBLE COMMUNITY THAT PARTICIPATES IN THE LIFE OF THE LARGER COMMUNITY AROUND IT'. GIFTS OF TIME, TALENT AND TREASURE TIME. RIVERWOODS RESIDENTS CONTRIBUTE HUNDREDS OF HOURS WITHIN THE YEAR TO NUMEROUS ORGANIZATIONS, LOCALLY, REGIONALLY AND SOME NATIONAL ORGANIZATIONS. A RECENT SURVEY AMONG RESIDENTS YIELDED A TOTAL OF MORE THAN 200 ORGANIZATIONS WHERE RIVERWOODS' MORE THAN 600 RESIDENTS CONTRIBUTED THEIR TIME. SOME OF THE MOST POPULAR ORGANIZATIONS ARE ARTS IN REACH, A LOCAL NON-PROFIT THAT ENCOURAGES TEENAGE GIRLS TO EXPRESS THEMSELVES WITH ART, THE LIONS' CLUB EYESIGHT PROJECT, WHICH IS AN ANNUAL COLLECTION OF EYEGLASSES ORGANIZED BY RESIDENTS, AND THE IMEC PROGRAM, WHICH COLLECTS MEDICAL EQUIPMENT AND SUPPLIES FOR HOSPITALS IN THE THIRD WORLD. OUR VOLUNTEER TIME HAPPENS INDIVIDUALLY AND IN A GROUP SETTING. OUR RESIDENTS RUN AN OUTREACH COMMITTEE, WHICH WORKS AS THE CONNECTION POINT FOR NEW RESIDENTS WHO ARE LOOKING FOR VOLUNTEER OPPORTUNITIES, AS WELL AS LOCAL ORGANIZATIONS WHO ARE LOOKING FOR VOLUNTEERS. FROM THE FIRST YEAR RIVERWOODS OPENED, THE COMMUNITY HAS HELD A FUND-RAISER FOR ANOTHER LOCAL NON-PROFIT, AND THAT TRADITION HAS CONTINUED AND GROWN IN MAGNITUDE, AS OUR COMMUNITY HAS GROWN, FOR THE PAST 19 YEARS WHILE RIVERWOODS SUPPORTS MANY CAUSES IN VARIOUS WAYS THROUGHOUT THE YEAR, WE CHOOSE ONE OTHER LOCAL NON-PROFIT EVERY TWO YEARS TO CONDUCT A LONG-TERM PARTNERSHIP WITH OUR RESIDENTS. SELECT THE NON-PROFIT FROM AMONG ORGANIZATIONS WHO APPLY EACH YEAR. THEN THROUGHOUT THE NEXT 18 MONTHS, WE COLLABORATE IN DIFFERENT WAYS TO ALLOW STAFF AND RESIDENTS TO PARTICIPATE IN PROJECTS TO SUPPORT THAT ORGANIZATION'S MISSION. IN THE FALL WE HOST A MAJOR GALA AUCTION AND FUNDRAISER, WHICH IS THE GRAND FINALE AND CAPSTONE OF THE TWO-YEAR CHARITABLE PARTNERSHIP. IN OCTOBER OF 2012, RIVERWOODS HOSTED A FUNDRAISING GALA AUCTION WHICH RAISED A RECORD \$85,000 TO BENEFIT CHILD AND FAMILY SERVICES OF NEW HAMPSHIRE, A NON-PROFIT AGENCY DEVOTED SPECIFICALLY TO THE ISSUES OF CHILD WELLNESS AND FAMILY STRENGTH. IN ADDITION TO THE MONEY THAT IS RAISED, RIVERWOODS CONTRIBUTES HUNDREDS OF IN-KIND DOLLARS IN THE FORM OF HOURS OF STAFF TIME, EVENT LOCATION COSTS, AND MANY AUCTION ITEMS FOR THAT NIGHT. RESIDENTS CONTRIBUTE THEIR OWN ARTWORK, HANDMADE FURNITURE AND OTHER AUCTION ITEMS FOR THE EVENT. THIS YEAR, 35 LOCAL NON-PROFITS SUBMITTED APPLICATIONS FOR THE CURRENT RIVERWOODS PARTNERSHIP-ALL OF THEM FOCUSING ON ISSUES OF FAMILY HEALTH AND WELL-BEING. IN JANUARY, AFTER CAREFUL CONSIDERATION, THE RIVERWOODS COMMUNITY OUTREACH COMMITTEE SELECTED ST. VINCENT DE PAUL OF EXETER (SVDP) AS THE RECIPIENT. WITH MORE THAN 100 VOLUNTEERS, SVDP HELPS LOCAL FAMILIES AND ORGANIZATIONS IN A VARIETY OF WAYS INCLUDING PROVIDING FOOD AND OTHER SUPPORT TO PEOPLE IN THE EXETER AREA. THE ALL-VOLUNTEER ORGANIZATION HELPED MORE THAN 6,800 PEOPLE LAST YEAR ALONE. IN ADVANCE OF THE NEXT MAJOR FUNDRAISING GALA SCHEDULED FOR 2014, RIVERWOODS RESIDENTS AND STAFF ARE ALREADY HELPING SVDP BY VOLUNTEERING AT THE SVDP FOOD PANTRY, AS WELL AS DONATING FOOD AND COLLECTING OTHER ITEMS THE ORGANIZATION NEEDS. TALENT MANY OF OUR RESIDENTS TEACH AND Mentor OTHERS IN THE COMMUNITY. WE HAVE A GOOD WORKING RELATIONSHIP WITH NEW TEEN OUTLOOK CENTER, WHICH OFFERS AFTER-SCHOOL PROGRAMS TO MIDDLE SCHOOL KIDS. OUR RESIDENTS HAVE WORKED THERE HELPING TO PLANT GARDENS, TEACH POTTERY, AND HAVE STARTED A MULTI-GENERATIONAL KNITTING CIRCLE. IN DECEMBER OF 2012, RIVERWOODS DONATED TWO RESIDENT DECORATED TREES TO THE FESTIVAL OF TREES, A FUNDRAISER ORGANIZED BY THE EXETER AREA CHAMBER OF COMMERCE. THE TREES WERE AUCTIONED OFF WITH PROCEEDS BENEFITTING THE NEW OUTLOOK TEEN CENTER. MAIN STREET SCHOOL, THE LOCAL ELEMENTARY SCHOOL, HAS WELCOMED RIVERWOODS RESIDENTS AS TUTORS AND CLASSROOM AIDS FOR MANY YEARS. WE HAVE A LONG HISTORY OF WORKING WITH CLASSROOM TEACHERS, AND MANY RESIDENT VOLUNTEERS ARE REGULARS AT STORY HOUR. THERE HAVE EVEN BEEN A FEW INSTANCES WHEN THOSE CHILDREN GROW UP, ATTEND HIGH SCHOOL, AND THEN APPLY TO WORK AS RIVERWOODS DINING STAFF, FURTHER CEMENTING THE CONNECTIONS BETWEEN RESIDENTS AND LOCAL FAMILIES. RIVERWOODS PROVIDES INFORMATIONAL TOURS FOR STUDENTS AT THE ROBERT J. LISTER ACADEMY, AN INNOVATIVE PUBLIC HIGH SCHOOL PROGRAM IN PORTSMOUTH, NH DESIGNED FOR STUDENTS WHO HAVE BEEN UNABLE TO SUCCEED IN MORE TRADITIONAL SETTINGS. OUR STAFF ALSO DONATES THEIR TIME TO MANY WORTHY PROJECTS, INCLUDING THE NEW HAMPSHIRE PUBLIC TELEVISION</p>

Identifier	Return Reference	Explanation
COMMUNITY BENEFIT REPORT - FY 2013	990, PART III, LINE 4A	<p>AUCTION AND SEACOAST UNITED WAY'S DAY OF CARING AS PART OF THIS YEAR'S UNITED WAY DAY OF CARING, 26 RIVERWOODS VOLUNTEERS SPENT THE DAY HELPING THE TEAM AT ROCKINGHAM MEALS ON WHEELS THE RIVERWOODS FIBER ARTS GROUP ALSO DONATED KNIT BOOTIES, CAPS AND SWEATERS FOR UNDERPRIVILEGED CHILDREN THROUGH THE STORK PROJECT RESIDENT KNITTERS ALSO DONATED MORE THAN 30 QUILTS AND BLANKETS TO LOCAL BABIES IN NEED RIVERWOODS DONATED VALENTINE'S DAY CARE PACKAGES FOR MILITARY PERSONNEL SERVING OVERSEAS IN APRIL, A GROUP OF RESIDENTS TOOK PART IN THE COMMUNITY FUNDRAISER CALLED TAG IT FOR WOMENADE AS PART OF THE FUNDRAISER, RIVERWOODS SPONSORED A LOCATION IN DOWNTOWN EXETER AND RIVERWOODS RESIDENTS CREATED A BEAUTIFUL HANDMADE KNIT WRAP FOR A TREE AND GRANITE HITCHING POST IN THE SPONSORED SPOT THE ARTFUL ACT OF GRAFFITI KNITTING RAISED MONEY AND AWARENESS FOR WOMENADE OF GREATER SQUAMSCOTT, AN ORGANIZATION THAT PROVIDES LOCAL MEN, WOMEN AND CHILDREN WITH SHORT TERM FINANCIAL ASSISTANCE THAT IS NOT READILY AVAILABLE THROUGH OTHER RESOURCES TREASURE RIVERWOODS IS A STRONG COMMUNITY PARTNER AND IN ADDITION TO RESIDENT AND STAFF TIME SPENT VOLUNTEERING, RIVERWOODS HAS ALSO HELPED A NUMBER OF COMMUNITY-WIDE EVENTS AND ORGANIZATIONS WITH FINANCIAL SUPPORT THE RIVERWOODS OUTREACH COMMITTEE ORGANIZED A CAMPUS-WIDE TOY DRIVE TO SUPPORT THE EXETER FIREFIGHTER'S HOLIDAY DRIVE, AS WELL A SCHOOL SUPPLY DRIVE THAT RESULTED IN 296 SCHOOL SUPPLY ITEMS FOR LOCAL CHILDREN AND CLOTHING DRIVE THAT ALLOWED RIVERWOODS TO DONATE 60 BAGS OF CLOTHING TO THE SALVATION ARMY RIVERWOODS ALSO DONATED CARE PACKAGE ITEMS FOR RESIDENT TROOP GREETERS TO DISTRIBUTE TO MILITARY PERSONNEL AS PART OF THE RIVERWOODS CHARITABLE PARTNERSHIP WITH ST VINCENT DE PAUL, RESIDENTS AND STAFF ORGANIZED A FOOD DRIVE FOR THE ORGANIZATION AND WERE ABLE TO DONATE 12 BOXES OF FOOD ITEMS RIVERWOODS ALSO COLLECTED EG G CARTONS AND PLASTIC BAGS FOR USE AT THE SVDP FOOD PANTRY ORGANIZATIONS AND CHARITABLE CAMPAIGNS RECEIVING SUPPORT FROM RIVERWOODS INCLUDE 20/20 VISION QUEST A MARE CANTARE SPRING CONCERT AMERICAN CANCER SOCIETY'S DAFFODIL DAYS AMERICAN CANCER SOCIETY'S STRIDES AGAINST BREAST CANCER WALK COLON CANCER FOUNDATION'S 'STRIDES FOR LIFE' EXETER CROP WALK EXETER FIREFIGHTERS FUND EXETER HISTORICAL SOCIETY EXETER THEATER COMPANY EXETER, DOVER, PORTSMOUTH AND MANCHESTER CHAMBERS OF COMMERCE GIRLS ON THE RUN HAMPTON HISTORICAL SOCIETY LEADERSHIP SEACOAST PROGRAM MOUNT WASHINGTON OBSERVATORY OLLI, LIFELONG LEARNING PROGRAM OXFAM AMERICA PAWS WALK FOR NHSPCA ROCKINGHAM CHORAL SOCIETY SEACOAST CHARTER SCHOOL AUCTION SEACOAST FAMILY PROMISE SEACOAST REPERTORY THEATER ST JUDE CHILDREN'S HOSPITAL STRAWBERRY BANK E MUSEUM THE EXETER CHAMBER 'FESTIVAL OF TREES' CHRISTMAS AUCTION THE EXETER CHAMBER ANNUAL DINNER DANCE THE EXETER CHAMBER OF COMMERCE GOLF TOURNAMENT THE EXETER PARENT TEACHER ORGANIZATION'S ANNUAL 'GET FIT IN MAY' RACE THE GIRL SCOUTS OF AMERICA THE MUSIC HALL UNITED WAY IN ADDITION TO SPONSORSHIPS, WE HAVE PROVIDED SMALL HONORARIUMS/DONATIONS TO A NUMBER OF GROUPS WHO HAVE PROVIDED SPEAKERS FOR OUR ON-CAMPUS EDUCATION PROGRAMS, INCLUDING AMERICAN INDEPENDENCE MUSEUM EXETER HISTORICAL SOCIETY HEIFER INTERNATIONAL LOON PRESERVATION SOCIETY MASSACHUSETTS GENERAL HOSPITAL/RED SOX FOUNDATION NEW HAMPSHIRE ACADEMY OF PERFORMING ARTS NEW HAMPSHIRE CHARITABLE FOUNDATION NH SOCIETY OF GENEALOGISTS RAIN 4 SAHARA SALISBURY POINT RAILROAD HISTORICAL SOCIETY SEACOAST LAND TRUST SEACOAST SCIENCE CENTER SHORT RIDGE ACADEMY UNH MARINE DOCENT PROGRAM VERMONT CENTER FOR ECOSTUDIES WOMEN'S FUND OF NH</p>

Identifier	Return Reference	Explanation
		<p>RIVERWOODS ALSO PROVIDES TRANSPORTATION TO RESIDENTS VOLUNTEERING IN THE COMMUNITY. FOR EXAMPLE, RIVERWOODS SHUTTLES ARE USED TO TRANSPORT RESIDENTS WHO VOLUNTEER AS TROOP GREETERS AT THE LOCAL AIRPORT, THOSE WHO VOLUNTEER AT THE NEW HAMPSHIRE PUBLIC TELEVISION AUCTION AND RIVERWOODS RESIDENTS AND STAFF WHO VOLUNTEER FOR UNITED WAY'S DAY OF CARING ANNUAL RIVERWOODS SCHOLARSHIPS. THIS PAST YEAR, RIVERWOODS PROVIDED \$8,000 FOR OUR SEVENTH ANNUAL STUDENT SCHOLARSHIP AWARDS. BOUTIQUE SCHOLARSHIPS WERE AWARDED TO HIGH SCHOOL STUDENTS WHO ARE ON THEIR WAY TO COLLEGE. THE ARCHIBALD AND ALMA MAE PEABODY SCHOLARSHIP TO ASSIST WITH COLLEGE EDUCATION WAS PRESENTED TO TWO CHILDREN OF RIVERWOODS EMPLOYEES. HABITAT FOR HUMANITY & WONDERLAND THRIFT STORE. RIVERWOODS ANNUALLY DONATES WORKING APPLIANCES TO THE LOCAL HABITAT FOR HUMANITY. ADDITIONALLY, LARGER, GENTLY USED FURNITURE, LAMPS AND OTHER HOUSEHOLD ITEMS WERE DONATED TO SOUTHEAST NH HABITAT FOR HUMANITY'S RESTORE SHOP IN NEWINGTON, NH. ADDITIONAL CLOTHING AND HOUSEHOLD ITEMS WERE DONATED BY RESIDENTS AND DELIVERED TO WONDERLAND THRIFT STORE, A 501(C)3 SERVING PEOPLE IN OUR REGION. COMPUTER DONATIONS IN FEBRUARY OF THIS YEAR, RIVERWOODS DONATED WORKING COMPUTER EQUIPMENT TO COMPUTER TECHNOLOGY ASSISTANCE CORPS (CTAC), A 501(C)3 THAT PROVIDES REFURBISHED COMPUTER EQUIPMENT AND IT SUPPORT TO LOW INCOME FAMILIES, NON-PROFITS AND SCHOOLS IN NEW HAMPSHIRE. OUR DONATION TO CTAC INCLUDED 40 DESKTOP COMPUTERS, 14 LAPTOPS AND 25 LCD MONITORS. ALL HARD DRIVES DONATED WERE WIPE WITH A DOD COMPLIANT PROGRAM PRIOR TO BEING DONATED. RIVERWOODS CTAC CERTIFIES THAT THEY ALSO RUN A SECONDARY WIPE BEFORE DISTRIBUTING THE REFURBISHED EQUIPMENT TO PEOPLE IN NEED COMMUNITY PROGRAMS. THE STAFF AT RIVERWOODS PROVIDES TIME AND EFFORT TO SUPPORT A NUMBER OF COMMUNITY PROGRAMS. OUR EMPLOYEES PARTICIPATE ON MANY LOCAL NOT-FOR-PROFIT BOARDS, AND SPEND MANY VOLUNTEER HOURS IN THE COMMUNITY. RIVERWOODS IS A SPONSOR OF THE OLLI CONTINUING EDUCATION PROGRAM, AND WE HAVE PROVIDED MEETING SPACE FOR THE OLLI PLANNING SESSION, AND WE ALSO MAKE OUR MEETING ROOMS AVAILABLE FOR THE MULTI-DAY LIFELONG LEARNING COURSES, WHICH ARE OPEN TO THE PUBLIC. WE PROVIDE SPACE AND EVENT LOGISTICS FOR THE RED CROSS BLOOD DRIVES ON A REGULAR BASIS. LAST YEAR, THE RIVERWOODS TEAM DONATED 23 PINTS OF BLOOD. THIS SPRING, RIVERWOODS PARTNERED WITH THE EXETER PUBLIC LIBRARY TO ASSIST THEM WITH THEIR FIRST FUNDRAISER, ENTITLED 'BASKETS FOR BOOKS'. RIVERWOODS DONATED USE OF OUR SPACE ALONG WITH STAFF MEMBERS TO HELP PLAN, PROMOTE, AND SETUP FOR THE EVENT. AS A LEADING NON-PROFIT EMPLOYER IN THE TOWN OF EXETER, RIVERWOODS WORKS WITH A NUMBER OF COMMUNITY AGENCIES TO CREATE JOB PROGRAMS FOR STUDENTS AND ADULTS WITH LEARNING AND PHYSICAL CHALLENGES. THESE MENTORING PROGRAMS PROVIDE VALUABLE ON THE JOB SKILLS FOR THIS POPULATION, AND THE EMPLOYEE COMMUNITY IS VERY SUPPORTIVE OF THE INDIVIDUALS AND THE PROGRAM. ADDITIONALLY, RIVERWOODS PROVIDES TIME FOR OUR STUDENT EMPLOYEES TO COMPLETE COMMUNITY SERVICE, FOR SCHOOL OR JUDICIAL SYSTEM REQUIREMENTS. THIS PAST YEAR, RIVERWOODS PROVIDED A NUMBER OF FREE EDUCATIONAL PROGRAMS FOR THE PUBLIC, ON TOPICS INCLUDING MACULAR DEGENERATION, HEALTH, WELLNESS, FITNESS AND SEVERAL WELL ATTENDED SESSIONS ON THE TOPIC OF ALZHEIMER'S, CONDUCTED IN ASSOCIATION WITH THE ALZHEIMER'S ASSOCIATION. RIVERWOODS ALSO PROVIDES MEETING SPACE FREE OF CHARGE FOR SEVERAL LOCAL CIVIC AND RELIGIOUS GROUPS ON A REGULAR BASIS, INCLUDING, RED CROSS, THE ROTARY CLUB, THE PHILANTHROPIC EDUCATIONAL ORGANIZATION (PEO), ALZHEIMER'S CAREGIVER SUPPORT GROUP, EXETER ADULT EDUCATION, RICHIE MCFARLAND ORGANIZATION, THE GIRL SCOUTS, PHILIPS EXETER ALUMNI GROUP AND THE EXETER THEATER COMPANY. INFRASTRUCTURE IMPROVEMENTS. AS RIVERWOODS HAS GROWN, THE ORGANIZATION HAS ASSISTED THE TOWN OF EXETER IN SOME SUBSTANTIAL WAYS, OVER AND ABOVE OUR ROLE AS THE LARGEST TAX PAYER IN THE TOWN. IN 2012, RIVERWOODS CREATED A PARK SPACE PROVIDING COMMUNITY ACCESS, TURNING A SPACE WITH A LIMITED USE BUILDING INTO AN AREA THAT CAN BE USED BY MANY. THIS SPRING, RIVERWOODS BUILT SIX RAISED GARDEN BEDS IN THE PARK. THE BEDS ARE USED TO GROW VEGETABLES WHICH ARE THEN HARVESTED AND DELIVERED TO THE LOCAL FOOD PANTRY BY VOLUNTEER RESIDENTS AND STAFF MEMBERS. THE FOOD PANTRY IS OPERATED BY OUR MAJOR CHARITABLE PARTNER, ST VINCENT DE PAUL SOCIETY OF EXETER. RIVERWOODS HAS GROWN AND DONATED MORE THAN 85 POUNDS OF FRESH VEGETABLES TO THE PANTRY THIS YEAR. RIVERWOODS BENEVOLENCE PROGRAM AS A NOT-FOR-PROFIT CCRC, RIVERWOODS HAS A BENEVOLENCE FUND TO HELP RESIDENTS WHO HAVE OUTLIVED THEIR ASSETS, OR HAVE FOUND THEMSELVES UNABLE TO MAKE THEIR FINANCIAL COMMITMENT, THROUGH NO FAULT OF THEIR OWN. IF NEEDED, A RESIDENT CAN TURN TO THE RIVERWOODS BENEVOLENT FUND, RATHER THAN PLACING FINANCIAL BURDEN ON SENIOR ASSISTANCE PROGRAMS OUTSIDE THE RIVERWOODS COMMUNITY. DURING FY2013 SEVEN RESIDENTS RECEIVED BENEVOLENCE ASSISTANCE RETAIL SUPPORT. IT IS IMPOSSIBLE</p>

Identifier	Return Reference	Explanation
		<p>BLE TO MEASURE THE IMPACT OF THE COMMUNITY ON THE OVERALL BENEFIT OF EXETER'S ACTIVE INDEPENDENT BUSINESSES OUR CONCIERGE SERVICE OFFERS THREE DAYS OF FREE TRANSPORTATION TO LOCAL GROCERY STORES, DOCTOR'S OFFICES, HAIRDRESSERS AND TO THE ACTIVE DOWNTOWN DISTRICT OUR RESIDENTS ESPECIALLY CONTRIBUTE TO THE LOCAL ECONOMY, AS DO OUR EMPLOYEES THIS YEAR RIVERWOODS ORGANIZED AND HOSTED THE FIRST EXETER HOLIDAY FAIR THE WELL ATTENDED EVENT FEATURED SEVERAL DOZEN AREA BUSINESSES EACH BUSINESS HAD A BOOTH SHOWCASING THEIR GOODS AND/OR SERVICES FOR RESIDENTS AND EMPLOYEES IN 2012, RIVERWOODS CONDUCTED A SURVEY OF 10% OF THE RESIDENTS, TO ASSESS THEIR VOLUNTARY DISCRETIONARY SPENDING ON A MONTHLY BASIS, ON CATEGORIES SUCH AS DINING OUT, GIFTS, PURCHASE OF FOOD AND LIQUOR, ETC , AND IT WAS ESTIMATED THAT THE AVERAGE RESIDENT SPENDS APPROXIMATELY \$670 PER MONTH LOCALLY EXTRAPOLATING THIS DATA OVER THE ENTIRE POPULATION OF RIVERWOODS RESIDENTS YIELDS AVERAGE MONTHLY SPENDING OF OVER \$415,000 IN THE LOCAL COMMUNITY THIS ACCOUNTED FOR JUST UNDER \$5 MILLION IN ANNUAL SPENDING IN THE SEACOAST REGION</p>

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

Employer identification number

02-0400701

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.)

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.)

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.)

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	Yes	
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		No
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 VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Software ID:

Software Version:

EIN: 02-0400703

Name: THE RIVERWOODS COMPANY AT EXETER NEW HAMPSHIRE

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