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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 10-01-2012, 2012, and ending 09-30-2013

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☒ Amended return

☐ Application pending

C Name of organization

STARR COMMONWEALTH

Doing Business As

MONTCALM SCHOOL

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

13725 STARR COMMONWEALTH RD

Room/suite

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

ALBION, MI 49224

F Name and address of principal officer

MARTIN MITCHELL

13725 STARR COMMONWEALTH RD

ALBION, MI 49224

D Employer identification number

38-1359593

E Telephone number

(517) 629-5591

G Gross receipts \$ 40,944,760

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

☐ Yes☒ No

H(b) Are all affiliates included?

☐ Yes☐ No

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

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () (Insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

WWW.STARR.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation

1913

M State of legal domicile

MI

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities STARR COMMONWEALTH'S MISSION IS TO CREATE POSITIVE ENVIRONMENTS WHERE CHILDREN FLOURISH A FULL CONTINUUM OF COMMUNITY-BASED, FAMILY PRESERVATION, EARLY INTERVENTION, AND SPECIALIZED RESIDENTIAL PROGRAMS ARE OFFERED IN MICHIGAN AND OHIO EDUCATION AND TRAINING PROGRAMS ARE OFFERED FOR CHILDCARE PROFESSIONALS, CLINICIANS, EDUCATORS, AND PARENTS ALL PROGRAMS AND SERVICES ARE ROOTED IN THE BELIEF THAT EVERY CHILD HAS STRENGTHS TREATMENT SERVICES ENABLE EACH YOUNG PERSON TO IDENTIFY AND CULTIVATE THEIR STRENGTHS IN WAYS THAT ENABLE THEM TO ACHIEVE THEIR FULL POTENTIAL		
	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	22
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	22
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	613
	6	Total number of volunteers (estimate if necessary)	6	35
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	0
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	2,851,082	2,749,648
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7 d)	22,464,891	22,945,146
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,546,546	3,245,779
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	906,474	414,607
			30,768,993	29,355,180
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	572,193	570,634
	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)	24,096,781	23,853,822
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) 785,189		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	11,659,206	11,462,407
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	36,328,180	35,886,863
	19	Revenue less expenses Subtract line 18 from line 12	-5,559,187	-6,531,683
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	97,501,304	94,050,903
	21	Total liabilities (Part X, line 26)	33,266,824	21,818,892
	22	Net assets or fund balances Subtract line 21 from line 20	64,234,480	72,232,011

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

2014-10-23

Date

CHRISTOPHER L SMITH EXECUTIVE VP/CFO

Type or print name and title

Paid Preparer Use Only

Prrnt/Type preparer's name

VICKI L VANDENBERG CPA

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P00100422

Firm's name

PLANTE & MORAN PLLC

Firm's EIN

38-1357951

Firm's address

750 TRADE CENTRE WAY STE 300

PORTAGE, MI 49002

Phone no

(269) 567-4500

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

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

STARR COMMONWEALTH'S MISSION IS TO CREATE POSITIVE ENVIRONMENTS WHERE CHILDREN FLOURISH A FULL CONTINUUM OF COMMUNITY-BASED, FAMILY PRESERVATION, EARLY INTERVENTION, AND SPECIALIZED RESIDENTIAL PROGRAMS ARE OFFERED IN MICHIGAN AND OHIO EDUCATION AND TRAINING PROGRAMS ARE OFFERED FOR CHILDCARE PROFESSIONALS, CLINICIANS, EDUCATORS, AND PARENTS ALL PROGRAMS AND SERVICES ARE ROOTED IN THE BELIEF THAT EVERY CHILD HAS STRENGTHS TREATMENT SERVICES ENABLE EACH YOUNG PERSON TO IDENTIFY AND CULTIVATE THEIR STRENGTHS IN WAYS THAT ENABLE THEM TO ACHIEVE THEIR FULL POTENTIAL

2

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

☒ Yes ☐ No

If “Yes,” describe these new services on Schedule O

3

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

☒ Yes ☐ No

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 20,552,019 including grants of \$ 570,634) (Revenue \$ 15,792,421)

DURING THE YEAR, 482 YOUTH WERE SERVED IN SPECIALIZED RESIDENTIAL TREATMENT PROGRAMS ADDRESSING BEHAVIORAL ISSUES SUCH AS JUVENILE DELINQUENCY, SEX OFFENDING BEHAVIOR, SUBSTANCE ABUSE AND MENTAL HEALTH ISSUES OFTEN ASSOCIATED WITH THE TRAUMATIC EXPERIENCES OF ABUSE, NEGLECT, VICTIMIZATION AND VIOLENCE AMONG THE INDICATORS OF SUCCESS FOUND ONE YEAR AFTER PROGRAM COMPLETION ARE THAT OVER 63% OF YOUTH REPORTED THAT THEY WERE MORE PRODUCTIVE, WERE EMPLOYED OR ATTENDING SCHOOL, 80% WERE NOT CONVICTED OF ANY VIOLATIONS OF LAW AND 72% WERE ALCOHOL/DRUG FREE AND 69% REPORTED THEY WERE BETTER OFF AS A RESULT OF RECEIVING SERVICES FROM STARR STARR TRACKS EACH YOUTH FOR A PERIOD OF ONE YEAR POST-PLACEMENT, FOLLOW-UP CALLS ARE MADE TO PARENTS, CASE WORKERS, PROBATION OFFICERS, AND YOUTH

4b

(Code) (Expenses \$ 8,289,963 including grants of \$) (Revenue \$ 7,152,725)

COMMUNITY BASED PROGRAMS INCLUDE A RANGE OF SERVICES THAT ARE GENERALLY INTENDED TO KEEP FAMILIES INTACT, WHEN POSSIBLE, AND TO MEET THE NEEDS OF CHILDREN IN THEIR HOMES, THEIR SCHOOLS, AND THEIR COMMUNITIES THESE PROGRAMS PREVENT OUT-OF-HOME PLACEMENT, AND ALSO ASSIST YOUTH WHO HAVE REQUIRED SERVICES AWAY FROM THEIR HOME TRANSITION SUCCESSFULLY BACK INTO THE COMMUNITY IN 2013, 1,261 YOUTH AND THEIR FAMILIES WERE SERVED IN STARR'S COMMUNITY-BASED PROGRAMS WHICH INCLUDED TREATMENT FOSTER CARE, SUPERVISED INDEPENDENT LIVING, STRUCTURED TRANSITIONAL LIVING AND DAY TREATMENT AMONG THE INDICATORS OF SUCCESS FOUND ONE YEAR AFTER PROGRAM COMPLETION ARE THAT 80% OF YOUTH REPORTED THAT THEY WERE MORE PRODUCTIVE, WERE EMPLOYED OR WERE ATTENDING SCHOOL, 90% WERE NOT CONVICTED OF ANY VIOLATIONS OF LAW AND 76% REPORTED THAT THEY WERE BETTER OFF AS A RESULT OF RECEIVING SERVICES FROM STARR AND 90% WERE ALCOHOL/DRUG FREE STARR TRACKS EACH YOUTH FOR A PERIOD OF ONE YEAR POST-PLACEMENT, FOLLOW-UP CALLS ARE MADE TO PARENTS, CASE WORKERS, PROBATION OFFICERS, AND YOUTH

4c

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

HOME BASED COUNSELING SERVICES AND CLINICAL SERVICES

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses

28,841,982

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	106	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c			
2a		613	
2b		Yes	
3a			No
3b			
4a			No
b			
5a			No
5b			No
5c			
6a			No
6b			
7			
7a		Yes	
7b		Yes	
7c			No
7d			
7e			No
7f			No
7g			
7h			
8			
9			
9a			
9b			
10			
10a			
10b			
11			
11a			
11b			
12a			
12b			
13			
13a			
13b			
13c			
14a			No
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	22	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	22	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	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
7b	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	a The governing body?	8a	Yes
8b	b Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
10b	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	Yes
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
12b	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	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	a The organization's CEO, Executive Director, or top management official	15a	Yes
15b	b Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	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	AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, ME, MD, MA, MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI
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	CHRISTOPHER SMITH 13725 STARR COMMONWEALTH RD ALBION, MI (517) 629-5591

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

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

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

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

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

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

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

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

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

[illegible]

Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,361,302	0	300,058

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: 9

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
OPEN MINDS 163 YORK STREET GETTYSBURG PA 173251933	CONSULTING	579,504
TREND CONSULTING INC 35110 EUCLID AVENUE SUITE 2 WILLOUGHBY OH 44094	IT SERVICES	573,402
TAKTIX SOLUTIONS 211 W FORT ST SUITE 720 DETROIT MI 48226	CONSTRUCTION MANAGEMENT	452,279
ML SCHOENHERR CONSTRUCTION 48380 VAN DYKE SUITE 500 SHELBY TOWNSHIP MI 48317	CONSTRUCTION	254,782
AALCOR INC 20008 SHERWOOD STREET DETROIT MI 48234	CONSTRUCTION	232,000

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 ►19

Part VIII

Statement of Revenue

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

			(A)	(B)	(C)	(D)
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a78,628			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d			
	e	Government grants (contributions)	1e334,780			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f2,336,240			
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f	2,749,648			
Program Service Revenue	2a	AGENCY FEES & TRAINING	Business Code			
			611110	22,945,146	22,945,146	
	g	Total. Add lines 2a-2f	22,945,146			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	847,848			847,848
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties	121,486			121,486
	6a	Gross rents	(i) Real	(ii) Personal		
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
			13,987,511			
			11,374,166	215,414		
			2,613,345	-215,414		
	d	Net gain or (loss)	2,397,931			2,397,931
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
	b	Less direct expenses	b			
	c	Net income or (loss) from fundraising events				
	9a	Gross income from gaming activities See Part IV, line 19	a			
	b	Less direct expenses	b			
	c	Net income or (loss) from gaming activities				
	10a	Gross sales of inventory, less returns and allowances	a			
	b	Less cost of goods sold	b			
	c	Net income or (loss) from sales of inventory				
	Miscellaneous Revenue		Business Code			
	11a	MISCELLANEOUS REVENUE	900099	293,121		293,121
	b					
	c					
	d	All other revenue				
	e	Total. Add lines 11a-11d	293,121			
	12	Total revenue. See Instructions	29,355,180	22,945,146	0	3,660,386

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	570,634	570,634		
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.	1,445,165		1,445,165	
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.	14,972,764	13,594,636	1,016,783	361,345
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	2,442,638	2,126,380	274,809	41,449
9	Other employee benefits.	3,205,471	3,048,492	87,825	69,154
10	Payroll taxes.	1,787,784	1,551,600	207,186	28,998
11	Fees for services (non-employees):				
a	Management.	1,573,464	27,001	1,458,219	88,244
b	Legal.	128,067	41,387	86,680	
c	Accounting.	16,295		16,295	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	176,423		176,423	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	2,995,129	2,749,869	176,124	69,136
12	Advertising and promotion.	285,729	155,130	130,599	
13	Office expenses.	630,988	479,902	127,437	23,649
14	Information technology.				
15	Royalties.				
16	Occupancy.	1,641,724	1,462,675	164,758	14,291
17	Travel.	692,470	509,680	164,489	18,301
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	522,904	313,811	187,248	21,845
20	Interest.	111,913	3,317	89,429	19,167
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	1,464,027	1,112,264	329,812	21,951
23	Insurance.				
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	FOOD AND SUPPLIES	1,032,636	994,513	34,522	3,601
b	DUES AND SUBSCRIPTIONS	173,964	84,017	85,889	4,058
c					
d					
e	All other expenses	16,674	16,674		
25	Total functional expenses. Add lines 1 through 24e.	35,886,863	28,841,982	6,259,692	785,189
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		4,446,746	1	814,682
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		551,960	3	357,800
	4	Accounts receivable, net		3,091,243	4	3,381,120
	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		1,353,231	7	2,435,127
	8	Inventories for sale or use		84,691	8	78,853
	9	Prepaid expenses and deferred charges		414,646	9	222,952
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a48,610,722			
	b	Less accumulated depreciation	10b26,070,526	22,783,197	10c	22,540,196
	11	Investments—publicly traded securities		54,294,541	11	57,999,473
	12	Investments—other securities See Part IV, line 11		3,784,888	12	725,000
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		8,318	14	8,318
	15	Other assets See Part IV, line 11		6,687,843	15	5,487,382
	16	Total assets. Add lines 1 through 15 (must equal line 34)		97,501,304	16	94,050,903
Liabilities	17	Accounts payable and accrued expenses		4,884,939	17	3,358,076
	18	Grants payable			18	
	19	Deferred revenue		610,487	19	548,525
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		8,690,253	23	8,767,274
	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		19,081,145	25	9,145,017
	26	Total liabilities. Add lines 17 through 25		33,266,824	26	21,818,892
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		1,520,426	27	14,886,185
	28	Temporarily restricted net assets		8,836,141	28	5,226,904
	29	Permanently restricted net assets		53,877,913	29	52,118,922
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		64,234,480	33	72,232,011
	34	Total liabilities and net assets/fund balances		97,501,304	34	94,050,903

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,355,180
2	Total expenses (must equal Part IX, column (A), line 25)	2	35,886,863
3	Revenue less expenses Subtract line 2 from line 1	3	-6,531,683
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	64,234,480
5	Net unrealized gains (losses) on investments	5	3,974,826
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	10,554,388
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	72,232,011

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	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 ☐ Separate basis ☒ Consolidated basis ☐ 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?	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Additional Data

Software ID:

Software Version:

EIN: 38-1359593

Name: STARR COMMONWEALTH

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
AHMAD E SINNO TRUSTEE	1 00	X						0	0	0
ALBERT LITTLE TRUSTEE	1 00	X						0	0	0
BRUCE VANDE VUSSE TRUSTEE	1 00	X						0	0	0
CORNELIA ROMANOWSKI TRUSTEE	1 00	X						0	0	0
CRAIG CARREL TRUSTEE	1 00	X						0	0	0
DR PAMELA LEMERAND TRUSTEE	1 00	X						0	0	0
ERICK STEWART TRUSTEE	1 00	X						0	0	0
GARY TAYLOR TRUSTEE	1 00	X						0	0	0
GEORGE A GOODMAN TRUSTEE	1 00	X						0	0	0
GEORGE WILSON TRUSTEE	1 00	X						0	0	0
H RONALD GRIFFITH TRUSTEE	1 00	X						0	0	0
HONORABLE EUGENE MOORE TRUSTEE - IMMEDIATE PAST C	1 00	X						0	0	0
HONORABLE JOHN HALLACY TRUSTEE	1 00	X						0	0	0
JACK KRESNAK TRUSTEE	1 00	X						0	0	0
JON A RHOADES TRUSTEE	1 00	X						0	0	0
KYLE CALDWELL TRUSTEE - CHAIR	1 00	X		X				0	0	0
LAWRENCE GIVENS TRUSTEE	1 00	X						0	0	0
MICHAEL LEACH TRUSTEE - VICE CHAIR	1 00	X		X				0	0	0
RALPH J BURRELL TRUSTEE	1 00	X						0	0	0
SCOTT BENNETT TRUSTEE	1 00	X						0	0	0
TOM KOLASSA TRUSTEE - SECRETARY	1 00	X		X				0	0	0
VELMA CLAY TRUSTEE	1 00	X						0	0	0
WILLIAM RANDS TRUSTEE	1 00	X						0	0	0
CHRISTOPHER SMITH BBA CPA EXEC V P /CFO	40 00			X				155,043	0	39,949
ELIZABETH CAREY MSW EXEC V P /CSO	40 00			X				152,519	0	18,847

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GARY Q TESTER MRC EXEC V P /CDO	40 00			X				152,509	0	15,028
MARTIN MITCHELL EDD PRESIDENT/CEO	40 00			X				279,268	0	91,014
WM CHUCK JACKSON MA EXEC V P /CPO	40 00			X				149,485	0	23,676
JAMES LONGHURST SR VP CLINICAL AND PSYCH	40 00					X		114,795	0	42,239
RANDY COPAS SR VP PROGRAMS	40 00					X		118,787	0	21,558
THOMAS TATE SR VP LEARNING AND TALENT MANAGEMENT	40 00					X		119,931	0	29,487
MARTIN K GAUDIOSE DIRECTOR OF SALES	40 00					X		118,965	0	18,260

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization STARR COMMONWEALTH	Employer identification number 38-1359593
--	--

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

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

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☒

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated

e

☐

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

f

☐

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

g

☐

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

(i)

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

(ii)

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

(iii)

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

h

☐

Provide the following information about the supported organization(s)

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

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

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

Part IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

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						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
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	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
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)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization STARR COMMONWEALTH	Employer identification number 38-1359593
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Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	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	► \$ 292,540
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

☒ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☒ Other EDUCATION OF STUDENTS

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	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

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

☐ Yes☐ No

b

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

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	65,812,936	64,465,532	70,601,061	67,088,516	73,053,575
b Contributions	2,100,984	1,391,867	873,945	2,337,426	1,756,401
c Net investment earnings, gains, and losses	3,875,611	6,997,335	291,568	5,461,967	-3,123,629
d Grants or scholarships		268,400	319,748	423,159	346,089
e Other expenditures for facilities and programs	7,711,580	6,773,398	6,981,294	3,863,689	4,251,742
f Administrative expenses					
g End of year balance	64,077,951	65,812,936	64,465,532	70,601,061	67,088,516

2

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

a

Board designated or quasi-endowment ▶ 8 300 %

b

Permanent endowment ▶ 86 500 %

c

Temporarily restricted endowment ▶ 5 200 %

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

3a

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

(i)

unrelated organizations

3a(i)

☐ Yes☐ No

(ii)

related organizations

3a(ii)

☐ Yes☐ No

b

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

3b

☐

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	8,510,542	461,638		8,972,180
b Buildings		33,515,196	21,000,547	12,514,649
c Leasehold improvements				
d Equipment		5,948,362	5,069,979	878,383
e Other		174,984		174,984
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				22,540,196

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	35,409,696
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	3,974,826		
b	Donated services and use of facilities	2b	13,440		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	2,066,250		
e	Add lines 2a through 2d			2e	6,054,516
3	Subtract line 2e from line 1			3	29,355,180
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)			5	29,355,180
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return					
1	Total expenses and losses per audited financial statements			1	38,856,373
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	13,440		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	2,956,071		
e	Add lines 2a through 2d			2e	2,969,511
3	Subtract line 2e from line 1			3	35,886,862
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)			5	35,886,862

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	PART X, LINE 2 THE INTERNAL REVENUE SERVICE RULED THAT STARR IS EXEMPT FROM FEDERAL INCOME TAX UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE "CODE") STARR IS REQUIRED TO OPERATE IN CONFORMITY WITH THE CODE AND RELATED REGULATIONS TO MAINTAIN ITS EXEMPTION STARR HAS NO UNRELATED BUSINESS INCOME AS DEFINED BY SECTION 512(A)(1) OF THE CODE ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND RECOGNIZE A TAX LIABILITY IF THE ORGANIZATION HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE IRS OR OTHER APPLICABLE TAXING AUTHORITIES MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY STARR AND HAS CONCLUDED THAT AS OF SEPTEMBER 30, 2013 AND 2012, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS STARR IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS MANAGEMENT BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO SEPTEMBER 30, 2010
PART XI, LINE 2D - OTHER ADJUSTMENTS		RELATED ORGANIZATION REVENUES 2,547,232 UNREALIZED LOSS FROM EQUITY METHOD SUBSIDIARIES -1,089,518 CHANGE IN SPLIT INTEREST AGREEMENT 438,735 CHANGE IN OTHER INVESTMENTS 169,801
PART XII, LINE 2D - OTHER ADJUSTMENTS		RELATED ORGANIZATION EXPENSES 2,956,071

SCHEDULE E
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schools

►Complete if the organization answered "Yes" to Form 990, Part IV, line 13,
or Form 990-EZ, Part VI, line 48.
► Attach to Form 990 or Form 990-EZ.

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2012

Open to Public Inspection

Name of the organization
STARR COMMONWEALTH

Employer identification number
38-1359593

Part I

	YES	NO
1 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	1 Yes	
2 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	2 Yes	
3 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe If "No," please explain If you need more space use Part II	3 Yes	
4 Does the organization maintain the following?		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	4a Yes	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	4b Yes	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	4c Yes	
d Copies of all material used by the organization or on its behalf to solicit contributions?	4d Yes	
If you answered "No" to any of the above, please explain If you need more space, use Part II		
5 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?	5a	No
b Admissions policies?	5b	No
c Employment of faculty or administrative staff?	5c	No
d Scholarships or other financial assistance?	5d	No
e Educational policies?	5e	No
f Use of facilities?	5f	No
g Athletic programs?	5g	No
h Other extracurricular activities?	5h	No
If you answered "Yes" to any of the above, please explain If you need more space, use Part II		
6a Does the organization receive any financial aid or assistance from a governmental agency?	6a Yes	
b Has the organization's right to such aid ever been revoked or suspended?	6b	No
If you answered "Yes" to either line 6a or line 6b, explain on Part II		
7 Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II	7 Yes	

Part III Supplemental Information. Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
EXPLANATION OF NONDISCRIMINATORY POLICY PUBLICATION	SCHEDULE E, PART I, LINE 3	THE RACIALLY NONDISCRIMINATORY POLICY IS EMBODIED IN THE ORGANIZATION'S STATEMENT OF CORE VALUES THAT ARE PRINTED FREQUENTLY IN BROCHURES, NEWSLETTERS, AND ON THE WEBSITE WWW STARR ORG
EXPLANATION OF GOVERNMENT FINANCIAL ASSISTANCE	SCHEDULE E, PART I, LINE 6	THE ORGANIZATION RECEIVED A FEDERAL GRANT FROM THE US DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT AND THE US DEPARTMENT OF JUSTICE

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
STARR COMMONWEALTH

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

OMB No 1545-0047

2012

Open to Public
Inspection

Employer identification number
38-1359593

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 (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

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

▶

3

Enter total number of other organizations listed in the line 1 table

▶

Part III

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

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) FINANCIAL ASSISTANCE	153	36,504		N/A	N/A
(2) MEDICAL AND DENTAL PAYMENTS	22	3,268		N/A	N/A
(3) CLIENT WORK PROGRAMS	94	18,010		N/A	N/A
(4) ACTIVITIES	438	83,482		N/A	N/A
(5) PERSONAL NEEDS	438	89,588		N/A	N/A
(6) CLOTHING	282	59,842		N/A	N/A
(7) SCHOLARSHIPS	61	271,117		N/A	N/A

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 THE ORGANIZATION KEEPS A SCHEDULE OF ALL EXPENSES AGAINST THE GRANTS SCHOLARSHIPS ARE GIVEN BASED ON NEED THROUGH A FORMAL PROCESS FOR AWARDDING SCHOLARSHIPS

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
STARR COMMONWEALTH

Employer identification number
38-1359593

Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
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	1b	
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?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☐ Compensation committee ☐ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
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	No
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	No
Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a The organization?	5a	No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b	No
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a The organization?	6a	No
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6b	No
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	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	

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)CHRISTOPHER SMITH BBA CPA EXEC V P /CFO	(i)	144,200	0	10,843	29,949	10,000	194,992	0
	(ii)	0	0	0	0	0	0	0
(2)ELIZABETH CAREY MSW EXEC V P /CSO	(i)	144,200	0	8,319	8,847	10,000	171,366	0
	(ii)	0	0	0	0	0	0	0
(3)GARY Q TESTER MRC EXEC V P /CDO	(i)	143,646	0	8,863	5,028	10,000	167,537	0
	(ii)	0	0	0	0	0	0	0
(4)MARTIN MITCHELL EDD PRESIDENT/CEO	(i)	250,654	0	28,614	81,014	10,000	370,282	0
	(ii)	0	0	0	0	0	0	0
(5)WM CHUCK JACKSON MA EXEC V P /CPO	(i)	144,200	0	5,285	13,676	10,000	173,161	0
	(ii)	0	0	0	0	0	0	0
(6)JAMES LONGHURST SR VP CLINICAL AND PSYCH	(i)	112,274	0	2,521	33,072	9,167	157,034	0
	(ii)	0	0	0	0	0	0	0

Part III **Supplemental Information**

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization STARR COMMONWEALTH	Employer identification number 38-1359593
--	--

Identifier	Return Reference	Explanation
DOING BUSINESS AS	FORM 990, PART I, ITEM C	DBA HANNAH NEIL CENTER
NEW PROGRAM SERVICES	FORM 990, PART III, LINE 2	STARR COMMONWEALTH ACQUIRED THE ASSETS OF PSYCH SYSTEMS, PC A BEHAVIORAL HEALTH ORGANIZATION, IN 2013 PSYCH SYSTEMS SERVES CHILDREN WITH DEVELOPMENTAL DISABILITIES AND NEUROLOGICAL DIFFERENCES SUCH AS AUTISM AS WELL AS INDIVIDUALS WITH DUAL DIAGNOSIS, PRIMARILY IN MICHIGAN AND NORTHERN OHIO DURING 2013, STARR ACQUIRED A 100% MEMBERSHIP INTEREST IN STARR COMMONWEALTH EDUCATIONAL SERVICES, A NON-PROFIT CORPORATION THAT PROVIDES MANAGEMENT SERVICES FOR CHARTER SCHOOLS
CHANGES IN PROGRAM SERVICES	FORM 990, PART III, LINE 3	RESIDENTIAL PROGRAM SERVICES ENDED AND COMMUNITY BASED SERVICES WERE TRANSFERRED TO OTHER HUMAN SERVICE PROVIDERS AT THE COLUMBUS, OHIO LOCATION IN AUGUST OF 2013
	FORM 990, PART VI, SECTION A, LINE 2	YES - THE PRESIDENT/CEO AND EXECUTIVE VICE PRESIDENT/CFO ARE PART OWNERS AND OFFICERS OF A PRIVATELY OWNED BUSINESS NOT ASSOCIATED WITH STARR COMMONWEALTH
	FORM 990, PART VI, SECTION B, LINE 11	A DRAFT COPY OF THIS FORM 990 WAS REVIEWED BY THE ORGANIZATION'S CFO IT WAS ALSO REVIEWED BY THE BOARD'S AUDIT COMMITTEE ALL BOARD MEMBERS RECEIVED NOTICE THAT THE DRAFT COPY WAS AVAILABLE FOR THEIR REVIEW ON THE STARR COMMONWEALTH WEBSITE THE AUDIT COMMITTEE REPORTS THE RESULTS OF ITS REVIEW TO THE BOARD THE FINAL FORM 990 WAS MADE AVAILABLE TO ALL BOARD MEMBERS ON THE WEBSITE ALONG WITH NOTICE OF THE DATE THE RETURN WOULD BE FILED WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	STARR COMMONWEALTH HAS A CONFLICT OF INTEREST POLICY FOR THE PURPOSE OF PROTECTING STARR'S INTEREST WHEN IT IS CONSIDERING ENTERING INTO A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF A TRUSTEE OR OFFICER OR MIGHT RESULT IN A POSSIBLE EXCESS BENEFIT TRANSACTION THE ORGANIZATION'S FIRST STEP IN MONITORING IS TO REGULARLY INFORM KEY STAFF AND BOARD MEMBERS THAT STARR SEEKS TO AVOID REAL AND APPARENT CONFLICTS BY NOT ENGAGING IN TRANSACTIONS WITH THEM OR MEMBERS OF THEIR FAMILY WHEN CIRCUMSTANCES DO ARISE THROUGH THE ANNUAL DISCLOSURE REQUIREMENTS OR OTHERWISE, THE MATTER IS REVIEWED BY THE CEO AND WHEN APPROPRIATE, BY A REPRESENTATIVE BODY OF THE BOARD OF TRUSTEES DETERMINATION OF WHETHER A CONFLICT DOES IN FACT EXIST AND THE RESOLUTION OF IT IS ACCOMPLISHED UNDER THE GUIDELINES PROVIDED IN THE CONFLICT OF INTEREST POLICY
	FORM 990, PART VI, SECTION B, LINE 15A	A SUB COMMITTEE OF INDEPENDENT BOARD MEMBERS REVIEWS THE PRESIDENT/CEO COMPENSATION THE COMPENSATION IS ESTABLISHED BASED PRINCIPALLY UPON REVIEW OF INDEPENDENT SURVEYS OF NON-PROFIT ORGANIZATIONS AND COMPARISON WITH RELEVANT INDUSTRY PEER ORGANIZATIONS THE PRESIDENT/CEO DETERMINES COMPENSATION OF OTHER OFFICERS THROUGH REVIEW OF INDEPENDENT SURVEYS OF NON-PROFIT ORGANIZATIONS AND COMPARISON WITH RELEVANT INDUSTRY PEER ORGANIZATIONS DECISIONS REGARDING COMPENSATION WILL BE DOCUMENTED IN THE BOARD MINUTES THE REVIEW WAS MOST RECENTLY UNDERTAKEN IN FISCAL YEAR 2013
	FORM 990, PART VI, SECTION C, LINE 19	STARR HAS OPERATED AS A NON-PROFIT ORGANIZATION SINCE ITS FOUNDING IN 1913 AND WAS GRANTED TAX EXEMPT STATUS PRIOR TO JULY 15, 1987 HOWEVER, IT DOES NOT HAVE A COPY OF FORM 1023 OR OTHER DOCUMENTS THAT MAY HAVE BEEN USED TO APPLY FOR TAX-EXEMPT STATUS STARR COMMONWEALTH'S GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	CHANGE IN VALUE OF INTERESTS IN PERPETUAL AND REMAINDER TRUSTS 547,717 PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST 11,030,079 UNREALIZED ACTUARIAL ADJUSTMENT 31,398 CHANGE OF INVESTMENT IN SUBSIDIARY -1,089,518 NET CHANGE IN REAL ESTATE INVESTMENT 29,422 PRIOR YEAR ADJUSTMENT TO FUND BALANCE 5,290
	FORM 990, PART XII, LINE 2C	THERE HAS BEEN NO CHANGE IN OVERSIGHT PROCESS FROM THE PRIOR YEAR
	FORM 990, PART XIII, LINE 1	THE RETURN HAS BEEN AMENDED TO PROPERLY REFLECT GOVERNMENTAL GRANTS VERSUS OTHER TYPERs OF GRANTS AND CONTRIBUTIONS RECEIVED

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
STARR COMMONWEALTH

Employer identification number

38-1359593

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

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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) STARR GLOBAL LEARNING NETWORK 13725 STARR COMMONWEALTH RD ALBION, MI 49224 61-1411444	CARE MAINTENANCE	MI	501(C)(3)	LINE 7	STARR COMMONWEALTH	Yes	
(2) STAR COMMONWEALTH EDUCATIONAL SERVICES 13725 STARR COMMONWEALTH RD ALBION, MI 49224 45-4290942	MANAGEMENT	MI	501(C)(3)	LINE 7	STARR COMMONWEALTH	Yes	

Part III

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

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

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

No

1c

No

1d

Yes

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

Yes

1r

No

1s

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) STARR GLOBAL LEARNING NETWORK	P	508,190	EXPENSES
(2) STAR COMMONWEALTH EDUCATIONAL SERVICES	D	2,435,170	ACTUAL AMOUNT OF LOAN

Schedule R (Form 990) 2012

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

[illegible]

Software ID:
Software Version:
EIN: 38-1359593
Name: STARR COMMONWEALTH

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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