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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 private foundations)

Do not enter Social Security numbers on this form as it may be made public

By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

SPRINGPOINT SENIOR LIVING INC

Doing Business As

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

4814 OUTLOOK DRIVE NO 201

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

WALL, NJ 07753

F Name and address of principal officer

GARY PUMA

4814 OUTLOOK DRIVE NO 201

WALL, NJ 07753

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

☒ Yes ☐ No

H(b) Are all subordinates included?

☒ Yes ☐ No

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

H(c) Group exemption number

8048

I Tax-exempt status

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

J Website:

WWW SPRINGPOINTSL ORG

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ☐

L Year of formation

1997

M State of legal domicile

NJ

| Part I Summary              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
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| Activities & Governance     | <div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>TO MAKE A DIFFERENCE IN THE LIVES OF THE RESIDENTS, FAMILIES AND COMMUNITIES WE SERVE</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
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|                             | <div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
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| Revenue                     | <table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>16</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>15</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2013 (Part V, line 2a)</td><td>1,950</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>787</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>0</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>0</td></tr></table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 3                      | Number of voting members of the governing body (Part VI, line 1a) | 16           | 4  | Number of independent voting members of the governing body (Part VI, line 1b) | 15                     | 5  | Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 1,950                  | 6  | Total number of volunteers (estimate if necessary)            | 787                  | 7a | Total unrelated business revenue from Part VIII, column (C), line 12     | 0              | 7b | Net unrelated business taxable income from Form 990-T, line 34                   | 0                      |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 3                           | Number of voting members of the governing body (Part VI, line 1a)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 16                     |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 4                           | Number of independent voting members of the governing body (Part VI, line 1b)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 15                     |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 5                           | Total number of individuals employed in calendar year 2013 (Part V, line 2a)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 1,950                  |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 6                           | Total number of volunteers (estimate if necessary)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 787                    |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 7a                          | Total unrelated business revenue from Part VIII, column (C), line 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 0                      |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 7b                          | Net unrelated business taxable income from Form 990-T, line 34                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 0                      |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
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| Expenses                    | <table><tr><th></th><th>Prior Year</th><th>Current Year</th></tr><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>5,505,8676,083,014</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>100,141,177123,186,610</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>2,236,4705,393,504</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>483,002496,602</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>108,366,516135,159,730</td></tr><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>569,469598,462</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>00</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>47,830,43558,421,411</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>64,50066,000</td></tr><tr><td>16b</td><td>Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> 2,065,983</td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>69,440,44084,342,470</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>117,904,844143,428,343</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>-9,538,328-8,268,613</td></tr></table> |                        | Prior Year                                                        | Current Year | 8  | Contributions and grants (Part VIII, line 1h)                                 | 5,505,8676,083,014     | 9  | Program service revenue (Part VIII, line 2g)                                 | 100,141,177123,186,610 | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 2,236,4705,393,504   | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 483,002496,602 | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 108,366,516135,159,730 | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 569,469598,462 | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 00 | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 47,830,43558,421,411 | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 64,50066,000 | 16b | Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> 2,065,983 |  | 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 69,440,44084,342,470 | 18 | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 117,904,844143,428,343 | 19 | Revenue less expenses Subtract line 18 from line 12 | -9,538,328-8,268,613 |
|                             | Prior Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Current Year           |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 8                           | Contributions and grants (Part VIII, line 1h)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 5,505,8676,083,014     |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 9                           | Program service revenue (Part VIII, line 2g)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 100,141,177123,186,610 |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 10                          | Investment income (Part VIII, column (A), lines 3, 4, and 7d)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 2,236,4705,393,504     |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 11                          | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 483,002496,602         |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 12                          | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 108,366,516135,159,730 |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 13                          | Grants and similar amounts paid (Part IX, column (A), lines 1–3)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 569,469598,462         |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 14                          | Benefits paid to or for members (Part IX, column (A), line 4)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 00                     |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 15                          | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 47,830,43558,421,411   |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 16a                         | Professional fundraising fees (Part IX, column (A), line 11e)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 64,50066,000           |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 16b                         | Total fundraising expenses (Part IX, column (D), line 25) <input checked="" type="checkbox"/> 2,065,983                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 17                          | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 69,440,44084,342,470   |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 18                          | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 117,904,844143,428,343 |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 19                          | Revenue less expenses Subtract line 18 from line 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | -9,538,328-8,268,613   |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
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|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| Net Assets or Fund Balances | <table><tr><th></th><th>Beginning of Current Year</th><th>End of Year</th></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>489,437,209593,444,778</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>440,970,591603,309,893</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>48,466,618-9,865,115</td></tr></table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                        | Beginning of Current Year                                         | End of Year  | 20 | Total assets (Part X, line 16)                                                | 489,437,209593,444,778 | 21 | Total liabilities (Part X, line 26)                                          | 440,970,591603,309,893 | 22 | Net assets or fund balances Subtract line 21 from line 20     | 48,466,618-9,865,115 |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             | Beginning of Current Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | End of Year            |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 20                          | Total assets (Part X, line 16)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 489,437,209593,444,778 |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 21                          | Total liabilities (Part X, line 26)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 440,970,591603,309,893 |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
| 22                          | Net assets or fund balances Subtract line 21 from line 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 48,466,618-9,865,115   |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |
|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                        |                                                                   |              |    |                                                                               |                        |    |                                                                              |                        |    |                                                               |                      |    |                                                                          |                |    |                                                                                  |                        |    |                                                                  |                |    |                                                               |    |    |                                                                                   |                      |     |                                                               |              |     |                                                                                                         |  |    |                                                              |                      |    |                                                                          |                        |    |                                                     |                      |

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

2014-11-06

Date

GARRETT MIDGETT III CHIEF FINANCIAL OFFICER

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

JULIUS GREEN CPA

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00350393

Firm's name

PARENTEBEARD LLC

Firm's EIN

23-2932984

Firm's address

1650 MARKET STREET SUITE 4500

PHILADELPHIA, PA 19103

Phone no

(215) 972-0701

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2013)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☒

1

Briefly describe the organization's mission

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

2

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

☒ Yes ☐ No

If "Yes," describe these new services on Schedule O

3

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

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

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

4a

(Code ) (Expenses \$ 116,795,273 including grants of \$ 598,462 ) (Revenue \$ 123,710,627 )

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

4b

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

4c

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

4d

Other program services (Describe in Schedule O )

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

4e

Total program service expenses ▶ 116,795,273

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

Part IV

Checklist of Required Schedules (continued)

|     |                                                                                                                                                                                                                                                                                                                            |     |     |    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government 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 or 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 25a</i> . . . . .                            | 24a | Yes |    |
| b   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .                                                                                                                                                                                                                  | 24b |     | No |
| c   | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .                                                                                                                                                                       | 24c |     | No |
| d   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .                                                                                                                                                                                                            | 24d |     | No |
| 25a | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> 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  | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i> . . . . .                                    | 26  |     | No |
| 27  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . . | 27  |     | No |
| 28  | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)                                                                                                                               |     |     |    |
| a   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                                   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                | 28b |     | No |
| c   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . .                                                                                      | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .                                                                                                                                                                                                      | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                                                  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                                                        | 31  |     | No |
| 32  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .                                                                                                                                                                      | 32  |     | No |
| 33  | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                                                      | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .                                                                                                                                                                  | 34  | Yes |    |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                                    | 35a |     | No |
| b   | If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .                                                                                           | 35b |     |    |
| 36  | <b>Section 501(c)(3) organizations.</b> 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? <b>Note.</b> 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 or note to any line in this Part V

☐

|                                                                                                                |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
|----------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------|--|--|----|
|                                                                                                                |                                                                                                                                                                                                                                                                              | Yes | No    |  |  |    |
| 1a                                                                                                             | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.                                                                                                                                                                                                | 1a  | 506   |  |  |    |
| b                                                                                                              | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.                                                                                                                                                                                             | 1b  | 0     |  |  |    |
| c                                                                                                              | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?                                                                                                                     | 1c  | Yes   |  |  |    |
| 2a                                                                                                             | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.                                                                                               | 2a  | 1,950 |  |  |    |
| b                                                                                                              | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> 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? <i>If "No" to line 3b, provide an explanation in Schedule O.</i>                                                                                                                                                          | 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: _____<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.                                                                                                     |     |       |  |  |    |
| 5a                                                                                                             | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?                                                                                                                                                                        | 5a  |       |  |  | No |
| b                                                                                                              | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                                                             | 5b  |       |  |  | No |
| c                                                                                                              | If "Yes," to line 5a or 5b, did the organization file Form 8886-T?                                                                                                                                                                                                           | 5c  |       |  |  |    |
| 6a                                                                                                             | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?                                                                      | 6a  |       |  |  | No |
| b                                                                                                              | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?                                                                                                                                | 6b  |       |  |  |    |
| 7 Organizations that may receive deductible contributions under section 170(c).                                |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
| a                                                                                                              | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?                                                                                                                              | 7a  | Yes   |  |  |    |
| b                                                                                                              | If "Yes," did the organization notify the donor of the value of the goods or services provided?                                                                                                                                                                              | 7b  | Yes   |  |  |    |
| c                                                                                                              | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?                                                                                                                                         | 7c  |       |  |  | No |
| d                                                                                                              | If "Yes," indicate the number of Forms 8282 filed during the year.                                                                                                                                                                                                           | 7d  |       |  |  |    |
| e                                                                                                              | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                                                              | 7e  |       |  |  | No |
| f                                                                                                              | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                                                                 | 7f  | Yes   |  |  |    |
| g                                                                                                              | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                                                             | 7g  |       |  |  |    |
| h                                                                                                              | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                                                           | 7h  |       |  |  |    |
| 8                                                                                                              | <b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8   |       |  |  |    |
| 9 Sponsoring organizations maintaining donor advised funds.                                                    |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
| a                                                                                                              | Did the organization make any taxable distributions under section 4966?                                                                                                                                                                                                      | 9a  |       |  |  |    |
| b                                                                                                              | Did the organization make a distribution to a donor, donor advisor, or related person?                                                                                                                                                                                       | 9b  |       |  |  |    |
| 10 Section 501(c)(7) organizations. Enter                                                                      |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
| a                                                                                                              | Initiation fees and capital contributions included on Part VIII, line 12.                                                                                                                                                                                                    | 10a |       |  |  |    |
| b                                                                                                              | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.                                                                                                                                                                                 | 10b |       |  |  |    |
| 11 Section 501(c)(12) organizations. Enter                                                                     |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
| a                                                                                                              | Gross income from members or shareholders.                                                                                                                                                                                                                                   | 11a |       |  |  |    |
| b                                                                                                              | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).                                                                                                                                                 | 11b |       |  |  |    |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
| b                                                                                                              | If "Yes," enter the amount of tax-exempt interest received or accrued during the year.                                                                                                                                                                                       | 12b |       |  |  |    |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers.                                            |                                                                                                                                                                                                                                                                              |     |       |  |  |    |
| a                                                                                                              | Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O.                                                                             | 13a |       |  |  |    |
| b                                                                                                              | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.                                                                                                                   | 13b |       |  |  |    |
| c                                                                                                              | Enter the amount of reserves on hand.                                                                                                                                                                                                                                        | 13c |       |  |  |    |
| 14a                                                                                                            | Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                                                   | 14a |       |  |  | No |
| b                                                                                                              | If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O.</i>                                                                                                                                                            | 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 or note to any line 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 . . . . .                                                                                                                                 | 16  |     |
|    | 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 . . . . .                                                                                                                                  | 15  |     |
| 2  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .                                               | 2   | No  |
| 3  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . . | 3   | No  |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .                                                                                                    | 4   | No  |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .                                                                                                          | 5   | No  |
| 6  | Did the organization have members or stockholders? . . . . .                                                                                                                                                                  | 6   | Yes |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .                                                                  | 7a  | Yes |
| b  | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .                                                           | 7b  | Yes |
| 8  | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                              |     |     |
| a  | The governing body? . . . . .                                                                                                                                                                                                 | 8a  | Yes |
| b  | Each committee with authority to act on behalf of the governing body? . . . . .                                                                                                                                               | 8b  | Yes |
| 9  | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .        | 9   | No  |

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

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

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                                                                                           |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filedNJ , PA                                                                                                                                                                                                                                                                                                                                         |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.<br><input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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<br>GARRETT T MIDGETT 4814 OUTLOOK DRIVE NO 201<br>WALL, NJ 07753 (732) 430-3650                                                                                                                                                                                                              |

Check if Schedule O contains a response or note to any line in this Part VII . . . . . ☐

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

[illegible]

## Part VII

|           |                                                                        |   |           |           |         |
|-----------|------------------------------------------------------------------------|---|-----------|-----------|---------|
| <b>1b</b> | <b>Sub-Total . . . . .</b>                                             | ▼ |           |           |         |
| <b>c</b>  | <b>Total from continuation sheets to Part VII, Section A . . . . .</b> | ▼ |           |           |         |
| <b>d</b>  | <b>Total (add lines 1b and 1c) . . . . .</b>                           | ▼ | 3,224,191 | 4,823,843 | 821,249 |

2 Total number of individuals (including but not limited to those l  
\$100,000 of reportable compensation from the organization. 8

|          |                                                                                                                                                                                                                                               | Yes      | No  |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----|
| <b>3</b> | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .                                        | <b>3</b> | No  |
| <b>4</b> | 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> . . . . . | <b>4</b> | Yes |
| <b>5</b> | 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> . . . . .                       | <b>5</b> | 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)<br>Name and business address                                                    | (B)<br>Description of services | (C)<br>Compensation |
|-------------------------------------------------------------------------------------|--------------------------------|---------------------|
| C&C CONSTRUCTION MANAGEMENT INC 10063 SANDMEYER LANE PHILADELPHIA PA 19116          | CONSTRUCTION                   | 5,313,818           |
| GENESIS ELDERCARE REHABILITATION SERVICE PO BOX 7247-6524 PHILADELPHIA PA 191706524 | MEDICAL                        | 2,130,929           |
| LEAD DOG BUILDERS LLC 23 LIPPINCOTT ROAD LITTLE SILVER NJ 07760                     | CONSTRUCTION                   | 1,667,043           |
| START TO FINISH P O BOX 530 HOWELL NJ 07731                                         | CONSTRUCTION                   | 1,023,830           |
| PFISTER MAINTENANCE INC 80 EAST 5TH STREET PATTERSON NJ 07524                       | CONSTRUCTION                   | 683,162             |

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 ▶38

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

|                                                           |                       |                                                                                                                                           | (A)<br>Total revenue    | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512-514 |
|-----------------------------------------------------------|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|
| Contributions, Gifts, Grants<br>and Other Similar Amounts | 1a                    | Federated campaigns . . . . . 1a                                                                                                          |                         |                                                    |                                         |                                                                     |
|                                                           | b                     | Membership dues . . . . . 1b                                                                                                              |                         |                                                    |                                         |                                                                     |
|                                                           | c                     | Fundraising events . . . . . 1c                                                                                                           | 141,205                 |                                                    |                                         |                                                                     |
|                                                           | d                     | Related organizations . . . . . 1d                                                                                                        |                         |                                                    |                                         |                                                                     |
|                                                           | e                     | Government grants (contributions) 1e                                                                                                      | 4,557,155               |                                                    |                                         |                                                                     |
|                                                           | f                     | All other contributions, gifts, grants, and<br>similar amounts not included above 1f                                                      | 1,384,654               |                                                    |                                         |                                                                     |
|                                                           | g                     | Noncash contributions included in lines<br>1a-1f \$                                                                                       |                         |                                                    |                                         |                                                                     |
|                                                           | h                     | Total. Add lines 1a-1f . . . . .                                                                                                          | 6,083,014               |                                                    |                                         |                                                                     |
| Program Service Revenue                                   | 2a                    | NET PROGRAM SERVICE REVENUE                                                                                                               | Business Code<br>541900 | 120,665,382                                        | 120,665,382                             |                                                                     |
|                                                           | b                     | OTHER PROGRAM SERVICE REVENUE                                                                                                             | 541900                  | 2,521,228                                          | 2,521,228                               |                                                                     |
|                                                           | c                     |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | d                     |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | e                     |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | f                     | All other program service revenue                                                                                                         |                         |                                                    |                                         |                                                                     |
|                                                           | g                     | Total. Add lines 2a-2f . . . . .                                                                                                          | 123,186,610             |                                                    |                                         |                                                                     |
| Other Revenue                                             | 3                     | Investment income (including dividends, interest,<br>and other similar amounts) . . . . .                                                 | 2,504,044               |                                                    |                                         | 2,504,044                                                           |
|                                                           | 4                     | Income from investment of tax-exempt bond proceeds . . . . .                                                                              |                         |                                                    |                                         |                                                                     |
|                                                           | 5                     | Royalties . . . . .                                                                                                                       |                         |                                                    |                                         |                                                                     |
|                                                           | 6a                    | Gross rents                                                                                                                               | (i) Real                | (ii) Personal                                      |                                         |                                                                     |
|                                                           |                       |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           |                       |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           |                       |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | b                     | Less rental expenses                                                                                                                      |                         |                                                    |                                         |                                                                     |
|                                                           | c                     | Rental income or (loss)                                                                                                                   |                         |                                                    |                                         |                                                                     |
|                                                           | d                     | Net rental income or (loss) . . . . .                                                                                                     |                         |                                                    |                                         |                                                                     |
|                                                           | 7a                    | Gross amount from sales of assets other than inventory                                                                                    | (i) Securities          | (ii) Other                                         |                                         |                                                                     |
|                                                           |                       |                                                                                                                                           | 33,037,300              | 55,487                                             |                                         |                                                                     |
|                                                           |                       |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           |                       |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | b                     | Less cost or other basis and sales expenses                                                                                               | 30,175,067              | 28,260                                             |                                         |                                                                     |
|                                                           | c                     | Gain or (loss)                                                                                                                            | 2,862,233               | 27,227                                             |                                         |                                                                     |
|                                                           | d                     | Net gain or (loss) . . . . .                                                                                                              | 2,889,460               |                                                    |                                         | 2,889,460                                                           |
|                                                           | 8a                    | Gross income from fundraising events (not including<br>\$ 141,205 of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |                         |                                                    |                                         |                                                                     |
|                                                           |                       | a                                                                                                                                         | 70,950                  |                                                    |                                         |                                                                     |
|                                                           | b                     | Less direct expenses . . . . . b                                                                                                          | 98,365                  |                                                    |                                         |                                                                     |
|                                                           | c                     | Net income or (loss) from fundraising events . . . . .                                                                                    | -27,415                 |                                                    |                                         | -27,415                                                             |
|                                                           | 9a                    | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                     |                         |                                                    |                                         |                                                                     |
|                                                           |                       | a                                                                                                                                         |                         |                                                    |                                         |                                                                     |
|                                                           | b                     | Less direct expenses . . . . . b                                                                                                          |                         |                                                    |                                         |                                                                     |
|                                                           | c                     | Net income or (loss) from gaming activities . . . . .                                                                                     |                         |                                                    |                                         |                                                                     |
|                                                           | 10a                   | Gross sales of inventory, less returns and allowances . . . . .                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           |                       | a                                                                                                                                         |                         |                                                    |                                         |                                                                     |
|                                                           | b                     | Less cost of goods sold . . . . . b                                                                                                       |                         |                                                    |                                         |                                                                     |
|                                                           | c                     | Net income or (loss) from sales of inventory . . . . .                                                                                    |                         |                                                    |                                         |                                                                     |
|                                                           | Miscellaneous Revenue |                                                                                                                                           | Business Code           |                                                    |                                         |                                                                     |
|                                                           | 11a                   | MANAGEMENT FEE REVENUE                                                                                                                    | 561000                  | 524,017                                            | 524,017                                 |                                                                     |
|                                                           | b                     |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | c                     |                                                                                                                                           |                         |                                                    |                                         |                                                                     |
|                                                           | d                     | All other revenue . . . . .                                                                                                               |                         |                                                    |                                         |                                                                     |
|                                                           | e                     | Total. Add lines 11a-11d . . . . .                                                                                                        | 524,017                 |                                                    |                                         |                                                                     |
|                                                           | 12                    | Total revenue. See Instructions . . . . .                                                                                                 | 135,159,730             | 123,710,627                                        | 0                                       | 5,366,089                                                           |

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 or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |                                                                                                                                                                                                                                         | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>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.                                                                                                                                                  | 598,462               | 598,462                         |                                        |                             |
| 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.                                                                                                                                                               | 3,377,963             |                                 | 3,152,009                              | 225,954                     |
| 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.                                                                                                                                                                                                               | 39,749,546            | 37,112,623                      | 2,387,507                              | 249,416                     |
| 8                                                                              | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).                                                                                                                                     | 1,336,925             | 1,230,348                       | 86,909                                 | 19,668                      |
| 9                                                                              | Other employee benefits.                                                                                                                                                                                                                | 9,986,936             | 8,647,609                       | 1,301,476                              | 37,851                      |
| 10                                                                             | Payroll taxes.                                                                                                                                                                                                                          | 3,970,041             | 3,501,968                       | 433,468                                | 34,605                      |
| 11                                                                             | Fees for services (non-employees):                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| a                                                                              | Management.                                                                                                                                                                                                                             | 228,082               | 228,082                         |                                        |                             |
| b                                                                              | Legal.                                                                                                                                                                                                                                  | 667,818               |                                 | 667,818                                |                             |
| c                                                                              | Accounting.                                                                                                                                                                                                                             | 426,479               |                                 | 426,479                                |                             |
| d                                                                              | Lobbying.                                                                                                                                                                                                                               | 119,889               | 119,889                         |                                        |                             |
| e                                                                              | Professional fundraising services. See Part IV, line 17.                                                                                                                                                                                | 66,000                |                                 |                                        | 66,000                      |
| f                                                                              | Investment management fees.                                                                                                                                                                                                             |                       |                                 |                                        |                             |
| g                                                                              | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).                                                                                                                             | 11,891,779            | 7,359,490                       | 3,867,370                              | 664,919                     |
| 12                                                                             | Advertising and promotion.                                                                                                                                                                                                              | 1,063,500             | 1,051,758                       | 2,691                                  | 9,051                       |
| 13                                                                             | Office expenses.                                                                                                                                                                                                                        | 3,129,538             | 2,606,308                       | 496,428                                | 26,802                      |
| 14                                                                             | Information technology.                                                                                                                                                                                                                 | 1,367                 |                                 |                                        | 1,367                       |
| 15                                                                             | Royalties.                                                                                                                                                                                                                              |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy.                                                                                                                                                                                                                              | 13,513,401            | 13,492,520                      | 10,706                                 | 10,175                      |
| 17                                                                             | Travel.                                                                                                                                                                                                                                 | 169,890               | 132,036                         | 5,280                                  | 32,574                      |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials.                                                                                                                                         |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings.                                                                                                                                                                                                 | 138,416               | 96,065                          | 30,245                                 | 12,106                      |
| 20                                                                             | Interest.                                                                                                                                                                                                                               | 6,818,274             | 6,818,274                       |                                        |                             |
| 21                                                                             | Payments to affiliates.                                                                                                                                                                                                                 |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization.                                                                                                                                                                                              | 23,504,957            | 23,398,469                      | 106,488                                |                             |
| 23                                                                             | Insurance.                                                                                                                                                                                                                              | 1,711,205             | 159,873                         | 1,550,258                              | 1,074                       |
| 24                                                                             | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):                                       |                       |                                 |                                        |                             |
| a                                                                              | SHARED SERVICES                                                                                                                                                                                                                         | 7,087,176             |                                 | 7,087,176                              |                             |
| b                                                                              | FOOD EXPENSES                                                                                                                                                                                                                           | 5,176,531             | 5,176,531                       |                                        |                             |
| c                                                                              | REPAIRS & MAINTENANCE                                                                                                                                                                                                                   | 2,189,386             | 2,177,062                       | 12,324                                 |                             |
| d                                                                              | FLOOD LOSS EXPENSE                                                                                                                                                                                                                      | 1,432,890             |                                 | 1,432,890                              |                             |
| e                                                                              | All other expenses                                                                                                                                                                                                                      | 5,071,892             | 2,887,906                       | 1,509,565                              | 674,421                     |
| 25                                                                             | Total functional expenses. Add lines 1 through 24e.                                                                                                                                                                                     | 143,428,343           | 116,795,273                     | 24,567,087                             | 2,065,983                   |
| 26                                                                             | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). |                       |                                 |                                        |                             |

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

|                             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                              |                | (A)               |     | (B)         |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------|-----|-------------|
|                             |                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                              |                | Beginning of year |     | End of year |
| Assets                      | 1                                                                                                                                                   | Cash—non-interest-bearing                                                                                                                                                                                                                                                                                                    |                | 9,550             | 1   | 11,800      |
|                             | 2                                                                                                                                                   | Savings and temporary cash investments                                                                                                                                                                                                                                                                                       |                | 46,272,098        | 2   | 43,190,846  |
|                             | 3                                                                                                                                                   | Pledges and grants receivable, net                                                                                                                                                                                                                                                                                           |                |                   | 3   |             |
|                             | 4                                                                                                                                                   | Accounts receivable, net                                                                                                                                                                                                                                                                                                     |                | 8,862,905         | 4   | 7,065,868   |
|                             | 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                                                                                                                                                                                                                                                                                              |                | 8,013,657         | 7   | 8,077,821   |
|                             | 8                                                                                                                                                   | Inventories for sale or use                                                                                                                                                                                                                                                                                                  |                |                   | 8   |             |
|                             | 9                                                                                                                                                   | Prepaid expenses and deferred charges                                                                                                                                                                                                                                                                                        |                | 4,249,585         | 9   | 3,053,425   |
|                             | 10a                                                                                                                                                 | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                            | 10a641,012,255 |                   |     |             |
|                             | b                                                                                                                                                   | Less accumulated depreciation                                                                                                                                                                                                                                                                                                | 10b279,003,035 | 324,583,297       | 10c | 362,009,220 |
|                             | 11                                                                                                                                                  | Investments—publicly traded securities                                                                                                                                                                                                                                                                                       |                |                   | 11  |             |
|                             | 12                                                                                                                                                  | Investments—other securities See Part IV, line 11                                                                                                                                                                                                                                                                            |                | 838,121           | 12  | 933,575     |
|                             | 13                                                                                                                                                  | Investments—program-related See Part IV, line 11                                                                                                                                                                                                                                                                             |                | 81,717,853        | 13  | 114,738,445 |
|                             | 14                                                                                                                                                  | Intangible assets                                                                                                                                                                                                                                                                                                            |                | 5,196,976         | 14  | 44,291,372  |
|                             | 15                                                                                                                                                  | Other assets See Part IV, line 11                                                                                                                                                                                                                                                                                            |                | 9,693,167         | 15  | 10,072,406  |
|                             | 16                                                                                                                                                  | Total assets. Add lines 1 through 15 (must equal line 34)                                                                                                                                                                                                                                                                    |                | 489,437,209       | 16  | 593,444,778 |
| Liabilities                 | 17                                                                                                                                                  | Accounts payable and accrued expenses                                                                                                                                                                                                                                                                                        |                | 13,903,041        | 17  | 13,051,461  |
|                             | 18                                                                                                                                                  | Grants payable                                                                                                                                                                                                                                                                                                               |                |                   | 18  |             |
|                             | 19                                                                                                                                                  | Deferred revenue                                                                                                                                                                                                                                                                                                             |                | 140,950,761       | 19  | 56,703,814  |
|                             | 20                                                                                                                                                  | Tax-exempt bond liabilities                                                                                                                                                                                                                                                                                                  |                | 105,389,366       | 20  | 137,614,071 |
|                             | 21                                                                                                                                                  | Escrow or custodial account liability Complete Part IV of Schedule D                                                                                                                                                                                                                                                         |                |                   | 21  | 37,903      |
|                             | 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                                                                                                                                                                                                                                                               |                | 59,989,195        | 23  | 54,493,256  |
|                             | 24                                                                                                                                                  | Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                                                                 |                |                   | 24  |             |
|                             | 25                                                                                                                                                  | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D                                                                                                                                                         |                | 120,738,228       | 25  | 341,409,388 |
|                             | 26                                                                                                                                                  | Total liabilities. Add lines 17 through 25                                                                                                                                                                                                                                                                                   |                | 440,970,591       | 26  | 603,309,893 |
| 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                                                                                                                                                                                                                                                                                                      |                | 40,412,993        | 27  | -21,112,026 |
|                             | 28                                                                                                                                                  | Temporarily restricted net assets                                                                                                                                                                                                                                                                                            |                | 5,094,892         | 28  | 7,321,338   |
|                             | 29                                                                                                                                                  | Permanently restricted net assets                                                                                                                                                                                                                                                                                            |                | 2,958,733         | 29  | 3,925,573   |
|                             | 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                                                                                                                                                                                                                                                                                            |                | 48,466,618        | 33  | -9,865,115  |
|                             | 34                                                                                                                                                  | Total liabilities and net assets/fund balances                                                                                                                                                                                                                                                                               |                | 489,437,209       | 34  | 593,444,778 |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . .

|    |                                                                                                               |    |             |
|----|---------------------------------------------------------------------------------------------------------------|----|-------------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12) . . . . .                                           | 1  | 135,159,730 |
| 2  | Total expenses (must equal Part IX, column (A), line 25) . . . . .                                            | 2  | 143,428,343 |
| 3  | Revenue less expenses Subtract line 2 from line 1 . . . . .                                                   | 3  | -8,268,613  |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .           | 4  | 48,466,618  |
| 5  | Net unrealized gains (losses) on investments . . . . .                                                        | 5  | 1,636,802   |
| 6  | Donated services and use of facilities . . . . .                                                              | 6  |             |
| 7  | Investment expenses . . . . .                                                                                 | 7  |             |
| 8  | Prior period adjustments . . . . .                                                                            | 8  | -94,223,771 |
| 9  | Other changes in net assets or fund balances (explain in Schedule O) . . . . .                                | 9  | 42,523,849  |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | -9,865,115  |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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 _____<br>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?<br>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<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | No |
| 2b | Were the organization's financial statements audited by an independent accountant?<br>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<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                | Yes |    |
| 2c | If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O                                                                    | Yes |    |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?                                                                                                                                                                                                                                                                 | Yes |    |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                                                                                                     | Yes |    |

SCHEDULE A

(Form 990 or 990EZ)

Department of the  
Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

|                                                           |                                              |
|-----------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>SPRINGPOINT SENIOR LIVING INC | Employer identification number<br>22-3498690 |
|-----------------------------------------------------------|----------------------------------------------|

Part I

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

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

- 1

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☐

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

☒

An organization that normally receives (1) more than 33<sup>1</sup>/<sub>3</sub>% 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<sup>1</sup>/<sub>3</sub>% 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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (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) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (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 2013 (line 6, column (f) divided by line 11, column (f))                                                                                                                                                                                                                                                                                                   |  | 14 |  |  |  |   |
| 15 Public support percentage for 2012 Schedule A, Part II, line 14                                                                                                                                                                                                                                                                                                                          |  | 15 |  |  |  |   |
| 16a 33 1/3% support test—2013. 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—2012. 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—2013. 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—2012. 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) 2009    | (b) 2010    | (c) 2011    | (d) 2012    | (e) 2013    | (f) Total   |
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")                                                                        | 7,054,439   | 5,254,782   | 7,073,492   | 5,505,866   | 6,473,333   | 31,361,912  |
| 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 | 104,901,351 | 108,796,681 | 116,947,065 | 100,141,177 | 123,217,563 | 554,003,837 |
| 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                                                                                                                                             | 111,955,790 | 114,051,463 | 124,020,557 | 105,647,043 | 129,690,896 | 585,365,749 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons                                                                                                |             |             |             |             |             | 0           |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year           |             |             |             |             |             | 0           |
| c Add lines 7a and 7b                                                                                                                                                      |             |             |             |             |             | 0           |
| 8 Public support (Subtract line 7c from line 6.)                                                                                                                           |             |             |             |             |             | 585,365,749 |

| Section B. Total Support                                                                                                                                                                          |             |             |             |             |             |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Calendar year (or fiscal year beginning in) ▶                                                                                                                                                     | (a) 2009    | (b) 2010    | (c) 2011    | (d) 2012    | (e) 2013    | (f) Total   |
| 9 Amounts from line 6                                                                                                                                                                             | 111,955,790 | 114,051,463 | 124,020,557 | 105,647,043 | 129,690,896 | 585,365,749 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                                                | 1,691,545   | 3,744,177   | 2,995,276   | 2,293,923   | 2,504,044   | 13,228,965  |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                                                         |             |             |             |             |             |             |
| c Add lines 10a and 10b                                                                                                                                                                           | 1,691,545   | 3,744,177   | 2,995,276   | 2,293,923   | 2,504,044   | 13,228,965  |
| 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.)                                                                                                | 446,324     | 485,837     | 509,387     | 518,528     | 524,017     | 2,484,093   |
| 13 Total support. (Add lines 9, 10c, 11, and 12.)                                                                                                                                                 | 114,093,659 | 118,281,477 | 127,525,220 | 108,459,494 | 132,718,957 | 601,078,807 |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/> |             |             |             |             |             |             |

| Section C. Computation of Public Support Percentage                                       |    |          |
|-------------------------------------------------------------------------------------------|----|----------|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | 97.390 % |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15                      | 16 | 97.230 % |

| Section D. Computation of Investment Income Percentage                                                                                                                                                                                                                                          |    |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))                                                                                                                                                                                                  | 17 | 2.200 % |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17                                                                                                                                                                                                                         | 18 | 2.360 % |
| 19a 33 1/3% support tests—2013. 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 <input checked="" type="checkbox"/> |    |         |
| b 33 1/3% support tests—2012. 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 <input type="checkbox"/>     |    |         |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>                                                                                                                                            |    |         |

**Part IV**

**Supplemental Information.** 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 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Return Reference             | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| SCHEDULE A, PART III         | THE PUBLIC CHARITY STATUS REFLECTED ON SCHEDULE A, PART I IS FOR SPRINGPOINT SENIOR LIVING, INC , THE LARGEST SUBORDINATE ORGANIZATION INCLUDED IN THE GROUP EXEMPTION RULING AND IN THIS CONSOLIDATED GROUP FORM 990 EACH OF THE FOLLOWING SUBORDINATE ORGANIZATIONS HAVE THE SAME PUBLIC CHARITY STATUS INCLUDED IN THE GROUP EXEMPTION REFLECTED ON SCHEDULE A, PART I, LINE 9, INTERNAL REVENUE CODE SECTION 509(A) (2), AN ORGANIZATION THAT NORMALLY RECEIVES (1) MORE THAN 33 1/3% OF ITS SUPPORT FROM CONTRIBUTIONS, MEMBERSHIP FEES, AND GROSS RECEIPTS FROM ACTIVITIES RELATED TO ITS EXEMPT FUNCTIONS - SUBJECT TO CERTAIN EXCEPTIONS, AND (2) NO MORE THAN 33 1/3% OF ITS SUPPORT FROM GROSS INVESTMENT INCOME AND UNRELATED BUSINESS TAXABLE INCOME (LESS SECTION 511 TAX) FROM BUSINESSES ACQUIRED BY THE ORGANIZATION AFTER JUNE 30, 1975 SPRINGPOINT AT CRESTWOOD, INC SPRINGPOINT AT THE ATRIUM, INC SPRINGPOINT AT MEADOW LAKES, INC SPRINGPOINT AT MONROE, INC SPRINGPOINT AT MONTGOMERY, INC MARCUS L WARD HOME SPRINGPOINT AT HADDONFIELD, INC SPRINGPOINT AT WATERFORD GLEN, INC SPRINGPOINT AT STONY BROOK, INC SPRINGPOINT AT WATCHUNG RIDGE, INC PRESBYTERIAN HOME AT DOVER, INC PRESBYTERIAN HOME AT GALLOWAY, INC PRESBYTERIAN HOME AT HOWELL, INC PRESBYTERIAN HOME AT WEST WINDSOR, INC PRESBYTERIAN HOME AT FRANKLIN, INC PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS, INC THE PRESBYTERIAN HOME AT STAFFORD, INC MIDDLESEX BOROUGH SENIOR CITIZENS HOUSING CORPORATION PRESBYTERIAN HOME AT EAST WINDSOR, INC THE PRESBYTERIAN HOME AT MANCHESTER, INC PRESBYTERIAN HOME OF PLAINFIELD, INC PRESBYTERIAN HOME AT WALL, INC INTEGRATED MANAGEMENT SERVICES, INC SENIOR LIVING INSTITUTE, INC SPRINGPOINT REALTY, INC SENIOR NET, INC SPRINGPOINT AT EASTERN, INC SPRINGPOINT AT RED BANK, INC SPRINGPOINT AT HOME, INC SPRINGPOINT OF NORTHERN NEW JERSEY, INC IN ADDITION TO THE ABOVE, SPRINPOINT FOUNDATION, INC 'S PUBLIC CHARITY STATUS IS REFLECTED ON SCHEDULE A, PART I, LINE 7, INTERNAL REVENUE CODE SECTION 509(A) (1), AN ORGANIZATION THAT NORMALLY RECEIVES A SUBSTANTIAL PART OF ITS SUPPORT FROM A GOVERNMENTAL UNIT OR FROM THE GENERAL PUBLIC DESCRIBED IN SECTION 170 (B) (1) (A) (VI) |

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527  
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**  
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

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

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

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

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

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

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

|                                                           |                                                  |
|-----------------------------------------------------------|--------------------------------------------------|
| Name of the organization<br>SPRINGPOINT SENIOR LIVING INC | Employer identification number<br><br>22-3498690 |
|-----------------------------------------------------------|--------------------------------------------------|

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

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

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

|    |                                                                                         |                                                          |
|----|-----------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1  | Enter the amount of any excise tax incurred by the organization under section 4955      | ▶ \$                                                     |
| 2  | Enter the amount of any excise tax incurred by organization managers under section 4955 | ▶ \$                                                     |
| 3  | If the organization incurred a section 4955 tax, did it file Form 4720 for this year?   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 4a | Was a correction made?                                                                  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| b  | If "Yes," describe in Part IV                                                           |                                                          |

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

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

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

Part II-A

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

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

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

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

| Lobbying Expenditures During 4-Year Averaging Period         |          |          |          |          |           |
|--------------------------------------------------------------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in)                  | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) Total |
| 2a Lobbying nontaxable amount                                |          |          |          |          |           |
| b Lobbying ceiling amount<br>(150% of line 2a, column(e))    |          |          |          |          |           |
| c Total lobbying expenditures                                |          |          |          |          |           |
| d Grassroots nontaxable amount                               |          |          |          |          |           |
| e Grassroots ceiling amount<br>(150% of line 2d, column (e)) |          |          |          |          |           |
| f Grassroots lobbying expenditures                           |          |          |          |          |           |

Part II-B

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

| For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity. |                                                                                                                                                                                                                              | (a) |    | (b)     |
|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
|                                                                                                                           |                                                                                                                                                                                                                              | Yes | No | Amount  |
| 1                                                                                                                         | During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of |     |    |         |
|                                                                                                                           | a Volunteers?                                                                                                                                                                                                                |     | No |         |
|                                                                                                                           | b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?                                                                                                                               |     | No |         |
|                                                                                                                           | c Media advertisements?                                                                                                                                                                                                      |     | No |         |
|                                                                                                                           | d Mailings to members, legislators, or the public?                                                                                                                                                                           |     | No |         |
|                                                                                                                           | e Publications, or published or broadcast statements?                                                                                                                                                                        |     | No |         |
|                                                                                                                           | f Grants to other organizations for lobbying purposes?                                                                                                                                                                       |     | No |         |
|                                                                                                                           | g Direct contact with legislators, their staffs, government officials, or a legislative body?                                                                                                                                |     | No |         |
|                                                                                                                           | h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?                                                                                                                                  | Yes |    |         |
|                                                                                                                           | i Other activities?                                                                                                                                                                                                          |     | No |         |
|                                                                                                                           | j Total Add lines 1c through 1i                                                                                                                                                                                              |     |    |         |
| 2a                                                                                                                        | Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?                                                                                                                                |     | No | 119,889 |
| b                                                                                                                         | If "Yes," enter the amount of any tax incurred under section 4912                                                                                                                                                            |     |    |         |
| c                                                                                                                         | If "Yes," enter the amount of any tax incurred by organization managers under section 4912                                                                                                                                   |     |    |         |
| d                                                                                                                         | If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?                                                                                                                                 |     |    |         |

Part III-A

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

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

Part III-B

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

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

Part IV

Supplemental Information

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

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

[illegible]

SCHEDULE D  
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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. Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

|                                                           |                                              |
|-----------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>SPRINGPOINT SENIOR LIVING INC | Employer identification number<br>22-3498690 |
|-----------------------------------------------------------|----------------------------------------------|

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

|   |                                                                                                                                                                                                                                                                                                                                        |                              |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
|   | (a) Donor advised funds                                                                                                                                                                                                                                                                                                                | (b) Funds and other accounts |
| 1 | Total number at end of year                                                                                                                                                                                                                                                                                                            |                              |
| 2 | Aggregate contributions to (during year)                                                                                                                                                                                                                                                                                               |                              |
| 3 | Aggregate grants from (during year)                                                                                                                                                                                                                                                                                                    |                              |
| 4 | Aggregate value at end of year                                                                                                                                                                                                                                                                                                         |                              |
| 5 | Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>                                                            |                              |
| 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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div> |                              |

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 easements1                                                                                                  |
| b | Total acreage restricted by conservation easements32 00                                                                                  |
| c | Number of conservation easements on a certified historic structure included in (a)                                                       |
| d | Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register |

3

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

4

Number of states where property subject to conservation easement is located ▶1

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☒ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☒ Yes☐ No

9

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

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

1a

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

b

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

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

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

2

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

a

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

b

Assets included in Form 990, Part X▶ \$

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

Cat No 52283D

Schedule D (Form 990) 2013

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☒ No
- b

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

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 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 | b (c)Two years back | (d)Three years back | (e)Four years back |
|------------------------------------------------------------|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                     | 8,598,158       | 8,509,951     | 8,687,953           | 7,380,853           | 4,872,930          |
| b Contributions . . . . .                                  | 3,180,071       | 1,536,442     | 2,253,023           | 2,550,924           | 3,511,030          |
| c Net investment earnings, gains, and losses               | 842,271         | 689,624       | 22,823              | 331,246             | 279,096            |
| d Grants or scholarships . . . . .                         |                 |               |                     |                     |                    |
| e Other expenditures for facilities and programs . . . . . | 1,373,610       | 2,137,859     | 2,453,848           | 1,575,070           | 1,282,203          |
| f Administrative expenses . . . . .                        |                 |               |                     |                     |                    |
| g End of year balance . . . . .                            | 11,246,890      | 8,598,158     | 8,509,951           | 8,687,953           | 7,380,853          |

- 2

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

a

Board designated or quasi-endowment

b

Permanent endowment

35 000 %

c

Temporarily restricted endowment

65 000 %

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

☐ Yes

☐ No
- 4

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

Part VI

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property                                                                          | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land . . . . .                                                                                |                                      | 26,294,682                     |                              | 26,294,682     |
| b Buildings . . . . .                                                                            |                                      | 567,245,753                    | 242,734,910                  | 324,510,843    |
| c Leasehold improvements . . . . .                                                               |                                      |                                |                              |                |
| d Equipment . . . . .                                                                            |                                      | 47,276,243                     | 36,268,125                   | 11,008,118     |
| e Other . . . . .                                                                                |                                      | 195,577                        |                              | 195,577        |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                |                              | 362,009,220    |



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

|          |                                                                                                         |           |  |
|----------|---------------------------------------------------------------------------------------------------------|-----------|--|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements . . . . .                      | <b>1</b>  |  |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                      |           |  |
| <b>a</b> | Net unrealized gains on investments . . . . .                                                           | <b>2a</b> |  |
| <b>b</b> | Donated services and use of facilities . . . . .                                                        | <b>2b</b> |  |
| <b>c</b> | Recoveries of prior year grants . . . . .                                                               | <b>2c</b> |  |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .                                                                | <b>2d</b> |  |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                         | <b>2e</b> |  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                    | <b>3</b>  |  |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>                              |           |  |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                              | <b>4a</b> |  |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .                                                                | <b>4b</b> |  |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                             | <b>4c</b> |  |
| <b>5</b> | Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . . | <b>5</b>  |  |

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

**Part XIII Supplemental Information**

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.

| Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART X, LINE 2   | THE SPRINGPOINT SENIOR LIVING GROUP RETURN ACCOUNTS FOR UNCERTAINTY IN INCOME TAXES USING A RECOGNITION THRESHOLD OF MORE-LIKELY-THAN NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPROPRIATE TAXING AUTHORITY. MEASUREMENT OF THE TAX UNCERTAINTY OCCURS IF THE RECOGNITION THRESHOLD IS MET. MANAGEMENT DETERMINED THERE WERE NO TAX UNCERTAINTIES THAT MET THE RECOGNITION THRESHOLD IN 2013 AND 2012. THE GROUP RETURN'S FEDERAL EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURNS FOR THE YEARS ENDED DECEMBER 31, 2012, 2011, AND 2010 REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE. |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

[illegible]

Additional Data

Software ID:

Software Version:

EIN: 22-3498690

Name: SPRINGPOINT SENIOR LIVING INC

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

| 1 | (a) Description of Liability             | (b) Book Value |
|---|------------------------------------------|----------------|
|   | RESIDENTS DEPOSITS                       | 3,498,723      |
|   | DUE TO AFFILIATES                        | 3,164,017      |
|   | DERIVATIVE INSTRUMENTS                   | 2,242,173      |
|   | OTHER LIABILITIES                        | 360,000        |
|   | CAPITAL ADVANCES                         | 80,835,527     |
|   | LIABILITIES OF SPLIT INTEREST AGREEMENTS | 4,584,962      |
|   | NOTES PAYABLE TO AFFILIATES              | 26,650,000     |
|   | CAPITAL LEASE OBLIGATION                 | 111,000        |
|   | REFUNDABLE ENTRANCE FEES                 | 219,962,986    |

SCHEDULE G  
(Form 990 or 990-EZ)

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.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.  
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
SPRINGPOINT SENIOR LIVING INC

Employer identification number  
22-3498690

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1

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

a

☒

Mail solicitations

e

☒

Solicitation of non-government grants

b

☒

Internet and email solicitations

f

☐

Solicitation of government grants

c

☒

Phone solicitations

g

☒

Special fundraising events

d

☒

In-person solicitations

2a

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

☒ Yes

☐ No

b

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

| (i) Name and address of individual or entity (fundraiser)                 | (ii) Activity         | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col (i) | (vi) Amount paid to (or retained by) organization |
|---------------------------------------------------------------------------|-----------------------|----------------------------------------------------------------|----|-----------------------------------|------------------------------------------------------------------|---------------------------------------------------|
|                                                                           |                       | Yes                                                            | No |                                   |                                                                  |                                                   |
| 1<br>ZANONI & ASSOCIATES<br>33 SHEFFIELD DRIVE<br><br>MANSFIELD, NJ 08022 | PROGRAM SOLICITATIONS |                                                                | No | 358,301                           | 66,000                                                           | 292,301                                           |
| 2                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 3                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 4                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 5                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 6                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 7                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 8                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 9                                                                         |                       |                                                                |    |                                   |                                                                  |                                                   |
| 10                                                                        |                       |                                                                |    |                                   |                                                                  |                                                   |
| Total . . . . . ▶                                                         |                       |                                                                |    | 358,301                           | 66,000                                                           | 292,301                                           |

3

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

NJ, PA

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

|                 |    | (a) Event #1                                                            | (b) Event #2     | (c) Other events   | (d) Total events              |
|-----------------|----|-------------------------------------------------------------------------|------------------|--------------------|-------------------------------|
|                 |    | <u>GOLF OUTING</u><br>(event type)                                      | <br>(event type) | <br>(total number) | (add col (a) through col (c)) |
| Revenue         | 1  | Gross receipts . . . .                                                  | 212,155          |                    | 212,155                       |
|                 | 2  | Less Contributions . . . .                                              | 141,205          |                    | 141,205                       |
|                 | 3  | Gross income (line 1 minus line 2) . . . .                              | 70,950           |                    | 70,950                        |
| Direct Expenses | 4  | Cash prizes . . . .                                                     |                  |                    |                               |
|                 | 5  | Noncash prizes . . . .                                                  | 4,378            |                    | 4,378                         |
|                 | 6  | Rent/facility costs . . . .                                             | 49,060           |                    | 49,060                        |
|                 | 7  | Food and beverages . . . .                                              | 15,750           |                    | 15,750                        |
|                 | 8  | Entertainment . . . .                                                   |                  |                    |                               |
|                 | 9  | Other direct expenses . . . .                                           | 29,177           |                    | 29,177                        |
|                 | 10 | Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶  |                  |                    |                               |
|                 | 11 | Net income summary Subtract line 10 from line 3, column (d) . . . . . ▶ |                  |                    |                               |

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)) |
|-----------------|---|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------|
|                 |   |                                                                                 |                                                                                 |                                                                                 |                                                |
| Direct Expenses | 1 | Gross revenue . . . . .                                                         |                                                                                 |                                                                                 |                                                |
|                 | 2 | Cash prizes . . . . .                                                           |                                                                                 |                                                                                 |                                                |
|                 | 3 | Non-cash prizes . . . . .                                                       |                                                                                 |                                                                                 |                                                |
|                 | 4 | Rent/facility costs . . . . .                                                   |                                                                                 |                                                                                 |                                                |
|                 | 5 | Other direct expenses . . . . .                                                 |                                                                                 |                                                                                 |                                                |
|                 | 6 | <div><input type="checkbox"/> Yes _____ %<br/><input type="checkbox"/> No</div> | <div><input type="checkbox"/> Yes _____ %<br/><input type="checkbox"/> No</div> | <div><input type="checkbox"/> Yes _____ %<br/><input type="checkbox"/> No</div> |                                                |
|                 | 7 | Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶          |                                                                                 |                                                                                 |                                                |
|                 | 8 | Net gaming income summary Subtract line 7 from line 1, 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

|                                      |            |   |
|--------------------------------------|------------|---|
| <b>a</b> The organization's facility | <b>13a</b> | % |
| <b>b</b> An outside facility         | <b>13b</b> | % |

**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.** 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).

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
SPRINGPOINT SENIOR LIVING INC

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

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public  
Inspection

Employer identification number  
22-3498690

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

☒ Yes ☐ No
- 2

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

Part II

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

| (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) RESIDENT ASSISTANCE        | 23                      | 598,462                 |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |
|                                |                         |                         |                                  |                                                      |                                       |

**Part IV**

**Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

| Return Reference | Explanation                                                                                                                                                              |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART I, LINE 2   | GRANTS ARE MONITORED BY THE ORGANIZATION'S FINANCE PERSONNEL THROUGH THE UTILIZATION OF COST CENTERS AND OTHER INFORMATION, INCLUDING WRITTEN DOCUMENTATION AND RECEIPTS |

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.  
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization  
SPRINGPOINT SENIOR LIVING INC

Employer identification number  
22-3498690

Part I

Questions Regarding Compensation

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |     |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Yes | No  |
| 1a | Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.<br><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div> |     |     |
| 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 directors, trustees, officers, including 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.<br><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>                                                       |     |     |
| 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:<br><div><div>a Receive a severance payment or change-of-control payment?</div><div>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div><div>c Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.                                                                                                                                                                                                                                                                                                            | 4a  | Yes |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 4b  | Yes |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 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:<br><div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 5a or 5b, describe in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 5a  | No  |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 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:<br><div><div>a The organization?</div><div>b Any related organization?</div></div> If "Yes," to line 6a or 6b, describe in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 6a  | No  |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 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   | Yes |
|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |     |
| 8  | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 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 |                                                |                         |                                 |                                                         |
| See Additional Data Table |  |                                                    |                                     |                                     |                                                |                         |                                 |                                                         |

Part IIISupplemental Information

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

| Return Reference   | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PART I, LINES 4A-B | SPRINGPOINT DID PAY THE FOLLOWING PEOPLE SEVERENCE IN 2013 GREGORY ROGERINO (\$1,906,806), DANIEL RAUCH (\$175,749) AND KEITH GRADY (\$138,683) THE DEFERRED COMPENSATION AMOUNT IN COLUMN C FOR THE FOLLOWING INDIVIDUALS INCLUDES UNVESTED BENEFITS IN A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN WHICH ARE SUBJECT TO A SUBSTANTIAL RISK OF COMPLETE FORFEITURE ACCORDINGLY, THE INDIVIDUALS MAY NEVER ACTUALLY RECEIVE THIS UNVESTED BENEFIT AMOUNT THE AMOUNTS OUTLINED HEREIN WERE NOT INCLUDED IN THE INDIVIDUAL'S 2013 FORM W-2, BOX 5 AS TAXABLE MEDICARE WAGES GARRETT I MIDGETT III, \$28,098, ANTHONY ARGONDIZZA, \$28,529 AND MAUREEN E CAFFERTY, ESQ , \$23,523 |
| PART I, LINE 7     | CERTAIN INDIVIDUALS INCLUDED IN SCHEDULE J, PART II RECEIVED A BONUS DURING CALENDAR YEAR 2013 WHICH AMOUNTS WERE INCLUDED IN COLUMN B(II) HEREIN AND IN EACH INDIVIDUAL'S 2013 FORM W-2, BOX 5, AS TAXABLE MEDICARE WAGES PLEASE REFER TO THIS SECTION OF THE FORM 990, SCHEDULE J FOR THIS INFORMATION BY PERSON BY AMOUNT                                                                                                                                                                                                                                                                                                                                                |

Additional Data

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

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

| (A) Name                                              |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                          | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|-------------------------------------------------------|------|----------------------------------------------------|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|------------------------------------------------------------|
|                                                       |      | (i) Base Compensation                              | (ii) Bonus & incentive compensation | (iii) Other compensation |                           |                         |                                 |                                                            |
| GARY PUMA<br>PRESIDENT/CEO (EX-OFFICIO)               | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 504,528                                            | 435,406                             | 22,964                   | 15,300                    | 32,393                  | 1,010,591                       | 0                                                          |
| ANTHONY ARGONDIZZA ASST SECRETARY/COO                 | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 278,357                                            | 162,873                             | 8,965                    | 44,929                    | 30,781                  | 525,905                         | 0                                                          |
| GARRETT T MIDGETT III TREASURER/ CFP                  | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 268,814                                            | 156,507                             | 9,665                    | 44,498                    | 37,224                  | 516,708                         | 0                                                          |
| MAUREEN E CAFFERTY SECRETARY/GENERAL COUNSEL          | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 221,108                                            | 127,557                             | 7,690                    | 38,765                    | 28,875                  | 423,995                         | 0                                                          |
| PAMELA SMITH SR VP STRATEGIC SERVICES                 | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 166,362                                            | 116,482                             | 6,414                    | 16,343                    | 18,977                  | 324,578                         | 0                                                          |
| JESSICA FOGG VP SALES                                 | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 154,428                                            | 42,534                              | 7,225                    | 8,571                     | 30,781                  | 243,539                         | 0                                                          |
| MARYBETH KOPEC VP FINANCE                             | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 176,245                                            | 74,425                              | 6,943                    | 15,439                    | 36,474                  | 309,526                         | 0                                                          |
| RAYMOND R LEENIG VP INFORMATION TECHNOLOGY            | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 184,276                                            | 49,477                              | 7,835                    | 13,859                    | 19,371                  | 274,818                         | 0                                                          |
| LINDA ROSE SR VP HEALTH SERVICES                      | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 204,154                                            | 89,290                              | 8,779                    | 14,445                    | 23,064                  | 339,732                         | 0                                                          |
| DAVID WOODWARD VP AFFORDABLE HOUSING                  | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 196,670                                            | 89,477                              | 8,582                    | 12,947                    | 21,216                  | 328,892                         | 0                                                          |
| GREGORY ROGERINO PRESIDENT / CEO - WINCHESTER GARDENS | (i)  | 497,735                                            | 25,000                              | 1,913,024                | 10,200                    | 25,846                  | 2,471,805                       | 0                                                          |
|                                                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| DANIEL RAUCH CFO - WINCHESTER GARDENS (END 2013)      | (i)  | 145,590                                            | 20,000                              | 176,036                  | 10,200                    | 37,712                  | 389,538                         | 0                                                          |
|                                                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| JOSEPH T CLAFFEY VP FOUNDATION                        | (i)  | 127,831                                            | 55,226                              | 4,406                    | 9,174                     | 29,318                  | 225,955                         | 0                                                          |
|                                                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| JOHN C RAUNER CCRC EXECUTIVE DIRECTOR                 | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 148,338                                            | 41,648                              | 3,342                    | 10,239                    | 34,724                  | 238,291                         | 0                                                          |
| DAVID B WEAN CCRC EXECUTIVE DIRECTOR                  | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 182,082                                            | 52,685                              | 2,200                    | 12,476                    | 23,064                  | 272,507                         | 0                                                          |
| RICHARD WHITEMAN CCRC EXECUTIVE DIRECTOR              | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 146,192                                            | 40,361                              | 420                      | 11,595                    | 30,781                  | 229,349                         | 0                                                          |
| JUDITH LOBUE DIRECTOR OF HEALTH SERVICES              | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 131,806                                            | 35,208                              | 5,977                    | 9,272                     | 9,795                   | 192,058                         | 0                                                          |
| BRENDEN GAROZZO CCRC EXECUTIVE DIRECTOR               | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                                       | (ii) | 152,182                                            | 40,586                              | 1,929                    | 11,483                    | 9,795                   | 215,975                         | 0                                                          |
| KEITH GRADY VICE PRESIDENT - WINCHESTER GARDENS       | (i)  | 117,456                                            | 3,000                               | 138,887                  | 5,477                     | 25,846                  | 290,666                         | 0                                                          |
|                                                       | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |

Schedule K  
(Form 990)

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.  
▶ Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization  
SPRINGPOINT SENIOR LIVING INC

Employer identification number  
22-3498690

Part I

Bond Issues

|   | (a) Issuer name                           | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose            | (g) Defeased |    | (h) On behalf of issuer |    | (i) Pool financing |    |
|---|-------------------------------------------|----------------|-------------|-----------------|-----------------|---------------------------------------|--------------|----|-------------------------|----|--------------------|----|
|   |                                           |                |             |                 |                 |                                       | Yes          | No | Yes                     | No | Yes                | No |
| A | NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY | 22-2045817     |             | 12-14-2010      | 30,000,000      | RENOVATIONS/DEBT PAYOFF               |              | X  |                         | X  | X                  |    |
| B | NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY | 22-2045817     |             | 12-06-2011      | 20,000,000      | RENOVATIONS/DEBT PAYOFF               |              | X  |                         | X  | X                  |    |
| C | NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY | 22-2045817     |             | 11-01-2012      | 52,735,000      | RENOVATIONS/DEBT PAYOFF               |              | X  |                         | X  |                    | X  |
| D | NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY | 22-2045817     | 645916YQ4   | 02-01-2004      | 35,810,000      | ADVANCE REFUNDING OF 1996 NJEDA BONDS |              | X  |                         | X  |                    | X  |

Part II

Proceeds

|    |                                                                                                        | A          |    | B          |    | C          |    | D          |    |
|----|--------------------------------------------------------------------------------------------------------|------------|----|------------|----|------------|----|------------|----|
| 1  | Amount of bonds retired                                                                                | 48,286,970 |    |            |    | 48,286,970 |    | 6,375,000  |    |
| 2  | Amount of bonds legally defeased                                                                       |            |    |            |    |            |    |            |    |
| 3  | Total proceeds of issue                                                                                | 30,000,000 |    | 20,000,000 |    | 52,735,000 |    | 35,740,936 |    |
| 4  | Gross proceeds in reserve funds                                                                        | 2,000,000  |    | 2,000,000  |    |            |    |            |    |
| 5  | Capitalized interest from proceeds                                                                     |            |    |            |    |            |    |            |    |
| 6  | Proceeds in refunding escrows                                                                          |            |    |            |    |            |    |            |    |
| 7  | Issuance costs from proceeds                                                                           | 332,456    |    | 300,000    |    | 717,606    |    | 688,782    |    |
| 8  | Credit enhancement from proceeds                                                                       |            |    |            |    |            |    |            |    |
| 9  | Working capital expenditures from proceeds                                                             | 29,667,544 |    | 17,700,000 |    |            |    | 135,532    |    |
| 10 | Capital expenditures from proceeds                                                                     | 3,720,424  |    |            |    | 3,720,424  |    |            |    |
| 11 | Other spent proceeds                                                                                   | 37,916,622 |    |            |    |            |    | 37,916,622 |    |
| 12 | Other unspent proceeds                                                                                 |            |    |            |    |            |    |            |    |
| 13 | Year of substantial completion                                                                         | 2010       |    | 2011       |    | 2004       |    |            |    |
|    |                                                                                                        | Yes        | No | Yes        | No | Yes        | No | Yes        | No |
| 14 | Were the bonds issued as part of a current refunding issue?                                            |            | X  |            | X  |            | X  |            | X  |
| 15 | Were the bonds issued as part of an advance refunding issue?                                           |            | X  |            | X  | X          |    | X          |    |
| 16 | Has the final allocation of proceeds been made?                                                        | X          |    | X          |    | X          |    | X          |    |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X          |    | X          |    | X          |    | X          |    |

Part III

Private Business Use

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

Part III

Private Business Use (Continued)

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

Part IV

Arbitrage

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

Part IV Arbitrage (Continued)

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

Part V Procedures To Undertake Corrective Action

|  | 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? | A   |    | B   |    | C   |    | D   |    |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
|  |                                                                                                                                                                                                                                                                  | Yes | No | Yes | No | Yes | No | Yes | No |
|  |                                                                                                                                                                                                                                                                  | X   |    |     | X  | X   |    | X   |    |

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

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

|                          |                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |                           |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------|
| Schedule K<br>(Form 990) | <div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.</div> <div>▶ Attach to Form 990. ▶ See separate instructions.</div> <div>▶ Information about Schedule K (Form 990) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div> |  | OMB No 1545-0047          |
|                          |                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | 2013                      |
|                          |                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | Open to Public Inspection |

|                                                        |                                                           |                                              |
|--------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------|
| Department of the Treasury<br>Internal Revenue Service | Name of the organization<br>SPRINGPOINT SENIOR LIVING INC | Employer identification number<br>22-3498690 |
|--------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------|

Part I

Bond Issues

| (a) Issuer name                             | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose            | (g) Defeased |    | (h) On behalf of issuer |    | (i) Pool financing |    |
|---------------------------------------------|----------------|-------------|-----------------|-----------------|---------------------------------------|--------------|----|-------------------------|----|--------------------|----|
|                                             |                |             |                 |                 |                                       | Yes          | No | Yes                     | No | Yes                | No |
| A NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY | 22-2045817     | 645916XL6   | 02-25-2004      | 10,000,000      | ADVANCE REFUNDING OF 1996 NJEDA BONDS |              | X  |                         | X  |                    | X  |

Part II

Proceeds

|    |                                                                                                        | A         |    | B   |    | C   |    | D   |    |
|----|--------------------------------------------------------------------------------------------------------|-----------|----|-----|----|-----|----|-----|----|
| 1  | Amount of bonds retired                                                                                | 2,365,000 |    |     |    |     |    |     |    |
| 2  | Amount of bonds legally defeased                                                                       |           |    |     |    |     |    |     |    |
| 3  | Total proceeds of issue                                                                                | 9,980,713 |    |     |    |     |    |     |    |
| 4  | Gross proceeds in reserve funds                                                                        |           |    |     |    |     |    |     |    |
| 5  | Capitalized interest from proceeds                                                                     |           |    |     |    |     |    |     |    |
| 6  | Proceeds in refunding escrows                                                                          |           |    |     |    |     |    |     |    |
| 7  | Issuance costs from proceeds                                                                           |           |    |     |    |     |    |     |    |
| 8  | Credit enhancement from proceeds                                                                       |           |    |     |    |     |    |     |    |
| 9  | Working capital expenditures from proceeds                                                             | 192,343   |    |     |    |     |    |     |    |
| 10 | Capital expenditures from proceeds                                                                     |           |    |     |    |     |    |     |    |
| 11 | Other spent proceeds                                                                                   | 9,750,522 |    |     |    |     |    |     |    |
| 12 | Other unspent proceeds                                                                                 |           |    |     |    |     |    |     |    |
| 13 | Year of substantial completion                                                                         |           |    |     |    |     |    |     |    |
|    |                                                                                                        | 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

|   |                                                                                                                            |  |  |  | A   |    | B   |    | C   |    | D   |    |
|---|----------------------------------------------------------------------------------------------------------------------------|--|--|--|-----|----|-----|----|-----|----|-----|----|
|   |                                                                                                                            |  |  |  | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 | Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? |  |  |  |     | X  |     |    |     |    |     |    |
| 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                                                                      |     |    |     |    |     |    |     |    |
| 5  | Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government |     |    |     |    |     |    |     |    |
| 6  | Total of lines 4 and 5                                                                                                                                                                                                               |     |    |     |    |     |    |     |    |
| 7  | Does the bond issue meet the private security or payment test?                                                                                                                                                                       |     | X  |     |    |     |    |     |    |
| 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?                                                                                            |     |    |     |    |     |    |     |    |
| b  | Exception to rebate?                                                                                           |     |    |     |    |     |    |     |    |
| c  | No rebate due?                                                                                                 |     |    |     |    |     |    |     |    |
|    | 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                                                                                               |     |    |     |    |     |    |     |    |
| c  | Term of hedge                                                                                                  |     |    |     |    |     |    |     |    |
| d  | Was the hedge superintegrated?                                                                                 |     |    |     |    |     |    |     |    |
| e  | Was the hedge terminated?                                                                                      |     |    |     |    |     |    |     |    |

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 |
| 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. Provide additional information for responses to questions on Schedule K (see instructions).

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

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.  
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public  
Inspection

|                                                           |                                              |
|-----------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>SPRINGPOINT SENIOR LIVING INC | Employer identification number<br>22-3498690 |
|-----------------------------------------------------------|----------------------------------------------|

| Return Reference           | Explanation                                                                                                                                                                                                                                                                                                                            |
|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART III, LINE 2 | MARCUS L WARD HOME D/B/A WINCHESTER GARDENS ("WINCHESTER") WAS ACQUIRED ON JULY 17, 2013 WINCHESTER BECAME AN AFFILIATE OF SPRINGPOINT THROUGH A TRANSFER OF SOLE CORPORATE MEMBERSHIP WINCHESTER REMAINS AS A SEPARATE NOT-FOR-PROFIT ORGANIZATION NO CONSIDERATION WAS PAID OR RECEIVED BY SPRINGPOINT TO CONSUMMATE THE AFFILIATION |

| Return Reference | Explanation       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------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|                  | PART III, LINE 4A | <p>BACKGROUND SPRINGPOINT SENIOR LIVING IS NEW JERSEY'S LEADING NOT-FOR-PROFIT PROVIDER OF SENIOR HOUSING AND CARE, IN BUSINESS SINCE 1916 THROUGH OUR SPRINGPOINT FOUNDATION, WE PROVIDE FINANCIAL SUPPORT FOR RESIDENTS IN NEED, AS WELL AS OFFER LIFE-ENHANCING EDUCATIONAL, ARTS AND CULTURAL PROGRAMMING OTHER AFFILIATED SERVICES INCLUDE MANAGEMENT AND DEVELOPMENT ON A PARTNERSHIP OR FEE BASIS THROUGH PRINCETON SENIOR LIVING SPRINGPOINT SENIOR LIVING OWNS AND OPERATES 24 SENIOR COMMUNITIES THROUGHOUT NEW JERSEY INCLUDING SIX FULL-SERVICE SENIOR LIVING AND 18 AFFORDABLE HOUSING COMMUNITIES SPRINGPOINT EMPLOYS APPROXIMATELY 1,350 INDIVIDUALS WHO CARE FOR MORE THAN 3,300 RESIDENTS SPRINGPOINT SENIOR LIVING IS GUIDED BY ITS COMMITMENT TO THE QUALITY OF LIFE OF ITS OWN RESIDENTS AS WELL AS CONCERN FOR THE WELL-BEING OF SENIORS THROUGHOUT NEW JERSEY SPRINGPOINT SENIOR LIVING IS NON-DENOMINATIONAL, WELCOMING RESIDENTS OF ALL FAITHS AND BACKGROUNDS "RESIDENTS-FIRST" PHILOSOPHY AT SPRINGPOINT SENIOR LIVING, OUR "RESIDENTS-FIRST" PHILOSOPHY GUIDES US IN PROMOTING AND EXPANDING OUR MISSION OF OFFERING HIGH-QUALITY HOUSING AND SERVICES AND AN OUTSTANDING QUALITY OF LIFE FOR EVERY RESIDENT, EVERY DAY SPRINGPOINT SENIOR LIVING STATEMENT FOR COMMUNITY BENEFITS SPRINGPOINT SENIOR LIVING IS AN ACTIVE COMMUNITY PARTNER, BRINGING PHILANTHROPIC, CULTURAL AND EDUCATIONAL RESOURCES TO SENIORS AND THEIR FAMILY MEMBERS ACROSS NEW JERSEY SPRINGPOINT SENIOR LIVING VALUES SPRINGPOINT SENIOR LIVING IS GUIDED BY THE FOLLOWING VALUES IN FURTHERING ITS CHARITABLE TAX-EXEMPT PURPOSES 1 RESPECT WE RECOGNIZE THE VALUE AND DIGNITY OF EVERY PERSON 2 COMPASSION WE SEEK TO UNDERSTAND AND EMPATHIZE WITH OTHERS 3 INTEGRITY WE ARE HONEST, RESPONSIBLE AND ETHICAL 4 SERVICE WE ENDEAVOR TO EXCEED EXPECTATIONS 5 EXCELLENCE WE STRIVE TO DO EVERYTHING OF THE HIGHEST QUALITY VISION TO BE THE LEADER IN INNOVATIVE HOUSING, HEALTHCARE AND INTEGRATED SUPPORTIVE SERVICE SOLUTIONS SPRINGPOINT SENIOR LIVING COMMUNITIES FULL-SERVICE SENIOR LIVING SPRINGPOINT FULL SERVICE SENIOR LIVING COMMUNITIES OFFER FLEXIBLE ACCOMMODATIONS DESIGNED TO MEET HEALTH AND HOUSING NEEDS THAT CAN CHANGE OVER TIME THE FULL-SERVICE CARE SPECTRUM ENCOMPASSES INDEPENDENT LIVING, ASSISTED LIVING AND SKILLED NURSING CARE THESE COMMUNITIES ALSO OFFER HOUSEKEEPING, MEALS AND ACTIVITIES ALL SIX SPRINGPOINT FULL-SERVICE RETIREMENT COMMUNITIES HOLD ACCREDITATION BY CARF-CCAC, THE NATION'S ONLY ACCREDITING BODY FOR CONTINUING CARE RETIREMENT COMMUNITIES SERVICES OFFERED BY SPRINGPOINT FULL-SERVICE SENIOR LIVING COMMUNITIES INCLUDE, AMONG OTHER THINGS - RESTAURANT-STYLE AND CASUAL DINING - HIGH-QUALITY ON-SITE HEALTH CARE - FITNESS CENTER AND INDOOR POOL (CRESTWOOD MANOR, MEADOW LAKES, MONROE VILLAGE, STONEBRIDGE AT MONTGOMERY AND WINCHESTER GARDENS) - BEAUTY AND BARBER SHOP - HOUSEKEEPING SERVICES - CONCIERGE SERVICES FULL-SERVICE SENIOR LIVING COMMUNITY SNAPSHOT CRESTWOOD MANOR, WHITING, NJ CRESTWOOD OFFERS 331 ONE- AND TWO-BEDROOM APARTMENTS, 32 EXPANDED SERVICES PROGRAM UNITS, AND A 64-BED SKILLED NURSING CARE CENTER ON A 40-ACRE CAMPUS IN OCEAN COUNTY MEADOW LAKES, EAST WINDSOR, NJ MEADOW LAKES OFFERS 245 INDEPENDENT LIVING APARTMENTS, 15 COTTAGES, 44 ASSISTED LIVING SUITES AND 60 SKILLED NURSING BEDS ON A 103-ACRE CAMPUS IN MERCER COUNTY MONROE VILLAGE, MONROE TOWNSHIP, NJ MONROE VILLAGE OFFERS 287 INDEPENDENT LIVING APARTMENTS, 28 ASSISTED LIVING SUITES AND 60 SKILLED NURSING BEDS ON 55 ACRES IN MIDDLESEX COUNTY STONEBRIDGE AT MONTGOMERY, SKILLMAN, NJ STONEBRIDGE OFFERS 187 INDEPENDENT LIVING APARTMENTS, 24 COTTAGES, 60 ASSISTED LIVING APARTMENTS AND 40 SKILLED NURSING BEDS ON 40 ACRES IN SOMERSET COUNTY THE ATRIUM AT NAVESINK HARBOR, RED BANK, NJ THE ATRIUM AT NAVESINK HARBOR OFFERS 140 INDEPENDENT LIVING UNITS, AND 43 SKILLED NURSING BEDS WINCHESTER GARDENS, MAPLEWOOD, NJ WINCHESTER GARDENS OFFERS 162 INDEPENDENT LIVING APARTMENTS, 40 VILLAS AND 115 HEALTH CENTER UNITS OFFERING ASSISTED LIVING AND FORMAL LONG TERM CARE SERVICES AFFORDABLE HOUSING SPRINGPOINT AFFORDABLE HOUSING COMMUNITIES OFFER COMFORTABLE, ATTRACTIVE, REASONABLY-PRICED HOUSING OPTIONS TO INDIVIDUALS WITH LIMITED INCOMES PROSPECTIVE RESIDENTS ARE AGE 62 AND OVER AND MUST MEET FEDERAL INCOME GUIDELINES RESIDENTS PAY RENT BASED ON 30% OF THEIR ADJUSTED GROSS ANNUAL INCOME INCOME LIMITS VARY BY LOCATION HEAT AND HOT WATER ARE ALSO INCLUDED IN THE RENTAL FEE PLEASE NOTE BELOW-MARKET FLAT-FEE RENTS APPLY AT SAMUEL MILLER AND FOR SOME APARTMENTS AT ASBURY TOWER EACH SPRINGPOINT AFFORDABLE HOUSING COMMUNITY OFFERS PRIVATE UNFURNISHED APARTMENTS WITH EASY ACCESS TO TRANSPORTATION, SHOPPING, MEDICAL FACILITIES AND OTHER AMENITIES SPRINGPOINT SENIOR LIVING AFFORDABLE HOUSING COMMUNITIES INCLUDE - ALLAIRE CROSSING, WALL, 66 UNITS (MANAGED) - ASBURY TOWER, ASBURY PARK, 350 UNITS (MANAGED) - BUTLER SENIOR COMMUNITY, BUTLER, 90 UNITS (MANAGED) - COUNTRY SIDE MEADOWS, EGG HARBOR CITY, 83 UNITS - CROSS</p> |

| Return Reference | Explanation          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
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|                  | PART III,<br>LINE 4A | <p>ROADS AT HOWELL, FREEHOLD, 86 UNITS - THE OAKS AT TOMS RIVER, 85 UNITS - FRIENDSHIP GARDEN S, HOWELL, 99 UNITS (MANAGED) - THE GABLES AT WEST WINDSOR, 85 UNITS - HIDDEN BROOK AT FRA NKLIN, 85 UNITS - MANCHESTER PINES, WHITING, 84 UNITS - PLAINFIELD TOWER WEST, PLAINFIELD, 154 UNITS (MANAGED) - PORTLAND POINTE, ATLANTIC HIGHLANDS, 57 UNITS - ROBERT NOBLE MANOR, 40 UNITS (MANAGED) - SAMUEL MILLER SENIOR HOUSING, MOUNT HOLLY, 29 UNITS (MANAGED) - STAF FORD BY THE BAY, MANAHAWKIN, 85 UNITS - WATCHING TERRACE AT MIDDLESEX, 86 UNITS - WHEATON POINTE AT EAST WINDSOR, 84 UNITS - WOODLANDS AT RAMSEY, 99 UNITS (MANAGED) SPRINGPOINT FOU NDATION THE SPRINGPOINT FOUNDATION IS THE COMMUNITY OUTREACH AND PHILANTHROPIC ARM OF SPRI NGPOINT SENIOR LIVING SINCE 1916, THE PRIMARY PURPOSE OF THE SPRINGPOINT FOUNDATION HAS B EEN MAKING A DIFFERENCE IN THE LIVES OF SENIORS AND THEIR FAMILIES THROUGH OUR RESIDENT AN D COMMUNITY PARTNERSHIP PROGRAMS WE SEEK TO ACCOMPLISH OUR GOALS BY ENCOURAGING CHARITABL E SUPPORT THROUGH A VARIETY OF GIVING AND SPONSORSHIP OPPORTUNITIES, SPECIAL EVENTS AND GI FT PLANNING PROGRAMS LIFE-ENHANCING RESIDENT ASSISTANCE BENEVOLENT CARE FINANCIAL STABIL ITY EQUALS PEACE OF MIND FOR TODAY'S AGING ADULTS TODAY, WE ARE HOLDING TRUE TO OUR MISSI ON AND HELPING MORE RESIDENTS FINANCIALLY THAN IN ANY PREVIOUS YEAR SUPPLEMENTAL MEDICAL SERVICES NECESSARY MEDICAL CARE CAN OFTEN BE UNAFFORDABLE OR UNATTAINABLE FOR TODAY'S SENIORS SIMPLE, HIGH-QUALITY, READILY AVAILABLE CARE WOULD ALLOW THEM TO RECEIVE NEEDED TREA TMENT WHILE REMAINING COMFORTABLY AT HOME THE FOUNDATION PROVIDES SUBSTANTIAL FUNDING FOR SUPPLEMENTAL ASSISTED LIVING-TYPE MEDICAL CARE THAT DIRECTLY IMPACTS RESIDENTS' QUALITY O F LIFE EVERY DAY TRANSPORTATION MANY OLDER ADULTS ARE UNABLE TO DRIVE, SIGNIFICANTLY LIM ITING THEIR ABILITY TO REMAIN INDEPENDENT AND NEGATIVELY IMPACTING THEIR QUALITY OF LIFE EACH YEAR, THE FOUNDATION ALLOCATES FUNDING FOR TRANSPORTATION FOR EXAMPLE, THE FOUNDATIO N CURRENTLY SUPPORTS THE PURCHASE AND MAINTENANCE OF NEW BUSES THAT PROVIDE GREATER INDEPE NDENCE FOR MORE THAN 1,700 RESIDENTS LIVING IN 18 AFFORDABLE HOUSING COMMUNITIES CHAPLAIN CY SPIRITUAL LEADERSHIP POSITIVELY INFLUENCES BOTH THE PHY SICAL AND EMOTIONAL WELL-BEING OF SENIORS OUR PROGRAMS ENCOURAGE SENIORS TO PRACTICE THEIR FAITH AND OBTAIN THE SPIRITUA L GUIDANCE THEY NEED TO MAINTAIN A HEALTHY STATE OF MIND AND BODY COMMUNITY ENRICHMENT PA RTNERSHIP PROGRAMS WORLD-CLASS ARTS AND CULTURE THIS EXCITING AND INNOVATIVE PARTNERSHIP INITIATIVE BRINGS WORLD-CLASS ARTS ORGANIZATIONS, ARTISTS, AND CULTURAL LEADERS TOGETHER W ITH THE SPRINGPOINT FOUNDATION AS A RESULT, AN EXPANSIVE REPERTOIRE OF ARTS AND CULTURAL DISCIPLINES ARE MORE READILY AVAILABLE, ACCESSIBLE, AND AFFORDABLE FOR OLDER ADULTS FUNDE D IN PART BY THE SPRINGPOINT FOUNDATION, AS WELL AS INDIVIDUAL AND CORPORATE SPONSORS, OUR ARTS AND CULTURE INITIATIVE ENGAGES LEADING ARTS AND CULTURAL PARTNERS TO DEVELOP PROGRAM S DESIGNED TO MAKE ARTS MORE ACCESSIBLE AND AFFORDABLE RECENT PROGRAMS INCLUDED WORLD- CLA SS CHAMBER MUSIC CONCERTS, DANCE RECITALS, BI-MONTHLY LECTURES ON VARIOUS ART AND HISTORY TOPICS, AND A SERIES OF LIVE OPERA PERFORMANCES COMMUNITY SERVICE AND VOLUNTEERING IN AN EFFORT TO ENRICH THE LARGER COMMUNITY, THE SPRINGPOINT FOUNDATION ACTS AS A CONVENER AND COORDINATOR OF COMMUNITY SERVICE AND VOLUNTEER PROGRAMS WORKING WITH INDIVIDUALS AND ORGA NIZATIONS, THE FOUNDATION CREATES AND IDENTIFIES VOLUNTEER OPPORTUNITIES THAT BENEFIT PEOP LE AND COMMUNITIES IN NEED</p> |

| Return<br>Reference               | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
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| FORM 990,<br>PART III,<br>LINE 4A | <p>HEALTH AND WELLNESS EDUCATION OLDER PEOPLE TODAY FACE A TREMENDOUS NUMBER OF UNIQUE ISSUES AT THE FOUNDATION, WE FIRMLY BELIEVE THAT CONTINUING EDUCATION BY TOP PROFESSIONALS IS THE KEY TO OVERCOMING THOSE CHALLENGES THROUGH ADVICE, KNOWLEDGE-SHARING AND RELATED SERVICES, WE CAN ADDRESS THE NEEDS OF SENIORS AND THEIR FAMILIES, GIVING THEM THE GUIDANCE NEEDED TO MAKE THE MOST INFORMED DECISIONS ABOUT THEIR LIVES THE FOUNDATION SUPPORTS A COMMUNITY EDUCATION INITIATIVE WHICH SERVES AS A VITAL INFORMATION RESOURCE FOR OLDER ADULTS, THEIR FAMILIES AND CAREGIVERS THE FOUNDATION ENHANCES QUALITY OF LIFE BY HIGHLIGHTING CURRENT, RELEVANT ISSUES AS THEY RELATE TO HEALTH, HOUSING AND FINANCES FOR OLDER PEOPLE WORKFORCE DEVELOPMENT AND INTERNSHIPS OUR TOMORROW'S LEADERS PROGRAM IS DESIGNED TO CREATE AND INSPIRE THE NEXT GENERATION OF LEADERS AND INNOVATORS IN SENIOR CARE IT IS SUPPORTED THROUGH SPONSORSHIP OF INTERNS BY INDIVIDUALS, CORPORATIONS, AND SPRINGPOINT VENDORS INTERNS GAIN HANDS-ON EXPERIENCE AND FIRST-HAND KNOWLEDGE OF THE LATEST POLICIES AND PRACTICES THAT AFFECT THE NEEDS OF AGING ADULTS WE ARE PROUD THAT MANY OF OUR INTERNS CONTINUE ON TO A CAREER IN THE FIELD OF SENIOR CARE CONCLUSION SPRINGPOINT SENIOR LIVING IS A NOT-FOR-PROFIT LEADER IN HIGH-QUALITY SENIOR HOUSING AND CARE SPRINGPOINT OFFERS DIVERSE RETIREMENT LIFESTYLE OPTIONS AS WELL AS A RANGE OF INNOVATIVE SERVICES AND PROGRAMMING THAT ENHANCE RESIDENTS' LIVES EACH DAY OUR LIFESTYLE CHOICES INCLUDE FULL-SERVICE SENIOR LIVING, AND AFFORDABLE HOUSING BECAUSE SPRINGPOINT IS A NOT-FOR-PROFIT CORPORATION, RESIDENTS AND THEIR FAMILIES ARE ALWAYS OUR FIRST PRIORITY OUR COMPASSIONATE, PROFESSIONAL STAFF ENSURES THAT RESIDENTS ENJOY THE BEST QUALITY OF LIFE EACH DAY WHILE MAINTAINING THE HIGHEST POSSIBLE LEVEL OF INDEPENDENCE</p> |

| Return<br>Reference                           | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>PART VI,<br>SECTION A,<br>LINE 1 | THE PRESIDENT OF THE CORPORATION SHALL SERVE AS EX OFFICIO TRUSTEE WITH THE SAME RIGHTS AS OTHER TRUSTEES, INCLUDING THE RIGHT TO VOTE. NOTWITHSTANDING THE FOREGOING, THE PRESIDENT SHALL NOT SERVE AS A MEMBER OF THE COMPENSATION COMMITTEE AND SHALL NOT HAVE A RIGHT TO VOTE ON PERSONNEL COMPENSATION MATTERS OR SUCH OTHER MATTERS ARISING FROM THE COMPENSATION COMMITTEE. THE PRESIDENT, IN HIS ROLE AS A MEMBER OF THE GOVERNANCE COMMITTEE, SHALL ABSTAIN FROM VOTING ON RECOMMENDATIONS TO THE BOARD CONCERNING THE NOMINATION OF QUALIFIED PERSONS TO STAND FOR ELECTION OR RE-ELECTION AS TRUSTEES OR TO FILL VACANCIES ON THE BOARD. |

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

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

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

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

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

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

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

| Return<br>Reference             | Explanation                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>PART XI, LINE<br>9 | NET ASSET TRANSFER 140,000 CHANGE IN FAIR VALUE OF DERIVATIVE FINANCIAL INSTRUMENTS 2,257,484 PENSION<br>LIABILITY ADJUSTMENT 144,093 CHANGE IN VALUE OF PERPETUAL TRUST 437,012 CHANGE IN VALUE SPLIT INTEREST<br>AGREEMENTS 164,610 CHANGES IN TEMP RESTD ASSETS DUE TO MEMBERSHIP AFFILIATION 38,678,853 CHANGES IN<br>FUTURE SERVICES OBLIGATION 709,000 CHANGE IN VALUE OF RESTRICTED ENDOWMENT -7,203 |

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.  
▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization  
SPRINGPOINT SENIOR LIVING INC

Employer identification number  
22-3498690

| Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33. |                         |                                                  |                     |                           |                                  |
|--------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
| (a)<br>Name, address, and EIN (if applicable) of disregarded entity                                                      | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|                                                                                                                          |                         |                                                  |                     |                           |                                  |
|                                                                                                                          |                         |                                                  |                     |                           |                                  |
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| Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year. |                         |                                                  |                            |                                                     |                                  |                                              |    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------------|----------------------------|-----------------------------------------------------|----------------------------------|----------------------------------------------|----|
| (a)<br>Name, address, and EIN of related organization                                                                                                                                                                 | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |    |
|                                                                                                                                                                                                                       |                         |                                                  |                            |                                                     |                                  | Yes                                          | No |
| (1) SPRINGPOINT SENIOR LIVING INC - PARENT<br>4814 OUTLOOK DRIVE SUITE 201<br>WALL, NJ 07753<br>31-1480524                                                                                                            | HEALTHCARE              | NJ                                               | 501(C)(3)                  | LINE 11A, I                                         | N/A                              |                                              | No |
|                                                                                                                                                                                                                       |                         |                                                  |                            |                                                     |                                  |                                              |    |
|                                                                                                                                                                                                                       |                         |                                                  |                            |                                                     |                                  |                                              |    |
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Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

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

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a)<br>Name, address, and EIN of<br>related organization                                               | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-of-<br>year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|--------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|-------------------------------------------|--------------------------------|--------------------------------------------------------|----|
|                                                                                                        |                         |                                                           |                                     |                                                        |                                 |                                           |                                | Yes                                                    | No |
| (1) AFFORDABLE HOUSING SOLUTIONS<br><br>4814 OUTLOOK DRIVE SUITE 201<br>WALL, NJ 07753<br>20-2018876   | HEALTH SERVICES         | NJ                                                        | PH AT WALL                          | C                                                      | 101,753                         | 2,069,198                                 | 100 000 %                      |                                                        | No |
| (2) PLAINFIELD TOWER SOLUTIONS INC<br><br>4814 OUTLOOK DRIVE SUITE 201<br>WALL, NJ 07753<br>26-0765373 | HEALTH SERVICES         | NJ                                                        | PH AT PLAINFIELD                    | C                                                      |                                 | 578,226                                   | 100 000 %                      |                                                        | No |
| (3) SENIOR LIVING SOLAR INC<br><br>4814 OUTLOOK DRIVE SUITE 201<br>WALL, NJ 07753<br>45-4364632        | HEALTH SERVICES         | NJ                                                        | PH AT WALL                          | C                                                      | -1,263                          | 2,250,386                                 | 100 000 %                      |                                                        | No |
|                                                                                                        |                         |                                                           |                                     |                                                        |                                 |                                           |                                |                                                        |    |
|                                                                                                        |                         |                                                           |                                     |                                                        |                                 |                                           |                                |                                                        |    |
|                                                                                                        |                         |                                                           |                                     |                                                        |                                 |                                           |                                |                                                        |    |
|                                                                                                        |                         |                                                           |                                     |                                                        |                                 |                                           |                                |                                                        |    |

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

1

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

a

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

b

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

c

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

d

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

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

Yes

No

1a

No

1b

No

1c

No

1d

Yes

1e

Yes

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

Yes

1n

No

1o

Yes

1p

Yes

1q

No

1r

No

1s

No

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

| (a)<br>Name of related organization | (b)<br>Transaction<br>type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-------------------------------------|----------------------------------|------------------------|----------------------------------------------|
| See Additional Data Table           |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |

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

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

Additional Data

Software ID:

Software Version:

EIN: 22-3498690

Name: SPRINGPOINT SENIOR LIVING INC

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

| (a)<br>Name of other organization                 | (b)<br>Transaction<br>type(a-s) | (c)<br>Amount Involved | (d)<br>Method of determining<br>amount involved |
|---------------------------------------------------|---------------------------------|------------------------|-------------------------------------------------|
| SPRINGPOINT AT CRESTWOOD INC                      | M                               | 1,090,413              | COST                                            |
| SPRINGPOINT AT CRESTWOOD INC                      | O                               | 1,125,110              | COST                                            |
| SPRINGPOINT AT CRESTWOOD INC                      | P                               | 2,409,707              | COST                                            |
| SPRINGPOINT AT MEADOW LAKES INC                   | M                               | 1,570,694              | COST                                            |
| SPRINGPOINT AT MEADOW LAKES INC                   | O                               | 1,215,691              | COST                                            |
| SPRINGPOINT AT MEADOW LAKES INC                   | P                               | 2,339,191              | COST                                            |
| SPRINGPOINT AT MONROE VILLAGE INC                 | M                               | 1,189,909              | COST                                            |
| SPRINGPOINT AT MONROE VILLAGE INC                 | O                               | 770,665                | COST                                            |
| SPRINGPOINT AT MONROE VILLAGE INC                 | P                               | 3,124,273              | COST                                            |
| SPRINGPOINT AT MONTGOMERY INC                     | M                               | 1,326,206              | COST                                            |
| SPRINGPOINT AT MONTGOMERY INC                     | O                               | 1,080,609              | COST                                            |
| SPRINGPOINT AT MONTGOMERY INC                     | P                               | 2,656,238              | COST                                            |
| SPRINGPOINT AT THE ATRIUM INC                     | O                               | 261,743                | COST                                            |
| SPRINGPOINT AT THE ATRIUM INC                     | P                               | 2,263,040              | COST                                            |
| MARCUS L WARD HOME                                | P                               | 292,228                | COST                                            |
| INTEGRATED MANAGEMENT SERVICES INC                | M                               | 461,100                | COST                                            |
| INTEGRATED MANAGEMENT SERVICES INC                | O                               | 167,262                | COST                                            |
| INTEGRATED MANAGEMENT SERVICES INC                | P                               | 615,614                | COST                                            |
| MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION | M                               | 56,347                 | COST                                            |
| MIDDLESEX BORO SENIOR CITIZEN HOUSING CORPORATION | P                               | 106,254                | COST                                            |
| PRESBYTERIAN HOME AT ATLANTIC HIGHLANDS INC       | P                               | 88,988                 | COST                                            |
| PRESBYTERIAN HOME AT EAST WINDSOR INC             | M                               | 52,779                 | COST                                            |
| PRESBYTERIAN HOME AT EAST WINDSOR INC             | P                               | 112,713                | COST                                            |
| PRESBYTERIAN HOME AT FRANKLIN INC                 | M                               | 53,142                 | COST                                            |
| PRESBYTERIAN HOME AT FRANKLIN INC                 | P                               | 139,940                | COST                                            |

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

| (a)<br>Name of other organization       | (b)<br>Transaction<br>type(a-s) | (c)<br>Amount Involved | (d)<br>Method of determining<br>amount involved |
|-----------------------------------------|---------------------------------|------------------------|-------------------------------------------------|
| PRESBYTERIAN HOME AT GALLOWAY INC       | M                               | 51,792                 | COST                                            |
| PRESBYTERIAN HOME AT GALLOWAY INC       | P                               | 127,947                | COST                                            |
| PRESBYTERIAN HOME AT HOWELL INC         | M                               | 55,080                 | COST                                            |
| PRESBYTERIAN HOME AT HOWELL INC         | O                               | 23,859                 | COST                                            |
| PRESBYTERIAN HOME AT HOWELL INC         | P                               | 114,786                | COST                                            |
| PRESBYTERIAN HOME AT WEST WINDSOR INC   | M                               | 52,416                 | COST                                            |
| PRESBYTERIAN HOME AT WEST WINDSOR INC   | O                               | 22,776                 | COST                                            |
| PRESBYTERIAN HOME AT WEST WINDSOR INC   | P                               | 121,418                | COST                                            |
| SENIOR NET INC                          | M                               | 25,467                 | COST                                            |
| SENIOR NET INC                          | O                               | 47,534                 | COST                                            |
| SENIOR NET INC                          | P                               | 204,283                | COST                                            |
| SPRINGPOINT FOUNDATION INC              | O                               | 129,610                | COST                                            |
| SPRINGPOINT FOUNDATION INC              | P                               | 336,250                | COST                                            |
| THE PRESBYTERIAN HOME AT DOVER INC      | M                               | 53,162                 | COST                                            |
| THE PRESBYTERIAN HOME AT DOVER INC      | P                               | 114,132                | COST                                            |
| THE PRESBYTERIAN HOME AT MANCHESTER INC | P                               | 75,123                 | COST                                            |
| THE PRESBYTERIAN HOME AT STAFFORD INC   | M                               | 52,416                 | COST                                            |
| THE PRESBYTERIAN HOME AT STAFFORD INC   | P                               | 139,788                | COST                                            |
| THE PRESBYTERIAN HOME AT STAFFORD INC   | E                               | 50,000                 | COST                                            |
| SPRINGPOINT AT THE ATRIUM INC           | E                               | 26,600,000             | COST                                            |

## Additional Data

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

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

| (A)<br>Name and Title                           | (B)<br>Average<br>hours per<br>week (list<br>any hours<br>for related<br>organizations<br>below<br>dotted line) | (C)<br>Position (do not check<br>more than one box, unless<br>person is both an officer<br>and a director/trustee) |                       |         |              |                                 |        | (D)<br>Reportable<br>compensation<br>from the<br>organization (W-<br>2/1099-MISC) | (E)<br>Reportable<br>compensation<br>from related<br>organizations (W-<br>2/1099-MISC) | (F)<br>Estimated amount<br>of other<br>compensation<br>from the<br>organization and<br>related<br>organizations |
|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|---------------------------------|--------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                                 |                                                                                                                 | Individual trustee<br>or director                                                                                  | Institutional Trustee | Officer | Key employee | Highest compensated<br>employee | Former |                                                                                   |                                                                                        |                                                                                                                 |
| JOSEPH J ANANIA<br>TRUSTEE                      | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 12,934                                                                                 | 0                                                                                                               |
| THOMAS A BIGA<br>TRUSTEE                        | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| DAVID H BLAIR<br>TRUSTEE                        | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| FRANCIS V BONELLO<br>TRUSTEE                    | 6 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| SUSAN M HENDRICKSON<br>TRUSTEE                  | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| CAROLYN G HOLMES<br>TRUSTEE                     | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| DAVID G KOSTINAS<br>TRUSTEE                     | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 12,520                                                                                 | 0                                                                                                               |
| JOHN J MCSORLEY<br>VICE CHAIR                   | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       | X       |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| KERRY M PARKER<br>CHAIR                         | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       | X       |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| JEANA M PISCATELLI<br>TRUSTEE                   | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| MAUREEN A SCHNEIDER<br>TRUSTEE                  | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| TIFFANY TOMASSO<br>TRUSTEE                      | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| JOSEPH A TORCIVIA<br>TRUSTEE                    | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| BRUCE TRAUB<br>TRUSTEE                          | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 0                                                                                      | 0                                                                                                               |
| JOSEPH DIFIGLIA<br>TRUSTEE                      | 1 00<br>1 00                                                                                                    | X                                                                                                                  |                       |         |              |                                 |        | 0                                                                                 | 19,401                                                                                 | 0                                                                                                               |
| GARY PUMA<br>PRESIDENT/CEO (EX-OFFICIO)         | 50 00<br>5 00                                                                                                   | X                                                                                                                  |                       | X       |              |                                 |        | 0                                                                                 | 962,898                                                                                | 47,693                                                                                                          |
| ANTHONY ARGONDIZZA<br>ASST SECRETARY/COO        | 45 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 450,195                                                                                | 75,710                                                                                                          |
| GARRETT T MIDGETT III<br>TREASURER/ CFP         | 45 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 434,986                                                                                | 81,722                                                                                                          |
| MAUREEN E CAFFERTY<br>SECRETARY/GENERAL COUNSEL | 45 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 356,355                                                                                | 67,640                                                                                                          |
| PAMELA SMITH<br>SR VP STRATEGIC SERVICES        | 50 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 289,258                                                                                | 35,320                                                                                                          |
| JESSICA FOGG<br>VP SALES                        | 50 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 204,187                                                                                | 39,352                                                                                                          |
| MARYBETH KOPEC<br>VP FINANCE                    | 50 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 257,613                                                                                | 51,913                                                                                                          |
| RAYMOND R LEENIG<br>VP INFORMATION TECHNOLOGY   | 50 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 241,588                                                                                | 33,230                                                                                                          |
| LINDA ROSE<br>SR VP HEALTH SERVICES             | 50 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 302,223                                                                                | 37,509                                                                                                          |
| DAVID WOODWARD<br>VP AFFORDABLE HOUSING         | 50 00<br>5 00                                                                                                   |                                                                                                                    |                       |         | X            |                                 |        | 0                                                                                 | 294,729                                                                                | 34,163                                                                                                          |

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

| (A)<br>Name and Title                                             | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|----------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                   |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                      |                                                                           |                                                                                               |
| GREGORY ROGERINO<br><br>PRESIDENT / CEO - WINCHESTER GARDENS      | 50 00<br>5 00                                                                              |                                                                                                           |                       |         | X            |                              |        | 2,435,759                                                            | 0                                                                         | 36,046                                                                                        |
| DANIEL RAUCH<br><br>CFO - WINCHESTER GARDENS (END 2013)           | 50 00<br>5 00                                                                              |                                                                                                           |                       |         | X            |                              |        | 341,626                                                              | 0                                                                         | 47,912                                                                                        |
| JOSEPH T CLAFFEY<br><br>VP FOUNDATION                             | 50 00<br>5 00                                                                              |                                                                                                           |                       |         | X            |                              |        | 187,463                                                              | 0                                                                         | 38,492                                                                                        |
| JOHN C RAUNER<br><br>CCRC EXECUTIVE DIRECTOR                      | 50 00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 0                                                                    | 193,328                                                                   | 44,963                                                                                        |
| DAVID B WEAN<br><br>CCRC EXECUTIVE DIRECTOR                       | 50 00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 0                                                                    | 236,967                                                                   | 35,540                                                                                        |
| RICHARD WHITEMAN<br><br>CCRC EXECUTIVE DIRECTOR                   | 50 00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 0                                                                    | 186,973                                                                   | 42,376                                                                                        |
| JUDITH LOBUE<br><br>DIRECTOR OF HEALTH SERVICES                   | 50 00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 0                                                                    | 172,991                                                                   | 19,067                                                                                        |
| BRENDEN GAROZZO<br><br>CCRC EXECUTIVE DIRECTOR                    | 50 00<br>5 00                                                                              |                                                                                                           |                       |         |              | X                            |        | 0                                                                    | 194,697                                                                   | 21,278                                                                                        |
| KEITH GRADY<br><br>VICE PRESIDENT - WINCHESTER GARDENS (END 2013) | 50 00                                                                                      |                                                                                                           |                       |         |              | X                            |        | 259,343                                                              | 0                                                                         | 31,323                                                                                        |