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**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  
AFFORDABLE HOUSING AND SERVICES.

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 \$ 270,287 including grants of \$ \_\_\_\_\_) (Revenue \$ 331,054 )

56 RENTAL APARTMENTS PROVIDING AFFORDABLE HOUSING AND RELATED SOCIAL SERVICES FOR LOW-INCOME INDEPENDENT SENIOR CITIZENS.

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 ▶ 270,287.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Contains 20 main questions and sub-questions (a-f) regarding organizational reporting requirements.

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
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? If "Yes," complete Schedule I, Parts I and II . . . . .		X
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? If "Yes," complete Schedule I, Parts I and III . . . . .		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J . . . . .	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a. . . . .		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
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? . . . . .		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II. . . . .		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III. . . . .		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV. . . . .		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV. . . . .		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV. . . . .		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . . . . .		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I. . . . .		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I . . . . .	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 . . . . .	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2. . . . .		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI. . . . .		X
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. . . . .	X	

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

Table with columns for question numbers (1a-14b), Yes, and No. Contains various tax compliance questions and their corresponding responses.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b If there are material differences in voting rights among members of the governing body; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following; 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MD
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. Own website, Another's website, Upon request, Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: VICTORY BROOKSIDE INC 11400 ROCKVILLE PIKE, SUITE 505 ROCKVILLE, MD 20852 301-493-6000

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MOST REV. BARRY KNESTOUT DIRECTOR	1.00 39.00	X						0	0	0
(2) PAUL E JOHNSON JR DIRECTOR	1.00 39.00	X						0	0	0
(3) THOMAS P DUFFY DIRECTOR	1.00 39.00	X						0	0	0
(4) JAMES A BROWN JR PRESIDENT	1.00 39.00			X				0	331,574.	0
(5) JOHN D SPENCER VICE PRESIDENT & SECRETARY	1.00 39.00			X				0	165,486.	0
(6) JEFFREY BLACKWELL ASSISTANT SECRETARY	1.00 39.00			X				0	147,662.	0
(7) KATHLEEN MCWILLIAMS TREASURER	1.00 39.00			X				0	0	0
(8) SHARON KNUTH ASSISTANT SECRETARY	1.00 39.00			X				0	79,303.	0
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										



**Part VIII Statement of Revenue**

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a	Federated campaigns . . . . .	1a					
	b	Membership dues . . . . .	1b					
	c	Fundraising events . . . . .	1c					
	d	Related organizations . . . . .	1d					
	e	Government grants (contributions) . . . . .	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f					
	g	Noncash contributions included in lines 1a-1f \$						
	h	<b>Total.</b> Add lines 1a-1f . . . . .		0				
<b>Program Service Revenue</b>	2a	RENTAL INCOME- HOUSING FOR SENIORS	Business Code 531110	327,804	327,804			
	b	MISCELLANEOUS INCOME	541100	3,250	3,250			
	c							
	d							
	e							
	f	All other program service revenue . . . . .						
	g	<b>Total.</b> Add lines 2a-2f . . . . .		331,054				
	<b>Other Revenue</b>	3	Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 1 . . . . .		106.			106.
4		Income from investment of tax-exempt bond proceeds . . . . .		0				
5		Royalties . . . . .		0				
6a		Gross rents . . . . .	(i) Real	(ii) Personal				
b		Less rental expenses . . . . .						
c		Rental income or (loss) . . . . .						
d		<b>Net rental income or (loss)</b> . . . . .		0				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b		Less cost or other basis and sales expenses . . . . .						
c	Gain or (loss) . . . . .							
d	<b>Net gain or (loss)</b> . . . . .		0					
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . a							
b	Less direct expenses . . . . . b							
c	<b>Net income or (loss) from fundraising events</b> . . . . .		0					
9a	Gross income from gaming activities See Part IV, line 19 . . . . . a							
b	Less direct expenses . . . . . b							
c	<b>Net income or (loss) from gaming activities</b> . . . . .		0					
10a	Gross sales of inventory, less returns and allowances . . . . . a							
b	Less cost of goods sold . . . . . b							
c	<b>Net income or (loss) from sales of inventory</b> . . . . .		0					
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
11a								
b								
c								
d	All other revenue . . . . .							
e	<b>Total.</b> Add lines 11a-11d . . . . .		0					
12	<b>Total revenue.</b> See instructions . . . . .		331,160	331,054		106.		

**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) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 . . . . .	0			
2 Grants and other assistance to individuals in the United States See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 . . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	51,742.	51,742.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	0			
9 Other employee benefits . . . . .	5,765.	5,765.		
10 Payroll taxes . . . . .	5,913.	5,913.		
11 Fees for services (non-employees)				
a Management . . . . .	15,039.		15,039.	
b Legal . . . . .	0			
c Accounting . . . . .	10,000.		10,000.	
d Lobbying . . . . .	0			
e Professional fundraising services See Part IV, line 17.	0			
f Investment management fees . . . . .	0			
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . . . .	0			
12 Advertising and promotion . . . . .	1,280.	1,280.		
13 Office expenses . . . . .	6,378.	6,378.		
14 Information technology . . . . .	0			
15 Royalties . . . . .	0			
16 Occupancy . . . . .	5,064.	5,064.		
17 Travel . . . . .	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	0			
20 Interest . . . . .	11,060.	11,060.		
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	11,575.	11,575.		
23 Insurance . . . . .	7,474.	7,474.		
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 REAL ESTATE TAXES -----	13,437.	13,437.		
b UTILITIES -----	66,757.	66,757.		
c MISC ADMIN -----	10,785.	10,785.		
d REPAIRS AND MAINT -----	68,950.	68,950.		
e All other expenses -----	4,107.	4,107.		
25 Total functional expenses. Add lines 1 through 24e	295,326.	270,287.	25,039.	
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) . . . . .	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing	54,700.	1	13,964.
	2	Savings and temporary cash investments	0	2	0
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	1,377.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	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	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	11,088.	9	10,102.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	1,201,118.	
	10b	Less accumulated depreciation	10b	21,668.	
			1,183,817.	10c	1,179,450.
	11	Investments - publicly traded securities	0	11	0
	12	Investments - other securities See Part IV, line 11	0	12	0
	13	Investments - program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
15	Other assets See Part IV, line 11	49,786.	15	68,442.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	1,299,391.	16	1,273,335.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses	4,119.	17	29,834.
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties ATCH. 3	1,112,919.	23	1,100,284.
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	136,224.	25	61,254.
	26	<b>Total liabilities.</b> Add lines 17 through 25	1,253,262.	26	1,191,372.
<b>Net Assets or Fund Balances</b>	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	46,129.	27	81,963.
	28	Temporarily restricted net assets	0	28	0
	29	Permanently restricted net assets	0	29	0
	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	<b>Total net assets or fund balances</b>	46,129.	33	81,963.	
34	<b>Total liabilities and net assets/fund balances.</b>	1,299,391.	34	1,273,335.	

**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	331,160.
2	Total expenses (must equal Part IX, column (A), line 25)	2	295,326.
3	Revenue less expenses Subtract line 2 from line 1	3	35,834.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	46,129.
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	81,963.

**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 _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? . . . . . If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No 1545-0047

**2013**

**Open to Public Inspection**

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

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization

VICTORY BROOKSIDE INC

Employer identification number

45-3693816

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

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

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II )
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I    b  Type II    c  Type III-Functionally integrated    d  Type III-Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 

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

 (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)

(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	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2013

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

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 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; 10 Other income Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Percentage, %. Rows include: 14 Public support percentage for 2013; 15 Public support percentage from 2012 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2013; 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 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; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12).

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. [X]

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) 15 %; Row 16: Public support percentage from 2012 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) 17 %; Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17 18 %

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 [ ]

19b 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 [ ]

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions [ ]

---

**Part IV** **Supplemental Information.** 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)

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990.

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

Department of the Treasury Internal Revenue Service

Name of the organization

Employer identification number

VICTORY BROOKSIDE INC

45-3693816

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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?, 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?.

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), Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure. 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. Table: Held at the End of the Tax Year. Rows: 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d 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. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 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)? 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. 1b 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.

Schedule D (Form 990) 2013

JSA 3E1268 2 000

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?

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?

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

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows 1a-1g

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

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

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

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

- (i) unrelated organizations, (ii) related organizations

Table with columns Yes, No and rows 3a(i), 3a(ii), 3b

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) ESCROW DEPOSITS	19,313.
(2) REPLACEMENT RESERVES	29,125.
(3) RESIDENT SECURITY DEPOSITS	20,004.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) . . . . . ▶	68,442.

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PREPAID REVENUE	1,398.
(3) CURRENT LIABILITIES	
(4) TENANT DEPOSITS	18,509.
(5) ACCRUED INTEREST	21,274.
(6) ADVANCE FROM AFFILIATE	20,073.
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	61,254.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII



**Part XIII Supplemental Information (continued)**

FIN 48 DISCLOSURE

990/SCHEDULE D

THE CORPORATION HAS RECEIVED A GROUP EXCEPTION FROM THE INTERNAL REVENUE SERVICE ("IRS") TO BE TREATED AS A TAX EXEMPT ENTITY PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND DID NOT HAVE ANY UNRELATED BUSINESS INCOME FOR THE YEAR ENDED DECEMBER 31, 2013. DUE TO ITS TAX EXEMPT STATUS, THE CORPORATION IS NOT SUBJECT TO INCOME TAXES. THE CORPORATION IS REQUIRED TO FILE AND DOES FILE TAX RETURNS WITH THE IRS AND OTHER TAXING AUTHORITIES. ACCORDINGLY, THESE FINANCIAL STATEMENTS DO NOT REFLECT A PROVISION FOR INCOME TAXES AND THE CORPORATION HAS NO OTHER TAX POSITIONS WHICH MUST BE CONSIDERED FOR DISCLOSURE.

WHILE NO INCOME TAX RETURNS ARE CURRENTLY BEING EXAMINED BY THE INTERNAL REVENUE SERVICE, TAX YEARS SINCE 2012 REMAIN OPEN.

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No 1545-0047

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).

**2013**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

VICTORY BROOKSIDE INC

Employer identification number

45-3693816

**Part I Questions Regarding Compensation**

		Yes	No
<b>1a</b>	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/>	First-class or charter travel		
<input type="checkbox"/>	Travel for companions		
<input type="checkbox"/>	Tax indemnification and gross-up payments		
<input type="checkbox"/>	Discretionary spending account		
<input type="checkbox"/>	Housing allowance or residence for personal use		
<input type="checkbox"/>	Payments for business use of personal residence		
<input type="checkbox"/>	Health or social club dues or initiation fees		
<input type="checkbox"/>	Personal services (e.g., maid, chauffeur, chef)		
<b>1b</b>	If any of the boxes on 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.		
<b>2</b>	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?		
<b>3</b>	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.		
<input type="checkbox"/>	Compensation committee		
<input type="checkbox"/>	Independent compensation consultant		
<input checked="" type="checkbox"/>	Form 990 of other organizations		
<input type="checkbox"/>	Written employment contract		
<input type="checkbox"/>	Compensation survey or study		
<input checked="" type="checkbox"/>	Approval by the board or compensation committee		
<b>4</b>	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:		
<b>4a</b>	Receive a severance payment or change-of-control payment?		X
<b>4b</b>	Participate in, or receive payment from, a supplemental nonqualified retirement plan?		X
<b>4c</b>	Participate in, or receive payment from, an equity-based compensation arrangement?		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>			
<b>5</b>	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:		
<b>5a</b>	The organization?		X
<b>5b</b>	Any related organization?		X
	If "Yes" to line 5a or 5b, describe in Part III.		
<b>6</b>	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:		
<b>6a</b>	The organization?		X
<b>6b</b>	Any related organization?		X
	If "Yes" to line 6a or 6b, describe in Part III.		
<b>7</b>	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.		X
<b>8</b>	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.		X
<b>9</b>	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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

Schedule J (Form 990) 2013

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JAMES A BROWN JR PRESIDENT	(i) 331,574. (ii) 0 (iii) 0	0	0	0	0	331,574.	0
2 JOHN D SPENCER VICE PRESIDENT & SECRETARY	(i) 165,486. (ii) 0 (iii) 0	0	0	0	0	165,486.	0
3	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
4	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
5	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
6	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
7	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
8	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
9	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
10	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
11	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
12	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
13	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
14	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
15	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---
16	(i) --- (ii) --- (iii) ---	---	---	---	---	---	---

**Part III Supplemental Information**

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

**SCHEDULE O**  
(Form 990 or 990-EZ)

**Supplemental Information to Form 990 or 990-EZ**

OMB No 1545-0047

**2013**

**Open to Public  
Inspection**

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

VICTORY BROOKSIDE INC

45-3693816

GOVERNANCE

PART VI, SECTION B QUESTION 11

THE BOARD DELEGATES THE REVIEW OF THE FORM 990 TO THE AUDIT COMMITTEE.

THE AUDIT COMMITTEE REVIEWS THE 990 AND REPORTS TO THE FULL BOARD ITS

RECOMMENDATIONS AND THEN THE BOARD APPROVES THE 990.

GOVERNANCE

PART VI, SECTION B QUESTION 12C

ANNUAL FINANCIAL AUDIT BY OUTSIDE FIRM.

GOVERNANCE

PART VI, SECTION B QUESTION 15

ALL EMPLOYEES ARE COMPENSATED BY KETTLER, INC., A THIRD-PARTY PROPERTY

MANAGEMENT FIRM.

GOVERNANCE

PART VI, SECTION C QUESTION 19

THESE DOCUMENTS ARE AVAILABLE UPON REQUEST.

Name of the organization VICTORY BROOKSIDE INC	Employer identification number 45-3693816
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ATTACHMENT 1

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME		106.		106.
TOTALS		<u>106.</u>		<u>106.</u>

ATTACHMENT 2

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE
MISCELLANEOUS PREPAID EXPENSES	10,102.
TOTALS	<u>10,102.</u>

ATTACHMENT 3

FORM 990, PART X - SECURED MORTGAGES AND NOTES PAYABLE

LENDER: MORTGAGE-STATE OF MARYLAND DHCD  
ORIGINAL AMOUNT: 540,968.

BEGINNING BALANCE DUE .....	540,968.
ENDING BALANCE DUE .....	<u>540,968.</u>

LENDER: MORTGAGE- STATE OF MD LT  
ORIGINAL AMOUNT: 583,422.

BEGINNING BALANCE DUE .....	571,951.
ENDING BALANCE DUE .....	<u>559,316.</u>
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	<u>1,112,919.</u>
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	<u>1,100,284.</u>

**SCHEDULE R  
(Form 990)**

**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).

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

VICTORY BROOKSIDE INC

Employer identification number  
45-3693816

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) PARKFAIR ASSOCIATES, LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	DC	-39,878.	3,096,883.	VICTORY ENT
(2) VICTORY ENTERPRISES, LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	DC	-39,378.	3,096,883.	VICTORY HSG
(3) VICTORY-HAMPSHIRE, LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	-41.	2,636.	VICTORY HSG
(4) -----	-----	-----	-----	-----	-----
(5) -----	-----	-----	-----	-----	-----
(6) -----	-----	-----	-----	-----	-----

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) VICTORY HOUSING, INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	N/A		X
(2) ANDREW KIM HOUSE, INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(3) AVONDALE PARK APARTMENTS INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(4) BYRON HOUSE INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(5) CAMBRIDGE APARTMENTS INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(6) CHEVAL COURT INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(7) GRACE HOUSE INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X

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

Schedule R (Form 990) 2013

**SCHEDULE R  
(Form 990)**

**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).

Department of the Treasury  
Internal Revenue Service

Name of the organization

VICTORY BROOKSIDE INC

Employer identification number

45-3693816

Open to Public  
Inspection

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) MALTA HOUSE INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 52-1845215	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(2) MANOR APARTMENTS INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 52-1681046	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(3) MARIAN ASSISTED LIVING INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 52-2131149	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(4) PALMER PARK SENIORS HOUSING INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 30-0017331	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(5) RAPHAEL INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 54-1592075	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(6) TRINITY TERRACE INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 52-2293450	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(7) VICTORY HEIGHTS INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 14-1869907	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X

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

Schedule R (Form 990) 2013

**SCHEDULE R  
(Form 990)**

**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).

Department of the Treasury  
Internal Revenue Service

Name of the organization

VICTORY BROOKSIDE INC

Employer identification number

45-3693816

**2013**

Open to Public  
Inspection

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) VICTORY TERRACE INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 32-0021451	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(2) WINSLOW HOUSE INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 26-0040672	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(3) TAKOMA TOWER INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 52-2356746	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(4) VICTORY CREST INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 20-8067069	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(5) ROLLINGCREST COMMONS INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 20-4714838	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(6) VICTORY OAKS INC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852 26-4381436	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X
(7) VICTORY LAKESIDE, INC 11400 ROCKVILLE PIKE, SUITE 505 ROCKVILLE, MD 20852 46-2901904	REAL ESTATE	MD	501 (C) (3)	509 (A) (2)	VICTORY HSG		X

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

Schedule R (Form 990) 2013

SCHEDULE R (Form 990)

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

Department of the Treasury Internal Revenue Service

Name of the organization

VICTORY BROOKSIDE INC

Employer identification number

45-3693816

Open to Public Inspection

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

Table with 6 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Total income; (e) End-of-year assets; (f) Direct controlling entity. Rows 1-6 are empty.

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.

Table with 7 columns: (a) Name, address, and EIN; (b) Primary activity; (c) Legal domicile; (d) Exempt Code section; (e) Public charity status; (f) Direct controlling entity; (g) Section 512(b)(13) controlled entity. Row 1: BARTHOLOMEW HOUSE, INC, REAL ESTATE, MD, 501 (C) (3), 509 (A) (2), VICTORY HSG, X. Rows 2-7 are empty.

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

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) TAKOMA TOWER LP 01-0693911 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	VICTORY HSG	RENTAL INCOME	14	1,084		X			X	0.100
(2) VICTORY FOREST LP 26-2341421 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	VICTORY HSG	RENTAL INCOME	-2	1,261		X			X	0.100
(3) VICTORY TERRACE LP 03-0469442 11400 ROCKVILLE PIKE SUITE 50	REAL ESTATE	MD	VICTORY HSG	RENTAL INCOME	-20	908		X			X	0.100
(4) COVENANT VILLAGE LP 20-3924051 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	N/A	RENTAL INCOME	-548,277	1,270		X			X	0.100
(5) COVENANT VLE GP LLC 20-5732161 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	N/A	RENTAL INCOME	-137,189	2,011,123		X			X	25.0000
(6) VICTORY WOODS LLC 27-2371765 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	VICTORY HSG	RENTAL INCOME	-2	1,117		X			X	0.100
(7) HAMPSHIRE VILLAGE ASSOCIATES L 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	VICTORY HSG	RENTAL INCOME	-41	2,636		X			X	0.022

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) VICTORY FOREST LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	VICTORY HSG	C-CORP	-2	1,261	100.0000		X
(2) VICTORY WOODS GP LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	VICTORY HSG	C-CORP	-2	1,117	100.0000		X
(3) PARKSIDE SENIOR HSG LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	DC	VICTORY HSG	C-CORP	-63	2,213	100.0000		X
(4) VICTORY LA PLATA PARTNER LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	VICTORY HSG	C-CORP	-19	1,061	100.0000		X
(5) VICTORY COVENANT LLC 11400 ROCKVILLE PIKE SUITE 505 ROCKVILLE, MD 20852	REAL ESTATE	MD	VICTORY HSG	C-CORP	-137,189	2,011,123	100.0000		X
(6)									
(7)									

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PARKSIDE SENIOR LP 27-3282190 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	DC	VICTORY HSG	RENTAL INCOME	-63	2,213		X			X	0100
(2) VICTORY LA PLAYA LP 26-2133960 11400 ROCKVILLE PIKE SUITE 505	REAL ESTATE	MD	VICTORY HSG	RENTAL INCOME	-19	1,061		X			X	0100
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

**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) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

**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.

		Yes	No
<b>1</b>	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?		
<b>a</b>	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b>	Gift, grant, or capital contribution to related organization(s)		X
<b>c</b>	Gift, grant, or capital contribution from related organization(s)		X
<b>d</b>	Loans or loan guarantees to or for related organization(s)		X
<b>e</b>	Loans or loan guarantees by related organization(s)		X
<b>f</b>	Dividends from related organization(s)		
<b>g</b>	Sale of assets to related organization(s)		X
<b>h</b>	Purchase of assets from related organization(s)		X
<b>i</b>	Exchange of assets with related organization(s)		X
<b>j</b>	Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b>	Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b>	Performance of services or membership or fundraising solicitations for related organization(s)		X
<b>m</b>	Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b>	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
<b>o</b>	Sharing of paid employees with related organization(s)		X
<b>p</b>	Reimbursement paid to related organization(s) for expenses		X
<b>q</b>	Reimbursement paid by related organization(s) for expenses		X
<b>r</b>	Other transfer of cash or property to related organization(s)		X
<b>s</b>	Other transfer of cash or property from related organization(s)		X

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

Table with 16 rows and 11 columns: (a) Name, address, and EIN of entity; (b) Primary activity; (c) Legal domicile; (d) Predominant income; (e) Are all partners section 501(c)(3) organizations?; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations?; (i) Code V-UBI amount; (j) General or managing partner?; (k) Percentage ownership.

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**Part VII** Supplemental Information

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

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