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|                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| <div> <div>Form <b>990</b></div> <div>  </div> <div>                     Department of the Treasury<br/>                     Internal Revenue Service                 </div> </div> | <div> <div>Return of Organization Exempt From Income Tax</div> <div>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)</div> <div> <div>▶ 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.</div> <div>▶ Information about Form 990 and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a></div> </div> </div> | <div>OMB No 1545-0047</div> <div>2013</div> <div>Open to Public Inspection</div> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                              |                                                                                                                               |                                                                                                                                                                                                                                                                                  |                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| <b>A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013</b>                                                                                                                                                                                          |                                                                                                                               |                                                                                                                                                                                                                                                                                  |                                                           |
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br>ASBURY ATLANTIC INC                                                                          |                                                                                                                                                                                                                                                                                  | <b>D</b> Employer identification number<br><br>52-0607956 |
|                                                                                                                                                                                                                                                                                              | Doing Business As                                                                                                             |                                                                                                                                                                                                                                                                                  |                                                           |
|                                                                                                                                                                                                                                                                                              | Number and street (or P O box if mail is not delivered to street address)<br>20030 CENTURY BOULEVARD NO 300                   | Room/suite                                                                                                                                                                                                                                                                       | <b>E</b> Telephone number<br><br>(301) 216-4100           |
|                                                                                                                                                                                                                                                                                              | City or town, state or province, country, and ZIP or foreign postal code<br>GERMANTOWN, MD 208741112                          |                                                                                                                                                                                                                                                                                  | <b>G</b> Gross receipts \$ 132,224,721                    |
|                                                                                                                                                                                                                                                                                              | <b>F</b> Name and address of principal officer<br>DOUGLAS LEIDIG<br>20030 CENTURY BOULEVARD NO 300<br>GERMANTOWN,MD 208741112 |                                                                                                                                                                                                                                                                                  |                                                           |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                                |                                                                                                                               | <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><br><b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions) |                                                           |
| <b>J Website:</b> ► WWW.ASBURYMETHODISTVILLAGE.ORG                                                                                                                                                                                                                                           |                                                                                                                               | <b>H(c)</b> Group exemption number ►                                                                                                                                                                                                                                             |                                                           |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►                                                                                                           |                                                                                                                               |                                                                                                                                                                                                                                                                                  | <b>L</b> Year of formation 1945                           |
|                                                                                                                                                                                                                                                                                              |                                                                                                                               |                                                                                                                                                                                                                                                                                  | <b>M</b> State of legal domicile<br>MD                    |

| Part I                                                                                   |                                                                                                                                                                                     | Summary                          |                     |
|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------|
| Activities & Governance                                                                  | <b>1</b> Briefly describe the organization's mission or most significant activities<br>DOING ALL THE GOOD WE CAN BY PROVIDING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE |                                  |                     |
|                                                                                          |                                                                                                                                                                                     |                                  |                     |
|                                                                                          |                                                                                                                                                                                     |                                  |                     |
|                                                                                          | <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                     |                                  |                     |
|                                                                                          | <b>3</b> Number of voting members of the governing body (Part VI, line 1a) . . . . .                                                                                                | <b>3</b>                         | 13                  |
|                                                                                          | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) . . . . .                                                                                    | <b>4</b>                         | 9                   |
|                                                                                          | <b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a) . . . . .                                                                                     | <b>5</b>                         | 1,583               |
| <b>6</b> Total number of volunteers (estimate if necessary) . . . . .                    | <b>6</b>                                                                                                                                                                            | 3,011                            |                     |
| <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 . . . . . | <b>7a</b>                                                                                                                                                                           | 19,044                           |                     |
| <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 . . . . .        | <b>7b</b>                                                                                                                                                                           | 0                                |                     |
| Revenue                                                                                  | <b>8</b> Contributions and grants (Part VIII, line 1h) . . . . .                                                                                                                    | <b>Prior Year</b>                | <b>Current Year</b> |
|                                                                                          | <b>9</b> Program service revenue (Part VIII, line 2g) . . . . .                                                                                                                     | 1,344,207                        | 4,305,710           |
|                                                                                          | <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d ) . . . . .                                                                                                  | 114,931,119                      | 116,579,022         |
|                                                                                          | <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                                                  | 2,031,043                        | 2,444,447           |
|                                                                                          | <b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .                                                                                | -778,581                         | 214,148             |
|                                                                                          |                                                                                                                                                                                     | 117,527,788                      | 123,543,327         |
| Expenses                                                                                 | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) . . . . .                                                                                               | 0                                | 0                   |
|                                                                                          | <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) . . . . .                                                                                                   | 0                                | 0                   |
|                                                                                          | <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)                                                                                         | 50,192,072                       | 48,207,557          |
|                                                                                          | <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) . . . . .                                                                                                  | 0                                | 0                   |
|                                                                                          | <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 0                                                                                       |                                  |                     |
|                                                                                          | <b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) . . . . .                                                                                                    | 72,986,579                       | 76,297,862          |
|                                                                                          | <b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)                                                                                                  | 123,178,651                      | 124,505,419         |
|                                                                                          | <b>19</b> Revenue less expenses Subtract line 18 from line 12 . . . . .                                                                                                             | -5,650,863                       | -962,092            |
| Net Assets or Fund Balances                                                              |                                                                                                                                                                                     | <b>Beginning of Current Year</b> | <b>End of Year</b>  |
|                                                                                          | <b>20</b> Total assets (Part X, line 16) . . . . .                                                                                                                                  | 392,643,956                      | 403,068,776         |
|                                                                                          | <b>21</b> Total liabilities (Part X, line 26) . . . . .                                                                                                                             | 511,480,971                      | 512,815,793         |
|                                                                                          | <b>22</b> Net assets or fund balances Subtract line 21 from line 20 . . . . .                                                                                                       | -118,837,015                     | -109,747,017        |

|                                                                                                                                                                                                                                                                                                                       |                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| <b>Part II</b>                                                                                                                                                                                                                                                                                                        | <b>Signature Block</b> |
| 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. |                        |

|                                                                                   |                                                                                |  |                      |                                                 |                                                                     |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--|----------------------|-------------------------------------------------|---------------------------------------------------------------------|
| <b>Sign Here</b>                                                                  | *****<br>Signature of officer                                                  |  |                      | 2014-11-03<br>Date                              |                                                                     |
|                                                                                   | KIM EHRENFRIED ASSISTANT TREASURER<br>Type or print name and title             |  |                      |                                                 |                                                                     |
| <b>Paid Preparer Use Only</b>                                                     | Prntt/Type preparer's name<br>BERNADETTE O'TOOLE CPA                           |  | Preparer's signature |                                                 | Date                                                                |
|                                                                                   |                                                                                |  |                      | Check <input type="checkbox"/> if self-employed | PTIN<br>P00229258                                                   |
|                                                                                   | Firm's name ▶ CLIFTONLARSONALLEN LLP                                           |  |                      | Firm's EIN ▶ 41-0746749                         |                                                                     |
|                                                                                   | Firm's address ▶ 610 WGERMANTOWN PIKE STE400<br><br>PLYMOUTH MEETING, PA 19462 |  |                      | Phone no (215) 643-3900                         |                                                                     |
| May the IRS discuss this return with the preparer shown above? (see instructions) |                                                                                |  |                      |                                                 |                                                                     |
|                                                                                   |                                                                                |  |                      |                                                 | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |

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

DOING ALL THE GOOD WE CAN BY PROVIDING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE 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 \$ 44,956,651 including grants of \$ ) (Revenue \$ 49,258,709 )

SKILLED NURSING FACILITIES OPERATION OF 3 SKILLED NURSING FACILITIES (SNF'S) FOR THE AGED WITH 414 TOTAL BEDS PROVIDING 138,566 DAYS OF SERVICE IN 2013 \$13,787,660 OF CONTRACTUAL ALLOWANCES WERE PROVIDED TO RESIDENTS OF THE SNF IN 2013

4b

(Code ) (Expenses \$ 18,524,019 including grants of \$ ) (Revenue \$ 20,296,646 )

ASSISTED LIVING FACILITIES OPERATION OF 3 ASSISTED LIVING FACILITIES FOR THE AGED WITH 266 TOTAL BEDS PROVIDING 70,519 RESIDENT DAYS IN 2013 \$1,802,531 OF BENEVOLENT CARE AND \$17,704 CONTRACTUAL ALLOWANCES WERE PROVIDED TO THE ASSISTED LIVING RESIDENTS IN 2013

4c

(Code ) (Expenses \$ 43,163,952 including grants of \$ ) (Revenue \$ 47,023,667 )

RESIDENTIAL LIVING OPERATION OF 1,385 RESIDENTIAL LIVING UNITS FOR THE AGED, PROVIDING 412,168 DAYS OF SERVICE IN 2013 \$52,449 OF BENEVOLENT CARE AND \$312,502 OF CONTRACTUAL ALLOWANCES WERE PROVIDED TO RESIDENTIAL LIVING RESIDENTS DURING 2013

4d

Other program services (Describe in Schedule O )

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

4e

Total program service expenses

106,644,622

Part IV Checklist of Required Schedules

|                                                                                                                                                                                                                                                                                                                                                                                   | Yes     | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A                                                                                                                                                              | 1 Yes   |    |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?                                                                                                                                                                                            | 2 Yes   |    |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                                                                                                                                                            | 3       | No |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II                                                                                                                                                                                    | 4       | No |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III                                                                                                                                                     | 5       | No |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I                                         | 6       | No |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II                                                                               | 7 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     | No |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX                                                                                                         | 11d Yes |    |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X                                                                                                                                                                      | 11e Yes |    |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X                                               | 11f Yes |    |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII                                                                                                                                           | 12a Yes |    |
| 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      | No |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II                                                                                                                                                                                                 | 18      | No |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III                                                                                                                                                                                                                           | 19      | No |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H                                                                                                                                                                                                                                                                                   | 20a     | No |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?                                                                                                                                                                                                                                                                    | 20b     |    |

Part IV

Checklist of Required Schedules (continued)

|     |                                                                                                                                                                                                                                                                                                                            |     |     |    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants 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  |     | No |
| 23  | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <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.                                                                                                  | 172   |     |
| 1b                                                                                                                                                                                                                                                                      | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.                                                                                               | 0     |     |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?                                                                                                              |                                                                                                                                                                                | 1c    |     |
| 2a                                                                                                                                                                                                                                                                      | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. | 1,583 |     |
| 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    | Yes |
| b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.                                                                                                                                                          |                                                                                                                                                                                | 3b    | Yes |
| 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    | No  |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided?                                                                                                                                                                       |                                                                                                                                                                                | 7b    |     |
| 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    | No  |
| 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 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? |                                                                                                                                                                                | 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?                                                                                                                                                          |                                                                                                                                                                                | 12a   |     |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.                                                                                                                                                                                |                                                                                                                                                                                | 12b   |     |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers.                                                                                                                                                                                                     |                                                                                                                                                                                |       |     |
| 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? If "No," provide an explanation in Schedule O.                                                                                                                                                            |                                                                                                                                                                                | 14b   |     |

Part VI

Governance, Management, and Disclosure

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

Check if Schedule O contains a response 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                                                                                                                                 |     |     |
|    | 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                                                                                                                                  |     |     |
| 2  | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?                                               | 2   | No  |
| 3  | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3   | No  |
| 4  | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                    | 4   | Yes |
| 5  | Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                          | 5   | No  |
| 6  | Did the organization have members or stockholders?                                                                                                                                                                  | 6   | 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 filed                                                                                                                                                                                                                                                                                                                                                |
| 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>MICHAEL CONNELL CFO 20030 CENTURY BLVD SUITE 300<br>GERMANTOWN, MD 20874 (301) 250-2100                                                                                                                                                                                                   |

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

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

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

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

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

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

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

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

[illegible]

## Part VII

|           |                                                                        |          |           |           |         |
|-----------|------------------------------------------------------------------------|----------|-----------|-----------|---------|
| <b>1b</b> | <b>Sub-Total . . . . .</b>                                             | <b>▼</b> |           |           |         |
| <b>c</b>  | <b>Total from continuation sheets to Part VII, Section A . . . . .</b> | <b>▼</b> |           |           |         |
| <b>d</b>  | <b>Total (add lines 1b and 1c) . . . . .</b>                           | <b>▼</b> | 1,600,408 | 2,318,089 | 288,613 |

**2** Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 15

|          |                                                                                                                                                                                                                                               | 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 |
|--------------------------------------------------------------------------|--------------------------------|---------------------|
| SODEXO INC & AFFILIATES PO BOX 536922 ATLANTA GA 30353                   | FOOD SERVICE                   | 12,683,379          |
| FLAGSHIP REHABILITATION SERVICE 157 BALTIMORE STREET CUMBERLAND MD 21502 | REHABILITATION SERVICE         | 3,276,630           |
| OMNICARE 9036 JUNCTION DRIVE ANNAPOLIS JUNCTION MD 20701                 | PHARMACY SERVICES              | 1,499,769           |
| WAGMAN CONSTRUCTION INC 3290 SUSQUEHANNA TRAIL NORTH PO BO YORK PA 17405 | CONSTRUCTION SERVICES          | 1,495,839           |
| TRADEMARK DESIGN & BUILD 18404 BRIGHT PLUME TERRACE BOYDS MD 20841       | CONSTRUCTION SERVICES          | 859,607             |

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 39

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                                                                                        |                      |                                                    |                                         |                                                                     |           |
|                                                           | d                                                                     | Related organizations . . . .                                                                                                     | 1d                                                                                        | 4,305,710            |                                                    |                                         |                                                                     |           |
|                                                           | e                                                                     | Government grants (contributions)                                                                                                 | 1e                                                                                        |                      |                                                    |                                         |                                                                     |           |
|                                                           | f                                                                     | All other contributions, gifts, grants, and<br>similar amounts not included above                                                 | 1f                                                                                        |                      |                                                    |                                         |                                                                     |           |
|                                                           | g                                                                     | Noncash contributions included in lines<br>1a-1f \$                                                                               |                                                                                           |                      |                                                    |                                         |                                                                     |           |
|                                                           | h                                                                     | Total. Add lines 1a-1f . . . . .                                                                                                  |                                                                                           |                      | 4,305,710                                          |                                         |                                                                     |           |
| Program Service Revenue                                   | 2a                                                                    | NET RESIDENT REVENUE                                                                                                              | Business Code<br>623312                                                                   | 80,298,589           | 80,298,589                                         |                                         |                                                                     |           |
|                                                           | b                                                                     | MEDICARE/MEDICAID PAYMENTS                                                                                                        | 623312                                                                                    | 21,668,942           | 21,668,942                                         |                                         |                                                                     |           |
|                                                           | c                                                                     | AMORTIZATION OF ENTRANCE FEES                                                                                                     | 623312                                                                                    | 13,352,321           | 13,352,321                                         |                                         |                                                                     |           |
|                                                           | d                                                                     | OTHER OPERATING REVENUE                                                                                                           | 623312                                                                                    | 1,259,170            | 1,259,170                                          |                                         |                                                                     |           |
|                                                           | e                                                                     |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
|                                                           | f                                                                     | All other program service revenue                                                                                                 |                                                                                           |                      |                                                    |                                         |                                                                     |           |
|                                                           | g                                                                     | Total. Add lines 2a-2f . . . . .                                                                                                  |                                                                                           |                      | 116,579,022                                        |                                         |                                                                     |           |
|                                                           | Other Revenue                                                         | 3                                                                                                                                 | Investment income (including dividends, interest,<br>and other similar amounts) . . . . . |                      | 1,688,259                                          |                                         |                                                                     | 1,688,259 |
| 4                                                         |                                                                       | Income from investment of tax-exempt bond proceeds . . . . .                                                                      |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| 5                                                         |                                                                       | Royalties . . . . .                                                                                                               |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| 6a                                                        |                                                                       | (i) Real                                                                                                                          |                                                                                           | (ii) Personal        |                                                    |                                         |                                                                     |           |
|                                                           |                                                                       | 314,936                                                                                                                           |                                                                                           |                      |                                                    |                                         |                                                                     |           |
|                                                           |                                                                       | 34,085                                                                                                                            |                                                                                           |                      |                                                    |                                         |                                                                     |           |
|                                                           |                                                                       | 280,851                                                                                                                           |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| b                                                         |                                                                       | Less rental expenses                                                                                                              |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| c                                                         |                                                                       | Rental income or (loss)                                                                                                           |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| d                                                         |                                                                       | Net rental income or (loss) . . . . .                                                                                             |                                                                                           | 280,851              |                                                    | 19,044                                  | 261,807                                                             |           |
| 7a                                                        |                                                                       | (i) Securities                                                                                                                    |                                                                                           | (ii) Other           |                                                    |                                         |                                                                     |           |
|                                                           |                                                                       | 9,403,497                                                                                                                         |                                                                                           |                      |                                                    |                                         |                                                                     |           |
|                                                           |                                                                       | 8,408,446                                                                                                                         |                                                                                           | 238,863              |                                                    |                                         |                                                                     |           |
|                                                           |                                                                       | 995,051                                                                                                                           |                                                                                           | -238,863             |                                                    |                                         |                                                                     |           |
| b                                                         |                                                                       | Less cost or other basis and sales expenses                                                                                       |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| c                                                         |                                                                       | Gain or (loss)                                                                                                                    |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| d                                                         |                                                                       | Net gain or (loss) . . . . .                                                                                                      |                                                                                           | 756,188              |                                                    |                                         | 756,188                                                             |           |
| 8a                                                        |                                                                       | Gross income from fundraising events (not including<br>\$ of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| a                                                         |                                                                       |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| b                                                         |                                                                       | Less direct expenses . . . . .                                                                                                    |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| c                                                         | Net income or (loss) from fundraising events . . . . .                |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| 9a                                                        | Gross income from gaming activities<br>See Part IV, line 19 . . . . . |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| a                                                         |                                                                       |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| b                                                         | Less direct expenses . . . . .                                        |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| c                                                         | Net income or (loss) from gaming activities . . . . .                 |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| 10a                                                       | Gross sales of inventory, less<br>returns and allowances . . . . .    |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| a                                                         |                                                                       |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| b                                                         | Less cost of goods sold . . . . .                                     |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| c                                                         | Net income or (loss) from sales of inventory . . . . .                |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| Miscellaneous Revenue                                     |                                                                       | Business Code                                                                                                                     |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| 11a                                                       | LOSS FROM DISCONTINUED OPERATIONS                                     |                                                                                                                                   | 623312                                                                                    | -66,703              |                                                    |                                         | -66,703                                                             |           |
| b                                                         |                                                                       |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| c                                                         |                                                                       |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| d                                                         | All other revenue . . . . .                                           |                                                                                                                                   |                                                                                           |                      |                                                    |                                         |                                                                     |           |
| e                                                         | Total. Add lines 11a-11d . . . . .                                    |                                                                                                                                   |                                                                                           | -66,703              |                                                    |                                         |                                                                     |           |
| 12                                                        | Total revenue. See Instructions . . . . .                             |                                                                                                                                   |                                                                                           | 123,543,327          | 116,579,022                                        | 19,044                                  | 2,639,551                                                           |           |

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.                                                                                                                                                         |                       |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.                                                                                                            |                       |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members.                                                                                                                                                                                                               |                       |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees.                                                                                                                                                                      | 1,056,388             |                                 | 1,056,388                              |                             |
| 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.                                                                                                                                                                                                                      | 38,061,609            | 35,873,506                      | 2,188,103                              |                             |
| 8                                                                              | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).                                                                                                                                            | 957,874               | 908,332                         | 49,542                                 |                             |
| 9                                                                              | Other employee benefits.                                                                                                                                                                                                                       | 5,291,763             | 3,569,157                       | 1,722,606                              |                             |
| 10                                                                             | Payroll taxes.                                                                                                                                                                                                                                 | 2,839,923             | 2,635,352                       | 204,571                                |                             |
| 11                                                                             | Fees for services (non-employees):                                                                                                                                                                                                             |                       |                                 |                                        |                             |
| a                                                                              | Management.                                                                                                                                                                                                                                    | 6,034,503             |                                 | 6,034,503                              |                             |
| b                                                                              | Legal.                                                                                                                                                                                                                                         | 218,377               |                                 | 218,377                                |                             |
| c                                                                              | Accounting.                                                                                                                                                                                                                                    | 83,973                |                                 | 83,973                                 |                             |
| d                                                                              | Lobbying.                                                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| e                                                                              | Professional fundraising services. See Part IV, line 17.                                                                                                                                                                                       |                       |                                 |                                        |                             |
| 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).                                                                                                                                    | 7,733,776             | 7,185,871                       | 547,905                                |                             |
| 12                                                                             | Advertising and promotion.                                                                                                                                                                                                                     | 1,280,103             | 1,279,013                       | 1,090                                  |                             |
| 13                                                                             | Office expenses.                                                                                                                                                                                                                               | 3,189,410             | 2,878,981                       | 310,429                                |                             |
| 14                                                                             | Information technology.                                                                                                                                                                                                                        | 3,711,952             | 15,936                          | 3,696,016                              |                             |
| 15                                                                             | Royalties.                                                                                                                                                                                                                                     |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy.                                                                                                                                                                                                                                     | 7,652,743             | 7,566,913                       | 85,830                                 |                             |
| 17                                                                             | Travel.                                                                                                                                                                                                                                        | 101,761               | 74,138                          | 27,623                                 |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials.                                                                                                                                                |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings.                                                                                                                                                                                                        |                       |                                 |                                        |                             |
| 20                                                                             | Interest.                                                                                                                                                                                                                                      | 15,129,297            | 14,893,280                      | 236,017                                |                             |
| 21                                                                             | Payments to affiliates.                                                                                                                                                                                                                        |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization.                                                                                                                                                                                                     | 17,995,111            | 17,714,387                      | 280,724                                |                             |
| 23                                                                             | Insurance.                                                                                                                                                                                                                                     | 681,846               |                                 | 681,846                                |                             |
| 24                                                                             | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):                                              |                       |                                 |                                        |                             |
| a                                                                              | FOOD                                                                                                                                                                                                                                           | 4,959,774             | 4,958,885                       | 889                                    |                             |
| b                                                                              | REPAIRS & MAINTENANCE                                                                                                                                                                                                                          | 3,410,334             | 3,338,474                       | 71,860                                 |                             |
| c                                                                              | MEDICAL SUPPLIES & PHAR                                                                                                                                                                                                                        | 2,099,917             | 2,099,917                       |                                        |                             |
| d                                                                              | BAD DEBT                                                                                                                                                                                                                                       | 581,875               | 581,875                         |                                        |                             |
| e                                                                              | All other expenses                                                                                                                                                                                                                             | 1,433,110             | 1,070,605                       | 362,505                                |                             |
| 25                                                                             | <b>Total functional expenses.</b> Add lines 1 through 24e.                                                                                                                                                                                     | 124,505,419           | 106,644,622                     | 17,860,797                             | 0                           |
| 26                                                                             | <b>Joint costs.</b> 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                                                                                                                                                                                                                                                                                                    |                | 18,026,695        | 1   | 17,563,375   |
|                             | 2                                                                                                                                                   | Savings and temporary cash investments                                                                                                                                                                                                                                                                                       |                | 40,568,862        | 2   | 39,258,598   |
|                             | 3                                                                                                                                                   | Pledges and grants receivable, net                                                                                                                                                                                                                                                                                           |                |                   | 3   |              |
|                             | 4                                                                                                                                                   | Accounts receivable, net                                                                                                                                                                                                                                                                                                     |                | 4,549,891         | 4   | 4,635,684    |
|                             | 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                                                                                                                                                                                                                                                                                              |                | 8,445,023         | 7   | 7,451,050    |
|                             | 8                                                                                                                                                   | Inventories for sale or use                                                                                                                                                                                                                                                                                                  |                | 251,496           | 8   | 227,952      |
|                             | 9                                                                                                                                                   | Prepaid expenses and deferred charges                                                                                                                                                                                                                                                                                        |                | 1,213,815         | 9   | 1,322,606    |
|                             | 10a                                                                                                                                                 | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                            | 10a466,913,124 |                   |     |              |
|                             | b                                                                                                                                                   | Less accumulated depreciation                                                                                                                                                                                                                                                                                                | 10b216,542,499 | 254,699,057       | 10c | 250,370,625  |
|                             | 11                                                                                                                                                  | Investments—publicly traded securities                                                                                                                                                                                                                                                                                       |                | 31,052,695        | 11  | 32,357,260   |
|                             | 12                                                                                                                                                  | Investments—other securities See Part IV, line 11                                                                                                                                                                                                                                                                            |                |                   | 12  |              |
|                             | 13                                                                                                                                                  | Investments—program-related See Part IV, line 11                                                                                                                                                                                                                                                                             |                |                   | 13  |              |
|                             | 14                                                                                                                                                  | Intangible assets                                                                                                                                                                                                                                                                                                            |                |                   | 14  |              |
|                             | 15                                                                                                                                                  | Other assets See Part IV, line 11                                                                                                                                                                                                                                                                                            |                | 33,836,422        | 15  | 49,881,626   |
|                             | 16                                                                                                                                                  | Total assets. Add lines 1 through 15 (must equal line 34)                                                                                                                                                                                                                                                                    |                | 392,643,956       | 16  | 403,068,776  |
| Liabilities                 | 17                                                                                                                                                  | Accounts payable and accrued expenses                                                                                                                                                                                                                                                                                        |                | 7,326,292         | 17  | 8,957,642    |
|                             | 18                                                                                                                                                  | Grants payable                                                                                                                                                                                                                                                                                                               |                |                   | 18  |              |
|                             | 19                                                                                                                                                  | Deferred revenue                                                                                                                                                                                                                                                                                                             |                | 96,051,694        | 19  | 102,468,571  |
|                             | 20                                                                                                                                                  | Tax-exempt bond liabilities                                                                                                                                                                                                                                                                                                  |                | 228,377,590       | 20  | 226,052,001  |
|                             | 21                                                                                                                                                  | Escrow or custodial account liability Complete Part IV of Schedule D                                                                                                                                                                                                                                                         |                |                   | 21  | 49,704       |
|                             | 22                                                                                                                                                  | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L                                                                                                                                          |                |                   | 22  |              |
|                             | 23                                                                                                                                                  | Secured mortgages and notes payable to unrelated third parties                                                                                                                                                                                                                                                               |                |                   | 23  |              |
|                             | 24                                                                                                                                                  | Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                                                                 |                |                   | 24  |              |
|                             | 25                                                                                                                                                  | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D                                                                                                                                                         |                | 179,725,395       | 25  | 175,287,875  |
|                             | 26                                                                                                                                                  | Total liabilities. Add lines 17 through 25                                                                                                                                                                                                                                                                                   |                | 511,480,971       | 26  | 512,815,793  |
| 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                                                                                                                                                                                                                                                                                                      |                | -143,731,703      | 27  | -136,807,052 |
|                             | 28                                                                                                                                                  | Temporarily restricted net assets                                                                                                                                                                                                                                                                                            |                | 2,131,104         | 28  | 3,670,411    |
|                             | 29                                                                                                                                                  | Permanently restricted net assets                                                                                                                                                                                                                                                                                            |                | 22,763,584        | 29  | 23,389,624   |
|                             | 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                                                                                                                                                                                                                                                                                            |                | -118,837,015      | 33  | -109,747,017 |
|                             | 34                                                                                                                                                  | Total liabilities and net assets/fund balances                                                                                                                                                                                                                                                                               |                | 392,643,956       | 34  | 403,068,776  |

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  | 123,543,327  |
| 2  | Total expenses (must equal Part IX, column (A), line 25) . . . . .                                            | 2  | 124,505,419  |
| 3  | Revenue less expenses Subtract line 2 from line 1 . . . . .                                                   | 3  | -962,092     |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .           | 4  | -118,837,015 |
| 5  | Net unrealized gains (losses) on investments . . . . .                                                        | 5  | 3,043,857    |
| 6  | Donated services and use of facilities . . . . .                                                              | 6  |              |
| 7  | Investment expenses . . . . .                                                                                 | 7  |              |
| 8  | Prior period adjustments . . . . .                                                                            | 8  |              |
| 9  | Other changes in net assets or fund balances (explain in Schedule O) . . . . .                                | 9  | 7,008,233    |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | -109,747,017 |

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 type="checkbox"/> Consolidated basis <input checked="" 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?                                                                                                                                                                                                                                                                 |     | No |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits                                                                                                                                                                                                     |     |    |

SCHEDULE A

(Form 990 or 990EZ)

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*.**

OMB No 1545-0047

2013

Open to Public  
Inspection

|                                                        |                                                     |
|--------------------------------------------------------|-----------------------------------------------------|
| <b>Name of the organization</b><br>ASBURY ATLANTIC INC | <b>Employer identification number</b><br>52-0607956 |
|--------------------------------------------------------|-----------------------------------------------------|

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

Cat No 11285F

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                                                                                                                                                                             |          |          |          |          |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| 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.")                                                                        |             |             |             | 1,344,207   | 4,305,710   | 5,649,917   |
| 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 | 117,618,903 | 122,174,861 | 119,838,671 | 114,931,119 | 116,579,022 | 591,142,576 |
| 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                                                                                                                                             | 117,618,903 | 122,174,861 | 119,838,671 | 116,275,326 | 120,884,732 | 596,792,493 |
| 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.)                                                                                                                           |             |             |             |             |             | 596,792,493 |

| 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                                                                                                                                                                             | 117,618,903 | 122,174,861 | 119,838,671 | 116,275,326 | 120,884,732 | 596,792,493 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                                                | 848,559     | 1,242,523   | 2,172,542   | 1,868,032   | 2,003,195   | 8,134,851   |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                                                         |             |             |             |             |             |             |
| c Add lines 10a and 10b                                                                                                                                                                           | 848,559     | 1,242,523   | 2,172,542   | 1,868,032   | 2,003,195   | 8,134,851   |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on                                                                    |             |             |             |             |             |             |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)                                                                                                |             |             |             |             |             |             |
| 13 Total support. (Add lines 9, 10c, 11, and 12.)                                                                                                                                                 | 118,467,462 | 123,417,384 | 122,011,213 | 118,143,358 | 122,887,927 | 604,927,344 |
| 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 | 98.660% |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15                      | 16 | 98.740% |

| Section D. Computation of Investment Income Percentage                                                                                                                                                                                                                                          |    |        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))                                                                                                                                                                                                  | 17 | 1.340% |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17                                                                                                                                                                                                                         | 18 | 1.260% |
| 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 D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (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  
ASBURY ATLANTIC INC

Employer identification number  
52-0607956

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 easements                                                                                                   |
| b | Total acreage restricted by conservation easements                                                                                       |
| 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 ▶ 0

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 ▶ 0 00

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ 0

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 |        |

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- 2a

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

☒ Yes

☐ No
- b

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

☒

Part V

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

|                                                            | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|------------------------------------------------------------|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance . . . . .                     | 22,763,584      | 22,833,100    | 22,975,021          | 21,579,531          | 20,907,045         |
| b Contributions . . . . .                                  |                 |               |                     |                     |                    |
| c Net investment earnings, gains, and losses               | 626,040         | -69,516       | -141,921            | 1,395,490           | 672,486            |
| d Grants or scholarships . . . . .                         |                 |               |                     |                     |                    |
| e Other expenditures for facilities and programs . . . . . |                 |               |                     |                     |                    |
| f Administrative expenses . . . . .                        |                 |               |                     |                     |                    |
| g End of year balance . . . . .                            | 23,389,624      | 22,763,584    | 22,833,100          | 22,975,021          | 21,579,531         |

- 2

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

a

Board designated or quasi-endowment

0 %

b

Permanent endowment

100 000 %

c

Temporarily restricted endowment

0 %

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

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

(i) unrelated organizations . . . . .

3a(i)

☐ 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 . . . . .                                                                                |                                      | 10,476,868                     |                              | 10,476,868     |
| b Buildings . . . . .                                                                            |                                      | 387,849,805                    | 169,772,030                  | 218,077,775    |
| c Leasehold improvements . . . . .                                                               |                                      |                                |                              |                |
| d Equipment . . . . .                                                                            |                                      | 47,598,446                     | 38,339,964                   | 9,258,482      |
| e Other . . . . .                                                                                |                                      | 20,988,005                     | 8,430,505                    | 12,557,500     |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                |                              | 250,370,625    |



**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>  | 136,401,583 |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                      | <b>2e</b> | 12,858,256  |
| <b>a</b> | Net unrealized gains on investments . . . . .                                                           | <b>2a</b> | 3,043,857   |
| <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> | 9,814,399   |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                         | <b>2e</b> | 12,858,256  |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                    | <b>3</b>  | 123,543,327 |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>                              | <b>4c</b> | 0           |
| <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>  | 123,543,327 |

**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>  | 127,311,585 |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25                                         | <b>2e</b> | 2,806,166   |
| <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> | 2,806,166   |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                          | <b>2e</b> | 2,806,166   |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                     | <b>3</b>  | 124,505,419 |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :                               | <b>4c</b> | 0           |
| <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>  | 124,505,419 |

**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 II, LINE 3                       | ASBURY ATLANTIC, INC HAS A 15 ACRE FOREST CONSERVATION EASEMENT AGREEMENT WITH THE CITY OF GAITHERSBURG, MD THAT PRESERVES TREES, TREE CANOPY AND FORESTS ASBURY ATLANTIC, INC DOES NOT REPORT CONSERVATION EASEMENTS IN ITS FINANCIAL STATEMENTS THERE ARE NO REVENUES, EXPENSES OR ASSETS RELATED TO THIS CONSERVATION EASEMENT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| PART IV, LINE 2B                      | ASBURY ATLANTIC, INC HOLDS AND MANAGES RESIDENT TRUST FUND ACCOUNTS THAT ARE USED FOR PERSONAL ITEMS FOR THE RESIDENTS ASBURY ATLANTIC, INC IS ACTING IN A FIDUCIARY ROLE AND IS LIABLE FOR THE FUNDS IN THE RESIDENT TRUST FUND                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| PART V, LINE 4                        | THE INTENDED USE OF THE ENDOWMENT FUND IS TO SUPPORT BENEVOLENT CARE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| PART X, LINE 2                        | ASBURY ATLANTIC MEMBERS ARE EACH EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC), ACCORDINGLY NO PROVISION FOR INCOME TAXES IS REQUIRED ASBURY COMMUNITIES HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE INTERNAL REVENUE SERVICE'S INTERMEDIATE SANCTIONS PROVISIONS FOR ALL ITS SUPPORTED ORGANIZATIONS, INCLUDING ASBURY ATLANTIC THIS INCLUDES AN INDEPENDENT REVIEW BY THE COMPENSATION COMMITTEE OF THE BOARD OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS, RETENTION OF OUTSIDE COUNSEL AND OUTSIDE COMPENSATION CONSULTANTS TO PROVIDE INDEPENDENT THIRD-PARTY REVIEW AND ADVISEMENT, AND THE IMPLEMENTATION OF A DETAILED CONFLICT-OF-INTEREST POLICY AND ANNUAL DISCLOSURE PROCESS FOR ALL DISQUALIFIED PERSONS THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION MUST BE RECOGNIZED ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE RESOLUTION THE COMPANY IS NOT AWARE OF ANY TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION THE COMPANY'S INCOME TAX RETURN IS SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES THE COMPANY IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS THE TAX RETURNS FOR THE YEARS 2010 TO 2012 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES |
| PART XI, LINE 2D - OTHER ADJUSTMENTS  | VALUE CHANGE IN BENEFICIAL INTEREST IN NET ASSETS OF ASBURY FOUNDATION 2,270,602 RENT EXPENSE 34,085 VALUE CHANGES IN DERIVATIVE INSTRUMENTS 7,509,712                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| PART XII, LINE 2D - OTHER ADJUSTMENTS | RENTAL EXPENSES 34,085 TRANSFER TO ACOMM 2,753,323 VALUE CHANGE UNDER CHARITABLE GIFT ANNUITIES 18,758                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

[illegible]

Additional Data

Software ID:

Software Version:

EIN: 52-0607956

Name: ASBURY ATLANTIC INC

Form 990, Schedule D, Part IX, - Other Assets

| (a) Description                          | (b) Book value |
|------------------------------------------|----------------|
| (1) INTEREST IN NET ASSETS OF FOUNDATION | 19,418,602     |
| (2) DEFERRED COSTS                       | 5,600,351      |
| (3) OTHER RECEIVABLE                     | 103,080        |
| (4) INTEREST RECEIVABLE                  | 160,701        |
| (5) DUE FROM RELATED PARTIES             | 232,267        |
| (6) DUE TO ACOMM                         | 23,687,385     |
| (7) DEPOSITS AND OTHER ASSETS            | 545,048        |
| (8) INVESTMENT IN LAND                   | 134,192        |

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  
ASBURY ATLANTIC INC

Employer identification number  
52-0607956

Part I

Questions Regarding Compensation

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| <div><div>1a</div><div>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</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div> |     |     |
| <div><div>b</div><div>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</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b  |     |
| <div><div>2</div><div>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?</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2   |     |
| <div><div>3</div><div>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</div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div>                                                         |     |     |
| <div><div>4</div><div>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</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |     |
| <div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4a  | Yes |
| <div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 4b  | No  |
| <div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 4c  | No  |
| <div><div></div><div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |     |     |
| <div><div>5</div><div>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</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |     |
| <div><div>a</div><div>The organization?</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 5a  | No  |
| <div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 5b  | No  |
| <div><div>6</div><div>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</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |     |     |
| <div><div>a</div><div>The organization?</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 6a  | No  |
| <div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 6b  | No  |
| <div><div>7</div><div>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</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 7   | Yes |
| <div><div>8</div><div>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</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 8   | No  |
| <div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 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 III Supplemental 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, LINE 3   | APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE THE COMPENSATION OF THE ORGANIZATION'S CEO/EXECUTIVE DIRECTOR IS APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD THE FULL BOARD IS INFORMED BUT IS NOT TASKED WITH APPROVING                                                                                                                                                                                                                                                                                                                                                                                                                    |
| PART I, LINE 4A  | PART I, LINE 4A DAVID DENTON RECEIVED \$148,859 UPON SEPARATING FROM THE ORGANIZATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| PART I, LINE 7   | IN 2009, DURING THE FINANCIAL CRISIS IN THE U S , ASBURY COMMUNITIES EXECUTIVES AND MANAGEMENT VOLUNTARILY DECLINED PLANNED INCENTIVES EARNED IN 2008 DUE FOR AWARD IN 2009 THE ASBURY PLANNED INCENTIVE COMPENSATION PLAN WAS SUSPENDED BY THE BOARD IN 2009 FOR 2009 THROUGH 2013, SMALLER DISCRETIONARY BONUSES WERE PROVIDED TO EXECUTIVES AND MANAGEMENT IN AMOUNTS SUBSTANTIALLY REDUCED FROM THE PLANNED INCENTIVE COMPENSATION PLAN IN DECEMBER OF EACH YEAR, THESE DISCRETIONARY BONUSES WERE REVIEWED AND ADOPTED BY THE EXECUTIVE COMMITTEE OF THE ASBURY COMMUNITIES BOARD AND REPORTED TO THE ASBURY COMMUNITIES BOARD OF DIRECTORS |

# Additional Data

Software ID:

Software Version:

EIN: 52-0607956

Name: ASBURY ATLANTIC 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 |                           |                         |                                 |                                                            |
| DOUGLAS LEIDIG<br>PRESIDENT                   | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 372,487                                            | 25,000                              | 810                      | 7,650                     | 12,417                  | 418,364                         | 0                                                          |
| ANDREW JOSEPH<br>SECRETARY, ASST<br>TREASURER | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 196,492                                            | 15,000                              | 647                      | 6,589                     | 12,670                  | 231,398                         | 0                                                          |
| MICHAEL CONNELL<br>TREASURER                  | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 305,931                                            | 70,000                              | 540                      | 7,650                     | 12,417                  | 396,538                         | 0                                                          |
| SUE DACAMARA<br>SENIOR VP                     | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 310,114                                            | 25,000                              | 2,322                    | 7,650                     | 9,961                   | 355,047                         | 0                                                          |
| ANDREW APPLEGATE<br>VICE PRESIDENT            | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 183,314                                            | 20,120                              | 600                      | 6,342                     | 12,671                  | 223,047                         | 0                                                          |
| DAVID DENTON VICE<br>PRESIDENT                | (i)  | 272,505                                            | 0                                   | 281                      | 3,855                     | 4,566                   | 281,207                         | 0                                                          |
|                                               | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| MELISSA HADLEY<br>VICE PRESIDENT              | (i)  | 209,673                                            | 15,000                              | 1,051                    | 6,907                     | 13,114                  | 245,745                         | 0                                                          |
|                                               | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| JIM SCHNEIDER VICE<br>PRESIDENT               | (i)  | 166,320                                            | 10,000                              | 2,320                    | 5,433                     | 10,185                  | 194,258                         | 0                                                          |
|                                               | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| ROBIN STERN VICE<br>PRESIDENT                 | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 163,563                                            | 10,000                              | 800                      | 5,388                     | 12,671                  | 192,422                         | 0                                                          |
| KIM EHRENFRIED<br>ASST TREASURER              | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 170,033                                            | 7,500                               | 375                      | 5,655                     | 12,417                  | 195,980                         | 0                                                          |
| PEGGY CRESPI<br>KAPLAN VP, ASST<br>SECRETARY  | (i)  | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
|                                               | (ii) | 309,779                                            | 20,000                              | 3,564                    | 7,650                     | 9,961                   | 350,954                         | 0                                                          |
| HENRY MOEHRING<br>ASST SECRETARY              | (i)  | 203,162                                            | 15,000                              | 1,029                    | 6,779                     | 12,417                  | 238,387                         | 0                                                          |
|                                               | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |
| BRENT BAYES<br>DIRECTOR SALES &<br>MARKETING  | (i)  | 117,216                                            | 24,350                              | 236                      | 921                       | 10,215                  | 152,938                         | 0                                                          |
|                                               | (ii) | 0                                                  | 0                                   | 0                        | 0                         | 0                       | 0                               | 0                                                          |

Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
ASBURY ATLANTIC INC

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

Employer identification number  
52-0607956

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 CITY OF GAITHERSBURG (MD)                  | 52-6000792     | 363128BL2   | 11-30-2006      | 73,400,702      | CURRENT REFUNDING          |              | X  |                         | X  | X                  |    |
| B CITY OF GAITHERSBURG (MD)                  | 52-6000792     | 363128BT5   | 11-20-2009      | 16,000,000      | CONSTRUCT & EQUIP FACILITY |              | X  |                         | X  |                    | X  |
| C CITY OF GAITHERSBURG (MD)                  | 52-6000792     | 363128CB3   | 12-16-2009      | 18,837,005      | CURRENT REFUNDING          |              | X  |                         | X  | X                  |    |
| D CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA) | 23-6003119     | 230614FK0   | 11-10-2010      | 73,542,289      | CURRENT REFUNDING          |              | X  |                         | X  |                    | X  |

Part II

Proceeds

|    |                                                                                                        | A          |    | B          |    | C          |    | D          |    |
|----|--------------------------------------------------------------------------------------------------------|------------|----|------------|----|------------|----|------------|----|
| 1  | Amount of bonds retired                                                                                | 3,425,805  |    |            |    | 3,425,805  |    | 1,082,289  |    |
| 2  | Amount of bonds legally defeased                                                                       |            |    |            |    |            |    |            |    |
| 3  | Total proceeds of issue                                                                                | 73,400,702 |    | 16,000,000 |    | 18,837,005 |    | 73,542,289 |    |
| 4  | Gross proceeds in reserve funds                                                                        | 6,768,263  |    |            |    | 576,770    |    | 6,498,922  |    |
| 5  | Capitalized interest from proceeds                                                                     |            |    |            |    |            |    |            |    |
| 6  | Proceeds in refunding escrows                                                                          |            |    |            |    |            |    |            |    |
| 7  | Issuance costs from proceeds                                                                           | 1,416,958  |    | 320,000    |    | 376,740    |    | 1,470,845  |    |
| 8  | Credit enhancement from proceeds                                                                       |            |    |            |    |            |    |            |    |
| 9  | Working capital expenditures from proceeds                                                             |            |    |            |    |            |    |            |    |
| 10 | Capital expenditures from proceeds                                                                     | 15,680,000 |    | 15,680,000 |    |            |    |            |    |
| 11 | Other spent proceeds                                                                                   | 65,215,481 |    |            |    | 17,883,495 |    | 65,572,522 |    |
| 12 | Other unspent proceeds                                                                                 |            |    |            |    |            |    |            |    |
| 13 | Year of substantial completion                                                                         | 2006       |    | 2012       |    | 2009       |    | 2010       |    |
|    |                                                                                                        | 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   |    |
|---|----------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
|   |                                                                                                                            | 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  |     | 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?                                                   | X       |    | X   |    | X       |    | X       |    |
| 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                                                                      | 0 470 % |    | 0 % |    | 0 470 % |    | 0 420 % |    |
| 5  | Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government | 0 %     |    | 0 % |    | 0 %     |    | 0 %     |    |
| 6  | Total of lines 4 and 5                                                                                                                                                                                                               | 0 470 % |    | 0 % |    | 0 470 % |    | 0 420 % |    |
| 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   |    | X   |    |
| b  | Exception to rebate?                                                                                           |     | X  |     | X  |     | X  |     | X  |
| c  | No rebate due?                                                                                                 | X   |    |     | 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                                                                                               |     |    |     |    |     |    |     |    |
| 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  |     | 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

|                                                                                                                                                                                                                                                                  | 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   |    | 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 CITY OF GAITHERSBURG (MD) DATE THE REBATE COMPUTATION WAS PERFORMED 12/31/2013                                                                       |
| SCHEDULE K, PART I, ROW A AND C, COLUMN (E)     | THE ORGANIZATION IS A MEMBER OF AN OBLIGATED GROUP THE ENTRIES SHOWN IN COLUMN (E) REPRESENTS THE PORTION OF THE TOTAL ISSUE PRICE ALLOCATED TO THE ORGANIZATION |
| SCHEDULE K, PART II, ROW A AND C, LINES 4 AND 7 | THESE AMOUNTS REPRESENT A PRO RATA PORTION OF THE TOTAL BASED ON THE PORTION OF THE TOTAL ISSUE PRICE ALLOCATED TO THE ORGANIZATION                              |

|                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |                                                 |  |  |                                              |  |  |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------|--|--|----------------------------------------------|--|--|
| 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>ASBURY ATLANTIC INC |  |  | Employer identification number<br>52-0607956 |  |  |

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 CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA) | 23-6003119     | 230614GK9   | 10-31-2012      | 52,585,767      | CURRENT REFUNDING          |              | X  |                         | X  |                    | X  |

Part II Proceeds

|    |                                                                                                        | A          |    | B   |    | C   |    | D   |    |
|----|--------------------------------------------------------------------------------------------------------|------------|----|-----|----|-----|----|-----|----|
| 1  | Amount of bonds retired                                                                                |            |    |     |    |     |    |     |    |
| 2  | Amount of bonds legally defeased                                                                       |            |    |     |    |     |    |     |    |
| 3  | Total proceeds of issue                                                                                | 52,585,767 |    |     |    |     |    |     |    |
| 4  | Gross proceeds in reserve funds                                                                        | 2,339,434  |    |     |    |     |    |     |    |
| 5  | Capitalized interest from proceeds                                                                     |            |    |     |    |     |    |     |    |
| 6  | Proceeds in refunding escrows                                                                          |            |    |     |    |     |    |     |    |
| 7  | Issuance costs from proceeds                                                                           | 1,051,715  |    |     |    |     |    |     |    |
| 8  | Credit enhancement from proceeds                                                                       |            |    |     |    |     |    |     |    |
| 9  | Working capital expenditures from proceeds                                                             |            |    |     |    |     |    |     |    |
| 10 | Capital expenditures from proceeds                                                                     |            |    |     |    |     |    |     |    |
| 11 | Other spent proceeds                                                                                   | 49,194,618 |    |     |    |     |    |     |    |
| 12 | Other unspent proceeds                                                                                 |            |    |     |    |     |    |     |    |
| 13 | Year of substantial completion                                                                         | 2012       |    |     |    |     |    |     |    |
|    |                                                                                                        | Yes        | No | Yes | No | Yes | No | Yes | No |
| 14 | Were the bonds issued as part of a current refunding issue?                                            | X          |    |     |    |     |    |     |    |
| 15 | Were the bonds issued as part of an advance refunding issue?                                           |            | X  |     |    |     |    |     |    |
| 16 | Has the final allocation of proceeds been made?                                                        | X          |    |     |    |     |    |     |    |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X          |    |     |    |     |    |     |    |

Part III Private Business Use

|   |                                                                                                                            |  |  | 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?                                                   | X       |    |     |    |     |    |     |    |
| c  | Are there any research agreements that may result in private business use of bond-financed property?                                                                                                                                 |         | X  |     |    |     |    |     |    |
| d  | If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?                                                               |         |    |     |    |     |    |     |    |
| 4  | Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government                                                                      | 0 420 % |    |     |    |     |    |     |    |
| 5  | Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government | 0 %     |    |     |    |     |    |     |    |
| 6  | Total of lines 4 and 5                                                                                                                                                                                                               | 0 420 % |    |     |    |     |    |     |    |
| 7  | Does the bond issue meet the private security or payment test?                                                                                                                                                                       |         | X  |     |    |     |    |     |    |
| 8a | Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?                                                               |         | X  |     |    |     |    |     |    |
| b  | If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of                                                                                                                                              |         |    |     |    |     |    |     |    |
| c  | If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?                                                                                                                            |         |    |     |    |     |    |     |    |
| 9  | Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?                           | X       |    |     |    |     |    |     |    |

Part IV

Arbitrage

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

**Employer identification number**

52-0607956

| Return Reference | Explanation                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                  | FORM 990, PART III, LINE 4 | <p>ASBURY ATLANTIC CONTRIBUTES TIME, SPACE AND MANPOWER BACK TO THE GREATER COMMUNITY IN WHICH ITS CONTINUING CARE RETIREMENT COMMUNITIES ARE LOCATED. EACH CAMPUS DIVIDES ITS COMMUNITY BENEFIT ACTIVITIES INTO FOUR CATEGORIES: BENEVOLENT CARE, TRAINING THE NEXT GENERATION OF SENIOR LIVING PROFESSIONALS, SERVING THE BROADER COMMUNITY AND SENIOR SERVICES, AND GOING GREEN AND SUSTAINABLE DESIGN. ALL OF THE COMMUNITIES PROVIDE CHARITY CARE TO THOSE RESIDENTS WHOSE NEEDS EXCEED THEIR FUNDS, AND NO RESIDENT HAS EVER BEEN ASKED TO LEAVE AN ASBURY ATLANTIC COMMUNITY BECAUSE OF DEPLETED FUNDS THROUGH NO FAULT OF THEIR OWN. HIGHLIGHTS OF THIS YEAR'S COMMUNITY BENEFIT ACCOMPLISHMENTS AT EACH ASBURY ATLANTIC COMMUNITY INCLUDE THE FOLLOWING:</p> <p>ASBURY METHODIST VILLAGE IN THE AREA OF TRAINING FUTURE GENERATIONS OF CARE GIVERS, ASBURY METHODIST VILLAGE (AMV) PASTOR MARTHA BROWN SUPERVISED INTERNSHIPS FOR DIVINITY STUDENTS FROM HOWARD UNIVERSITY AND LOYOLA UNIVERSITY OF MARYLAND WHERE A PASTORAL CARE STUDENT PROVIDED COUNSELING SERVICES FOR RESIDENTS. ASBURY METHODIST VILLAGE ALSO PROVIDED TRAINING, ROOM SPACE FOR EDUCATORS AND SERVED AS A TESTING SITE FOR MONTGOMERY COLLEGE'S CERTIFIED NURSING ASSISTANT, GERIATRIC NURSING ASSISTANT AND CERTIFIED MEDICINE AID PROGRAMS. AMV DONATED MEETING SPACE FOR MORE THAN 20 OTHER NON-PROFIT, COMMUNITY ORGANIZATIONS THROUGHOUT THE YEAR, AS WELL. THROUGHOUT THE YEAR, ASBURY METHODIST VILLAGE ALSO CONDUCTED SEVERAL ACTIVITIES THAT BENEFIT SENIOR-CARE SERVICES. FOR EXAMPLE, ON THREE SEPARATE OCCASIONS IN 2013, A STAFF MEMBER VOLUNTEERED AS SITE SURVEYORS FOR CARF-CCAC, A NATIONAL ACCREDITING ORGANIZATION FOR SENIOR-LIVING COMMUNITIES. TO BENEFIT THE COMMUNITY AT LARGE, AMV HOSTED A STUDENT MENTORING PROGRAM WHEREBY THIRTEEN FOURTH AND FIFTH GRADE STUDENTS WERE TRANSPORTED TO AMV FOR A MENTORING PROGRAM WHOSE FOCUS IS THE DEVELOPMENT OF CHARACTER IN THE YOUNG PEOPLE. AMV ALSO HELD A FOOD DRIVE BENEFITTING MANNA FOOD BANK, AND IT CONTINUES TO PARTNER WITH MANNA FOR ITS SMART SNACKS PROGRAM, BAGGING AFTER-SCHOOL MEALS FOR NEEDY STUDENTS AT LOCAL ELEMENTARY SCHOOLS. AMV ASSOCIATES AND RESIDENTS PREPARED 130-150 PEANUT BUTTER AND JELLY SANDWICHES PER WEEK FOR THE MONTH OF DECEMBER TO BE DONATED TO THE MONTGOMERY COUNTY COALITION FOR HOMELESS-MEN'S SHELTER.</p> <p>BETHANY VILLAGE IN THE AREA OF TRAINING THE NEXT GENERATION OF PROFESSIONALS, THE FOLLOWING OCCURRED: INTERNSHIP SUPERVISION WAS PROVIDED FOR SOCIAL WORK AND WELLNESS STUDENTS FROM MESSIAH COLLEGE AND SHIPPENSBURG UNIVERSITY. CELTIC HEALTH CARE WAS PROVIDED USE OF BETHANY VILLAGE FOR CLINICAL EDUCATION TO THOSE CARING FOR PERSONS IN A SENIOR SETTING. HR DIRECTOR SERVED ON THE OCCUPATIONAL ADVISORY COMMITTEE FOR THE NURSE AIDE PROGRAM AND ALSO PROVIDED MOCK EMPLOYMENT INTERVIEWS FOR STUDENTS AT MECHANICSBURG AREA HIGH SCHOOL.</p> <p>IN THE AREA OF SUPPORTING THE COMMUNITY AND SENIOR SERVICES, BETHANY VILLAGE CONTINUED ITS COMMITMENT TO THOSE AFFECTED BY ALZHEIMER'S DISEASE BY HOSTING MONTHLY SUPPORT GROUPS FOR FAMILY MEMBERS OF THOSE WITH ALZHEIMER'S AND RAISING MORE THAN APPROXIMATELY \$4,000 FOR THE ALZHEIMER'S ASSOCIATION BY HOSTING ITS OWN FUNDRAISING WALK ON BETHANY'S CAMPUS AND ASSISTING IN THE WALK ON CITY ISLAND. IN DECEMBER, STAFF MEMBERS ASSISTED WITH CHRISTMAS PRESENT OUTREACH PROGRAM RUN BY HOME INSTEAD, INC. BETHANY VILLAGE AND HEALTH SOUTH WORKED TOGETHER TO OFFER STROKE EDUCATION. ASSOCIATES PARTICIPATED IN THE UNITED WAY DAY OF CARING AT AHEDD PERFORMING SERVICES SUCH AS PAINTING, PICKING UP BRUSH, OFFICE WORK, ETC. THROUGHOUT THE YEAR, CLOTHING COLLECTION DRIVES WERE HELD FOR VOLUNTEERS OF AMERICA FOR AREA THRIFT STORES DURING FIVE SEPARATE MONTHS. IN ADDITION, IN APRIL A FOOD DRIVE WAS HELD FOR NEW HOPE MINISTRIES FOOD BANK, WHICH BROUGHT IN OVER 200 POUNDS OF FOOD. WORKED WITH COMMUNITY GROUPS SUCH AS THE LANCASTER COUNCIL OF CHURCHES, REACH HOMELESS SHELTER, SALVATION ARMY AND TOUCH GLOBAL MINISTRIES TO PROVIDE SERVICES FOR THE LESS FORTUNATE. AND FINALLY, IN THE AREA OF ENVIRONMENTAL SUSTAINABILITY, BETHANY VILLAGE CONTINUED THEIR COMMUNITY-WIDE RECYCLING PROGRAM INVOLVING THE DAILY COLLECTION OF SODA CANTABS, PAPER, GLASS, METAL AND PLASTIC THROUGHOUT THE YEAR.</p> <p>SPRINGHILL HIGHLIGHTS OF THIS YEAR'S COMMUNITY BENEFIT ACCOMPLISHMENTS INCLUDE THE FOLLOWING ITEMS: SPRINGHILL STAFF PROVIDED SUPERVISION IN CLINICAL TRAINING FOR NURSING STUDENTS AND NURSE AIDES FROM GANNON UNIVERSITY, HEALTHCARE VENTURES ALLIANCE AND MERCYHURST UNIVERSITY. SPRINGHILL HOSTED A REGION-WIDE DEMENTIA TRAINING WORKSHOP FOR THOSE WHO DEAL WITH CARE FOR DEMENTIA. IN THE AREA OF SUPPORTING THE LOCAL COMMUNITY AND SENIOR SERVICES, SPRINGHILL'S ASSOCIATE DIRECTOR PROVIDED PLANNING LEADERSHIP FOR THE AREA CHAPTER OF THE ALZHEIMER'S ASSOCIATION'S WALK TO END ALZHEIMER'S THROUGHOUT THE YEAR, AND DURING THE SEPTEMBER WALK, THE COMMUNITY RAISED OVER \$10,000 FOR THE CAUSE. IN ADDITION, SPRINGHILL STAFF MEMBERS PARTICIPATED IN FUNDRAISING EFFORTS FOR THE AMERICAN HEART ASSOCIATION.</p> |

| Return Reference | Explanation                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------------|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                  | FORM 990,<br>PART III, LINE<br>4 | ION HAMOT HEART BALL STAFF MEMBERS PROVIDED LEADERSHIP SERVICES FOR SEVERAL COMMUNITY ORG ANIZATIONS, INCLUDING THE TWILIGHT WISH FOUNDATION AND STAIRWAYS BEHAVIORAL HEALTH SPRIN GHILL ASSOCIATES PARTICIPATED IN THE ADOPT-A-HIGHWAY PROGRAM THAT HELPED CLEAN LITTER ON H ERSHEY RD SNF ADMINISTRATOR ATTENDED CARF SURVEY TRAINING TO ASSIST CARF WITH SURVEY S AT COMMUNITIES AFTER COMPLETION OF TRAINING, THIS ASSOCIATE VOLUNTEERED AS A SURVEY OR FOR 2 CARF/CCAC SURVEY S AT CCRC'S IN ARIZONA AND NORTH CAROLINA ASSOCIATES PARTICIPATED IN THE PEARLS OF WISDOM CAREGIVERS LUNCHEON PROVIDING EDUCATION AND OTHER INFORMATION FOR CAREGIV ERS OF PARKINSON DISEASE ASSOCIATE PARTICIPATED IN ONE ON ONE SUPPORT SERVICES FOR INDIVI DUALS WITH HISTORY OF LEUKEMIA |

| Return<br>Reference                        | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART<br>VI, SECTION A,<br>LINE 1 | THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CAN ACT IN PLACE OF THE BOARD BETWEEN MEETINGS<br>ALL MEMBERS OF THE EXECUTIVE COMMITTEE ARE MEMBERS OF THE BOARD OF DIRECTORS WE HAVE REPORTED NINE<br>INDEPENDENT VOTING MEMBERS OF THE GOVERNING BODY THE NON-INDEPENDENT BOARD MEMBERS CONSIST OF<br>ONE RESIDENT, ONE EMPLOYEE OF ASBURY COMMUNITIES, INC , AND AN INVESTMENT ADVISOR TO THE ASBURY<br>COMMUNITIES, INC 401(K) PLAN |

| Return<br>Reference                  | Explanation                                                                                                                                                                                                                                                                                                                                                                               |
|--------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART VI, SECTION A, LINE 4 | DURING 2013 THE ENTITY HAS AMENDED THEIR BYLAWS TO STATE IN ADDITION TO THE RESERVED POWER OF THE MEMBER TO AMEND THE BYLAWS OF THE CORPORATION, THE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED AND NEW BYLAWS MAY BE ADOPTED (SUBJECT TO THE APPROVAL OF THE MEMBER) BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS AT ANY REGULAR MEETING OR ANY SPECIAL MEETING CALLED FOR THAT PURPOSE. |

| Return Reference                     | Explanation                                                               |
|--------------------------------------|---------------------------------------------------------------------------|
| FORM 990, PART VI, SECTION A, LINE 6 | ASBURY ATLANTIC HAS ONE MEMBER THE SOLE MEMBER IS ASBURY COMMUNITIES, INC |

| Return Reference                      | Explanation                                                                                 |
|---------------------------------------|---------------------------------------------------------------------------------------------|
| FORM 990, PART VI, SECTION A, LINE 7A | ASBURY COMMUNITIES, INC IS THE SOLE MEMBER OF ASBURY ATLANTIC AND ELECTS THE GOVERNING BODY |

| Return Reference                      | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART VI, SECTION A, LINE 7B | ONLY CERTAIN DECISIONS OF THE GOVERNING BODY ARE SUBJECT TO ASBURY COMMUNITY INC'S APPROVAL THESE DECISIONS INCLUDE (1) MANAGEMENT SERVICES RELATIONSHIPS AND CONTRACTS, (2) ANY ORGANIZATIONAL CHANGE IN GENERAL, INCLUDING MERGERS, SALES, LEASES, ETC, OF SUBSTANTIALLY ALL OF THE ASSETS AND THE CREATION OF NEW ENTITIES, (3) AMENDMENTS TO MISSION OR VISION STATEMENTS, (4) AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS |

| Return<br>Reference                            | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 11 | ASBURY COMMUNITIES IS THE SOLE MEMBER OF ASBURY ATLANTIC INC , ASBURY SOLOMONS INC , INVERNESS VILLAGE, AN OKLAHOMA NOT FOR PROFIT CORPORATION AND ASBURY COMMUNITIES HCBS, INC ASBURY COMMUNITIES HAS A SYSTEM WIDE AUDIT COMMITTEE THE ASBURY COMMUNITIES BOARD OF DIRECTORS HAS DELEGATED A REVIEW OF THE FORM 990 TO THE SYSTEM AUDIT COMMITTEE WHICH PERFORMED THEIR REVIEW ON OCTOBER 16TH THE ASBURY COMMUNITIES, INC , FOUNDATION, ASBURY ATLANTIC, ASBURY SOLOMONS, ASBURY COMMUNITIES HCBS, AND INVERNESS VILLAGE BOARD OF DIRECTORS WERE FORWARDED A COPY OF THEIR RESPECTIVE DRAFT FORM 990 FOR THEIR REVIEW AND PROVIDED A LINK TO RECORDING OF THE AUDIT COMMITTEE MEETING IF MEMBERS CHOSE TO LISTEN TO THE MEETINGS AS THEY REVIEWED ANY OF THE FORM 990S ALL DIRECTORS MAY POSE QUESTIONS OR ASK FOR CLARIFICATION FROM THE STAFF AND AUDIT COMMITTEE |

| Return<br>Reference                             | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 12C | THE ASBURY COMMUNITIES CONFLICT OF INTEREST POLICY WAS APPROVED BY THE BOARD OF DIRECTORS. THE ASSISTANT GENERAL COUNSEL IS GENERALLY RESPONSIBLE FOR THE POLICY PROCESS. ALL THE ENTITIES WITHIN THE ASBURY COMMUNITIES GROUP ARE SUBJECT TO THE POLICY. ANNUALLY, THE COMPLIANCE OFFICER CONDUCTS A COMPREHENSIVE CONFLICT DISCLOSURE PROCESS COVERING ALL MEMBERS OF THE GOVERNING BOARDS, SYSTEM-WIDE COMMITTEES, AND INDIVIDUALS IN MANAGEMENT POSITIONS. EACH PERSON COMPLETES A CONFLICT OF INTEREST DISCLOSURE FORM AND IS ADVISED OF THEIR FIDUCIARY OBLIGATIONS. THE COMPLIANCE OFFICER ANALYZES ALL DISCLOSURE FORMS FOR POTENTIAL CONFLICTS, AND PREPARES A REPORT FOR THE SYSTEM-WIDE AUDIT COMMITTEE. A SUMMARY IS THEN PRESENTED TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING. WHEN A CONFLICT OF INTEREST ARISES, THE INTERESTED PERSON WILL BE PROHIBITED FROM VOTING ON THE SUBJECT MATTER. |

| Return<br>Reference                            | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>PART VI,<br>SECTION B,<br>LINE 15 | <p>THE SYSTEM WIDE COMPENSATION COMMITTEE MEETS WITH THE INDEPENDENT COMPENSATION CONSULTANT, AND BASED ON INFORMATION PROVIDED TO THE COMMITTEE MAKES RECOMMENDATIONS REGARDING COMPENSATION AND BENEFITS TO THE EXECUTIVE COMMITTEE WHICH IS CHARGED WITH MAKING DECISIONS REGARDING COMPENSATION. THE FULL BOARD(S) OF ASBURY COMMUNITIES AND ASBURY ATLANTIC EACH HAVE A PRESENTATION ONCE A YEAR ON EXECUTIVE COMPENSATION AND BENEFITS. THE CHIEF PEOPLE OFFICER IS PRESENT TO GIVE BOARD MEMBERS AN OPPORTUNITY TO ASK QUESTIONS AND TO PROVIDE SALARIES AND GRADE LEVELS FOR THEIR REVIEW. THE SYSTEM WIDE COMPENSATION COMMITTEE IS COMPOSED OF 5 VOTING MEMBERS, THE CHIEF PEOPLE OFFICER (NON-VOTING), A RETAINED ATTORNEY (NON-VOTING, RECORDS PROCEEDINGS IN MINUTES), AND IS ADVISED BY TOWERS WATSON (A COMPENSATION CONSULTING FIRM). THE SYSTEM WIDE COMPENSATION COMMITTEE HOLDS 4 MEETINGS EACH YEAR (JAN, MARCH, JULY, AND NOV). IN THE NOVEMBER MEETING THEY REVIEW TOWERS WATSON DATA AND REPORTS IN ORDER TO MAKE INFORMED RECOMMENDATIONS REGARDING SALARIES AND BENEFITS. THIS ANNUAL REVIEW ALSO ENSURES COMPLIANCE WITH IRS INTERMEDIATE SANCTIONS REQUIREMENTS. THE EXECUTIVE COMMITTEE OF ASBURY COMMUNITIES ULTIMATELY REVIEWS/APPROVES/ AND OR ADJUSTS RECOMMENDATIONS FROM THE SYSTEM WIDE COMPENSATION COMMITTEE AND SETS COMPENSATION. THE POLICY AND PROCESS WAS LAST REVIEWED IN 2013.</p> |

| Return Reference                         | Explanation                                                                                                                                                                                                |
|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART VI,<br>SECTION C, LINE 19 | THE GOVERNING DOCUMENTS ARE AVAILABLE IN THE RESIDENT LIBRARIES THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON REQUEST THE AUDITED FINANCIAL STATEMENTS ARE AVAILABLE FOR PUBLIC VIEWING ON OUR WEBSITE |

| Return<br>Reference                 | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>PART VII,<br>SECTION A | THE OFFICERS THAT HAVE COMPENSATION FROM RELATED ORGANIZATIONS REPORTED IN PART VII, SECTION A, COLUMN E OF THE FORM 990 PROVIDE EXECUTIVE MANAGEMENT SUPPORT AND OVERALL GUIDANCE TO ASBURY ATLANTIC, INC AS WELL AS THE OTHER RELATED ORGANIZATIONS OF ASBURY COMMUNITIES, INC THERE ARE OVER 1,900 TOTAL EMPLOYEES IN THE ASBURY COMMUNITIES, INC SYSTEM THE 2013 CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR ASBURY COMMUNITIES, INC HAD TOTAL REVENUES OF \$173.6 MILLION AND TOTAL ASSETS IN EXCESS OF \$562 MILLION |

| Return<br>Reference          | Explanation                                                                                                                                                                                                                                                                          |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990, PART<br>XI, LINE 9 | NET UNREALIZED GAIN ON CHANGE IN MARKET VALUE OF DERIVATIVE INSTRUMENTS 7,509,712 CHANGE IN BENEFICIAL<br>INTEREST IN NET ASSETS OF ASBURY FOUNDATION, INC 2,270,602 CAPITAL TRANSFER TO A COMM -2,753,323<br>CHANGE IN VALUE OF OBLIGATIONS UNDER CHARITABLE GIFT ANNUITIES -18,758 |

| Return Reference           | Explanation                                                                                        |
|----------------------------|----------------------------------------------------------------------------------------------------|
| FORM 990, PART XI, LINE 2C | THE ORGANIZATION HAS NOT MADE ANY CHANGES TO ITS OVERSIGHT OR SELCTION PROCESS FROM THE PRIOR YEAR |

| Return<br>Reference                 | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FORM 990,<br>SCHEDULE K,<br>PART II | THE PROCEEDS OF THE SERIES 2009B MD BONDS (CUSIP #363128CB3) ISSUED BY THE CITY OF GAITHERSBURG (MD) WERE ALLOCATED BETWEEN 2 ENTITIES ASBURY ATLANTIC, INC (EIN 52-0607956) AND ASBURY SOLOMONS, INC (EIN-52-1862675) THE TOTAL PROCEEDS FROM THE ISSUE OF THE SERIES 2009B MD BOND IS \$43,806,989 (NET OF INSURANCE DISCOUNT OF \$13,011) AND IS ALLOCATED AS FOLLOWS ASBURY ATLANTIC, INC \$17,878,771 ASBURY SOLOMONS, INC \$25,928,218 |

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  
ASBURY ATLANTIC INC

Employer identification number  
52-0607956

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 |
|---------------------------------------------------------------------|-------------------------|--------------------------------------------------|---------------------|---------------------------|----------------------------------|
|                                                                     |                         |                                                  |                     |                           |                                  |
|                                                                     |                         |                                                  |                     |                           |                                  |
|                                                                     |                         |                                                  |                     |                           |                                  |
|                                                                     |                         |                                                  |                     |                           |                                  |
|                                                                     |                         |                                                  |                     |                           |                                  |
|                                                                     |                         |                                                  |                     |                           |                                  |
|                                                                     |                         |                                                  |                     |                           |                                  |

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) ASBURY COMMUNITIES INC<br><br>20030 CENTURY BOULEVARD<br><br>GERMANTOWN, MD 20874<br>52-1862677      | MANAGEMENT SERVICES                     | MD                                               | 501(C)(3)                  | LINE 11C, III-FI                                    |                                  |                                              | No |
| (2) INVERNESS VILLAGE<br><br>20030 CENTURY BOULEVARD<br><br>GERMANTOWN, MD 20874<br>73-1539802           | HOUSING AND HEALTHCARE FOR OLDER ADULTS | OK                                               | 501(C)(3)                  | LINE 9                                              | ASBURY COMMUNITIES INC           |                                              | No |
| (3) ASBURY SOLOMONS INC<br><br>20030 CENTURY BOULEVARD<br><br>GERMANTOWN, MD 20874<br>52-1862675         | HOUSING AND HEALTHCARE FOR OLDER ADULTS | MD                                               | 501(C)(3)                  | LINE 9                                              | ASBURY COMMUNITIES INC           |                                              | No |
| (4) ASBURY FOUNDATION INC<br><br>20030 CENTURY BOULEVARD<br><br>GERMANTOWN, MD 20874<br>52-1862674       | RAISING FUNDS FOR CHARITY CARE          | MD                                               | 501(C)(3)                  | LINE 7                                              | ASBURY COMMUNITIES INC           |                                              | No |
| (5) AFFILIATED ASSOCIATES INC<br><br>20030 CENTURY BOULEVARD<br><br>GERMANTOWN, MD 20874<br>51-0426078   | EMPLOYEE PAYMASTER COMPANY              | MD                                               | 501(C)(3)                  | LINE 11C, III-FI                                    | ASBURY COMMUNITIES INC           |                                              | No |
| (6) ASBURY COMMUNITIES HCBS INC<br><br>20030 CENTURY BOULEVARD<br><br>GERMANTOWN, MD 20874<br>45-0634490 | HOME CARE FOR OLDER ADULTS              | MD                                               | 501(C)(3)                  | LINE 9                                              | ASBURY COMMUNITIES INC           |                                              | No |
|                                                                                                          |                                         |                                                  |                            |                                                     |                                  |                                              |    |

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>Disproprtionate<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 |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |
|                                                          |                         |                                                              |                                        |                                                                                                            |                                 |                                          |                                        |    |                                                                            |                                           |    |                                |

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) THE ASBURY GROUP INC<br><br>20030 CENTURY BLVD<br>GERMANTOWN, MD 20874<br>20-5038820                               | TECH & MGT SERVICE      | DE                                                        | ASBURY<br>COMMUNITIES INC           | C                                                      |                                 |                                           |                                |                                                        | No |
| (2) TAG MARKETING LLC<br><br>20030 CENTURY BLVD<br>GERMANTOWN, MD 20874<br>26-2896006                                  | MARKETING SRVCS         | DE                                                        | ASBURY<br>COMMUNITIES INC           | C                                                      |                                 |                                           |                                |                                                        | No |
| (3) THE ASBURY GROUP<br>INTEGRATED TECHNOLOGIES<br>LLC<br><br>20030 CENTURY BLVD<br>GERMANTOWN, MD 20874<br>26-2896175 | INFOR & CNSLT SVCS      | DE                                                        | ASBURY<br>COMMUNITIES INC           | C                                                      |                                 |                                           |                                |                                                        | 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

Yes

1d

Yes

1e

No

1f

No

1g

No

1h

No

1i

No

1j

Yes

1k

No

1l

No

1m

Yes

1n

No

1o

No

1p

Yes

1q

No

1r

Yes

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 |
|-------------------------------------|----------------------------------|------------------------|----------------------------------------------|
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |
|                                     |                                  |                        |                                              |

Schedule R (Form 990) 2013

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: 52-0607956  
Name: ASBURY ATLANTIC INC

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

| (a)<br>Name, address, and EIN of related organization                                                | (b)<br>Primary activity                       | (c)<br>Legal domicile<br>(state<br>or foreign<br>country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status<br>(if section 501(c)<br>(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------|--------------------------------------------------------|----|
|                                                                                                      |                                               |                                                           |                               |                                                               |                                     | Yes                                                    | No |
| (1) ASBURY COMMUNITIES INC<br><br>20030 CENTURY BOULEVARD<br>GERMANTOWN, MD 20874<br>52-1862677      | MANAGEMENT<br>SERVICES                        | MD                                                        | 501(C)(3)                     | LINE 11C, III-FI                                              |                                     |                                                        | No |
| (1) INVERNESS VILLAGE<br><br>20030 CENTURY BOULEVARD<br>GERMANTOWN, MD 20874<br>73-1539802           | HOUSING AND<br>HEALTHCARE FOR<br>OLDER ADULTS | OK                                                        | 501(C)(3)                     | LINE 9                                                        | ASBURY COMMUNITIES<br>INC           |                                                        | No |
| (2) ASBURY SOLOMONS INC<br><br>20030 CENTURY BOULEVARD<br>GERMANTOWN, MD 20874<br>52-1862675         | HOUSING AND<br>HEALTHCARE FOR<br>OLDER ADULTS | MD                                                        | 501(C)(3)                     | LINE 9                                                        | ASBURY COMMUNITIES<br>INC           |                                                        | No |
| (3) ASBURY FOUNDATION INC<br><br>20030 CENTURY BOULEVARD<br>GERMANTOWN, MD 20874<br>52-1862674       | RAISING FUNDS FOR<br>CHARITY CARE             | MD                                                        | 501(C)(3)                     | LINE 7                                                        | ASBURY COMMUNITIES<br>INC           |                                                        | No |
| (4) AFFILIATED ASSOCIATES INC<br><br>20030 CENTURY BOULEVARD<br>GERMANTOWN, MD 20874<br>51-0426078   | EMPLOYEE<br>PAYMASTER COMPANY                 | MD                                                        | 501(C)(3)                     | LINE 11C, III-FI                                              | ASBURY COMMUNITIES<br>INC           |                                                        | No |
| (5) ASBURY COMMUNITIES HCBS INC<br><br>20030 CENTURY BOULEVARD<br>GERMANTOWN, MD 20874<br>45-0634490 | HOME CARE FOR<br>OLDER ADULTS                 | MD                                                        | 501(C)(3)                     | LINE 9                                                        | ASBURY COMMUNITIES<br>INC           |                                                        | No |



**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 |                                                                      |                                                                           |                                                                                               |
| PEGGY CRESPI KAPLAN<br>VP, ASST SECRETARY | 1 00<br>65 00                                                                              |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 333,343                                                                   | 17,611                                                                                        |
| HENRY MOEHRING<br>ASST SECRETARY          | 50 00<br>1 00                                                                              |                                                                                                           |                       | X       |              |                              |        | 219,191                                                              | 0                                                                         | 19,196                                                                                        |
| TONI WILSON<br>ASST SECRETARY             | 40 00<br>1 00                                                                              |                                                                                                           |                       | X       |              |                              |        | 16,741                                                               | 0                                                                         | 2,063                                                                                         |
| DEBBIE BARRIS<br>ASST SECRETARY           | 40 00<br>1 00                                                                              |                                                                                                           |                       | X       |              |                              |        | 69,340                                                               | 0                                                                         | 8,647                                                                                         |
| JOEY MOOKERJEE<br>ASST TREASURER          | 1 00<br>50 00                                                                              |                                                                                                           |                       | X       |              |                              |        | 0                                                                    | 104,098                                                                   | 6,367                                                                                         |
| JANET DYKSTRA<br>DIRECTOR OF NURSING      | 40 00<br>0 00                                                                              |                                                                                                           |                       |         |              | X                            |        | 126,864                                                              | 0                                                                         | 11,276                                                                                        |
| DIANE EDWARDS<br>ASST DIR OF NURSING      | 40 00<br>0 00                                                                              |                                                                                                           |                       |         |              | X                            |        | 111,229                                                              | 0                                                                         | 9,000                                                                                         |
| BRENT BAYES<br>DIRECTOR SALES & MARKETING | 40 00<br>0 00                                                                              |                                                                                                           |                       |         |              | X                            |        | 141,802                                                              | 0                                                                         | 11,136                                                                                        |
| BRIAN GRUNDUSKY<br>SNF ADMINISTRATOR      | 40 00<br>0 00                                                                              |                                                                                                           |                       |         |              | X                            |        | 129,384                                                              | 0                                                                         | 14,527                                                                                        |
| DEBORAH HEDGES<br>SNF ADMINISTRATOR       | 40 00<br>0 00                                                                              |                                                                                                           |                       |         |              | X                            |        | 108,707                                                              | 0                                                                         | 12,582                                                                                        |