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Form 990

## Return of Organization Exempt From Income Tax

2013

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

► Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.

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

Open to Public Inspection

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

B Check if applicable	C Name of organization SENIOR CARE COMMUNITIES INC		D Employer identification number 65-0639567
<input type="checkbox"/> Address change	Doing Business As		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 161 ST ANTHONY AVENUE NO 825	Room/suite	E Telephone number (651) 287-6408
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code ST PAUL, MN 55103		
<input type="checkbox"/> Application pending			G Gross receipts \$ 56,917,375
F Name and address of principal officer SUSAN LANDWEHR 161 ST ANTHONY AVENUE NO 825 ST PAUL, MN 55103		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		H(b) Are all subordinates included? If "No," attach a list (see instructions)	<input type="checkbox"/> Yes <input type="checkbox"/> No
I 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		H(c) Group exemption number ►	
J Website: ► WWW SENIORCARECOMMUNITIES ORG			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation 1995	M State of legal domicile DC

## Part I Summary

1 Briefly describe the organization's mission or most significant activities TO DEVELOP AND MAINTAIN QUALITY AGED, HANDICAPPED, AND LOW AND MODERATE INCOME HOUSING AND SERVICES		
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets		
3 Number of voting members of the governing body (Part VI, line 1a) . . . . .	3	5
4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .	4	3
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) . . . . .	5	1,153
6 Total number of volunteers (estimate if necessary) . . . . .	6	335
7a Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .	7a	0
b Net unrelated business taxable income from Form 990-T, line 34 . . . . .	7b	0

Activities &amp; Governance

Revenue

Expenses

Net Assets or Fund Balances

## Part II Signature Block

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

Sign Here	***** Signature of officer SUSAN LANDWEHR CHAIRPERSON Type or print name and title	2014-08-07 Date
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Paid Preparer Use Only	Print/Type preparer's name MIKE PRIGGE	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00749265
	Firm's name ► CLIFTONLARSONALLEN LLP			Firm's EIN ► 41-0746749	
	Firm's address ► 220 SOUTH SIXTH STREET SUITE 300 MINNEAPOLIS, MN 55402			Phone no (612) 376-4500	

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

## **Statement of Program Service Accomplishments**

**Statement of Program Service Accomplishments**  
Check if Schedule Q contains a response or note to any line in this Part II

to describe the organization's mission

THE PRIMARY MISSION OF SENIOR CARE COMMUNITIES, INC IS TO HOUSE AND CARE FOR SENIOR RESIDENTS IN A VARIETY OF SETTINGS INCLUDING RENTAL APARTMENTS, ASSISTED LIVING, LONG TERM NURSING, REHABILITATION FACILITIES AND MEMORY CARE UNITS. WE ARE ALSO COMMITTED TO SERVING OUR RESIDENTS, THEIR FAMILIES, AND THE BROADER COMMUNITY THROUGH PROGRAMMING, PARTNERSHIPS AND FUNDING OF CHARITABLE ENDEAVORS.

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

Yes  No

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

the organization cease conducting, or make significant changes in how it conducts, any program(s)?

Yes  No

If "Yes," describe these changes on Schedule C.

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

) (Expenses \$ 49,456,117 including grants of \$ 520,139 ) (Revenue \$ 56,077,263

IN KEEPING WITH OUR MISSION, SENIOR CARE COMMUNITIES HAS MADE A SIGNIFICANT INVESTMENT IN REAL ESTATE WITH THE CAPACITY TO HOUSE THE ELDERLY, INCLUDING THE FOLLOWING PROPERTIES THE WOODBURY SENIOR LIVING CAMPUS IN WOODBURY, MINNESOTA INCLUDES WOODBURY VILLA, A 75 UNIT INDEPENDENT AND ASSISTED LIVING COMMUNITY, WOODBURY ESTATES, A 64 UNIT ASSISTED LIVING COMMUNITY, AND WOODBURY HEALTH CARE CENTER, A 182 BED LICENSED SKILLED NURSING FACILITY IN 2013, WOODBURY HEALTHCARE CENTER PROVIDED CARE FOR AN AVERAGE OF 161 RESIDENTS PER DAY, APPROXIMATELY 58% OF WHICH WERE IN THE LOW INCOME CATEGORY, AS DEFINED BY THEIR ENROLLMENT IN THE MINNESOTA MEDICAL ASSISTANCE PROGRAM THE 32 BED TRANSITIONAL CARE UNIT (TCU), WHICH FOCUSES ON HIGHER ACUITY RESIDENTS REQUIRING INTENSIVE REHABILITATION SERVICES, AVERAGED 28 8 RESIDENTS PER DAY THE SERVICES THAT RESIDENTS RECEIVE IN THE TCU HELP THEM TO RETURN TO HOME OR TO A SETTING IN WHICH THEY CAN BE AS INDEPENDENT AS POSSIBLE THE PROPERTY HAS ALSO DEDICATED APPROXIMATELY ONE THIRD OF THEIR BEDS TO A MEMORY CARE UNIT WOODBURY VILLA HOUSED AND PROVIDED SERVICES TO APPROXIMATELY 72 RESIDENTS PER DAY IN 2013, WITH AN ESTIMATED 52% OF THE TENANTS IN THE LOW INCOME CATEGORY WOODBURY ESTATES HOUSED AND PROVIDED SERVICES TO APPROXIMATELY 57 TENANTS PER DAY BIRCHWOOD SENIOR LIVING CAMPUS IN FOREST LAKE, MINNESOTA INCLUDES BIRCHWOOD ARBORS, A 46 UNIT ASSISTED LIVING COMMUNITY AND BIRCHWOOD HEALTH CARE CENTER, A 10 BED SKILLED NURSING FACILITY IN 2013, BIRCHWOOD HEALTHCARE CENTER CARED FOR AN AVERAGE OF 95 RESIDENTS PER DAY WITH OVER 63% OF THAT POPULATION IN THE LOW INCOME CATEGORY THE PROPERTY HAS A 20 BED REHABILITATION UNIT AND A 32 BED MEMORY CARE UNIT BIRCHWOOD ARBORS HOUSED AND PROVIDED SERVICES TO APPROXIMATELY 45 RESIDENTS PER DAY WITH AN ESTIMATED 65% IN THE LOW INCOME CATEGORY PROVIDENCE PLACE IN MINNEAPOLIS, MINNESOTA IS A 190 BED SKILLED NURSING FACILITY IN 2013, PROVIDENCE PLACE PROVIDED CARE FOR AN AVERAGE OF 179 RESIDENTS PER DAY WITH APPROXIMATELY 62% OF THE POPULATION IN THE LOW INCOME CATEGORY THE 26 BED TRANSITIONAL CARE UNIT (TCU), WHICH FOCUSES ON HIGHER ACUITY RESIDENTS REQUIRING INTENSIVE REHABILITATION SERVICES, AVERAGED 25 RESIDENTS PER DAY THE SERVICES THAT RESIDENTS RECEIVE IN THE TCU HELP THEM TO RETURN TO HOME OR TO A SETTING IN WHICH THEY CAN BE AS INDEPENDENT AS POSSIBLE THE PROPERTY ALSO HAS TWO UNITS DEDICATED TO MEMORY CARE, ONE OF WHICH IS AN ALL FEMALE UNIT THE COLONY AT EDEN PRAIRIE IS A 144 UNIT INDEPENDENT AND ASSISTED LIVING FACILITY WITH A 25 BED TRANSITIONAL CARE UNIT IN 2013, THE ASSISTED LIVING COMMUNITY HOUSED AND PROVIDED SERVICES TO AN AVERAGE OF 141 RESIDENTS AND THE TRANSITIONAL CARE UNIT CARED FOR AN AVERAGE OF 20 RESIDENTS PER DAY SENIOR CARE COMMUNITIES, INC HAS VERY ACTIVE AND SUCCESSFUL VOLUNTEER PROGRAMS AT EACH OF THEIR PROPERTIES OVER 335 INDIVIDUALS DONATED APPROXIMATELY 10,616 HOURS OF SERVICE ON AN ANNUAL BASIS VOLUNTEERS PERFORM MANY VALUABLE SERVICES FOR THE RESIDENTS AT SENIOR CARE COMMUNITIES PROPERTIES UPON VISITING A PROPERTY, ONE WOULD SEE VOLUNTEERS PLAYING GAMES WITH RESIDENTS, READING TO RESIDENTS, HOSTING ICE CREAM SOCIALS, WORKING IN THE CAFE, SINGING OR PLAYING MUSICAL INSTRUMENTS, TAKING RESIDENTS ON OUTINGS, AND PARTICIPATING IN MANY OTHER FUN ACTIVITIES VOLUNTEERS OFTEN ESCORT NEW RESIDENTS TO THE DINING ROOM FOR THEIR FIRST MEAL IN A NEW SETTING AND HELP THEM BECOME ACQUAINTED WITH OTHER RESIDENTS SENIOR CARE COMMUNITIES, INC IS VERY APPRECIATIVE OF ALL THE SERVICES THAT VOLUNTEERS PROVIDE THESE DONATED SERVICES HELP TO PROVIDE RESIDENTS WITH A HIGHER LEVEL OF PERSONALIZED ATTENTION SENIOR CARE COMMUNITIES IS COMMITTED TO BOTH PHYSICAL AND SPIRITUAL WELLNESS FUNDING HAS BEEN PROVIDED FOR INITIATIVES THAT INCLUDE EQUIPMENT, STAFFING AND NEW PROGRAMS EXAMPLES OF THE NEW PROGRAMS INCLUDE ARTHRITIC YOGA, INTEGRATIVE THERAPIES AND A CREATIVE ARTS PROGRAM THAT INVOLVE PAINTING, POETRY AND DANCE IN ADDITION, WHEN A FACILITY IDENTIFIED THE NEED TO PROVIDE CLOTHING FOR RESIDENTS WITH FEW FINANCIAL RESOURCES, SENIOR CARE COMMUNITIES ESTABLISHED A FUND TO MEET THAT NEED SENIOR CARE COMMUNITIES IS COMMITTED TO SPIRITUAL PROGRAMMING AND SEES IT AS AN ESSENTIAL ELEMENT IN THE OVERALL WELLNESS OF THE INDIVIDUALS THAT IT CARES FOR CHAPLAINCY IS FUNDED AT EACH OF THE PROPERTIES AND STIPENDS ARE PROVIDED TO LOCAL CATHOLIC PARISHES TO ENSURE THAT ALL RESIDENTS ARE BEING SERVED BY THE LOCAL PARISH PRIEST EACH PROPERTY HAS NON-DENOMINATIONAL SERVICES FOR THE RESIDENTS ON A WEEKLY BASIS SEVERAL CHURCHES SUPPORT THE PROPERTIES WITH VOLUNTEERS AND PROGRAMS THAT FURTHER MEET THE SPIRITUAL NEEDS OF THE RESIDENTS THE VOLUNTEERS HELP ESCORT RESIDENTS TO WORSHIP SERVICES, LEAD BIBLE STUDIES, LEAD REMINISCING GROUPS, AND ASSIST THE CHAPLAINS IN MINISTERING TO THE UNIQUE AND INDIVIDUAL NEEDS OF THE RESIDENTS

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

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

**r program services (Describe in Schedule O)**

(Expenses \$

including grants of \$

) (Revenue

**Part IV Checklist of Required Schedules**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**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? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	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? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	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? If so, complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	Yes	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV			
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	Yes	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <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
<b>1a</b> Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	<b>1a</b>	126	
<b>b</b> Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	<b>1b</b>	0	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .			
<b>2a</b> 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 . . .	<b>2a</b>	1,153	
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .			
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .			
<b>4a</b> 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)? . . .			
<b>b</b> If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .			
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .			
<b>6a</b> 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? . . .			
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .			
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> 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? . . .			
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .			
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .			
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . .	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .			
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .			
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .			
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .			
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . .			
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966? . . .			
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? . . .			
<b>10 Section 501(c)(7) organizations.</b> Enter			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . .	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter			
<b>a</b> Gross income from members or shareholders . . .	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . .			
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . .	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O			
<b>b</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 . . .	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand . . .	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . .			
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .		No	

**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
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	<b>1a</b>	5		
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>b</b> Enter the number of voting members included in line 1a, above, who are independent	<b>1b</b>	3		
<b>2</b> 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?	<b>2</b>		No	
<b>3</b> 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?	<b>3</b>	Yes		
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>4</b>		No	
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?	<b>5</b>		No	
<b>6</b> Did the organization have members or stockholders?	<b>6</b>		No	
<b>7a</b> 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?	<b>7a</b>		No	
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>7b</b>		No	
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	<b>8a</b>	Yes		
<b>a</b> The governing body?	<b>8b</b>	Yes		
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>9</b>		No	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

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

		Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	<b>10a</b>		No
<b>b</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?	<b>10b</b>		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>11a</b>	Yes	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990			
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	<b>12a</b>	Yes	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>12b</b>	Yes	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<b>12c</b>	Yes	
<b>13</b> Did the organization have a written whistleblower policy?	<b>13</b>	Yes	
<b>14</b> Did the organization have a written document retention and destruction policy?	<b>14</b>	Yes	
<b>15</b> 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?	<b>15a</b>	Yes	
<b>a</b> The organization's CEO, Executive Director, or top management official	<b>15b</b>	Yes	
<b>b</b> Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	<b>16a</b>	Yes	
<b>b</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?	<b>16b</b>		No

### Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed  MN
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization  
 TWSL LLC 7400 WEST 109TH STREET  
BLOOMINGTON, MN 55438 (952) 888-1974



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

## **Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
AEGIS THERAPIES 1000 BEVERLY WAY FORT SMITH AZ 72919	THERAPY SERVICES	4,465,269
TWSL 7400 WEST 109TH STREET BLOOMINGTON MN 55438	PERSONNEL/MANAGEMENT SERVICES	3,627,982
NEW HORIZON FOODS 211 2ND ST NW ST MICHAEL MN 55376	DIETARY SERVICES	3,102,627
HEALTHCARE SERVICES GROUP 3220 TILLMAN DRIVE SUITE 300 BENSalem PA 19020	HOUSEKEEPING & LAUNDRY	592,505
TEXTILE CARE SERVICES 225 WOODLAKE DRIVE SE ROCHESTER MN 55904	LAUNDRY SERVICES	386,975
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization. <u>7</u>		

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 ►7

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>			
	<b>b</b> Membership dues . . . . .	<b>1b</b>			
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	67,790		
	<b>d</b> Related organizations . . . . .	<b>1d</b>			
	<b>e</b> Government grants (contributions)	<b>1e</b>			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	9,692		
	<b>g</b> Noncash contributions included in lines 1a-1f \$				
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .		77,482		
<b>Program Service Revenue</b>	<b>2a</b> RESIDENT SERVICES	Business Code 623000	56,077,263	56,077,263	
	<b>b</b>				
	<b>c</b>				
	<b>d</b>				
	<b>e</b>				
	<b>f</b> All other program service revenue				
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .		56,077,263		
	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .		238,181		238,181
<b>4</b> Income from investment of tax-exempt bond proceeds					
<b>5</b> Royalties . . . . .					
<b>6a</b> Gross rents	(I) Real				
<b>b</b> Less rental expenses	(II) Personal				
<b>c</b> Rental income or (loss)					
<b>d</b> Net rental income or (loss) . . . . .					
<b>7a</b> Gross amount from sales of assets other than inventory	(I) Securities				
<b>b</b> Less cost or other basis and sales expenses	(II) Other				
<b>c</b> Gain or (loss)					
<b>d</b> Net gain or (loss) . . . . .					
<b>8a</b> Gross income from fundraising events (not including \$ <u>67,790</u> of contributions reported on line 1c) See Part IV, line 18					
<b>a</b>	6,745				
<b>b</b> Less direct expenses . . . . .	<b>b</b> 41,491				
<b>c</b> Net income or (loss) from fundraising events . . . . .		-34,746		-34,746	
<b>9a</b> Gross income from gaming activities See Part IV, line 19	<b>a</b>				
<b>b</b> Less direct expenses . . . . .	<b>b</b>				
<b>c</b> Net income or (loss) from gaming activities . . . . .					
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>a</b>				
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>				
<b>c</b> Net income or (loss) from sales of inventory . . . . .					
Miscellaneous Revenue	Business Code				
<b>11a</b> MISCELLANEOUS REVENUE	623000	517,704		517,704	
<b>b</b>					
<b>c</b>					
<b>d</b> All other revenue . . . . .					
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .		517,704			
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		56,875,884	56,077,263	0	721,139

**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 

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	511,139	511,139		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	9,000	9,000		
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	35,000		35,000	
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	22,391,129	20,856,287	1,534,842	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	1,341,781	1,227,710	114,071	
10 Payroll taxes	1,939,792	1,804,257	135,535	
11 Fees for services (non-employees)				
a Management	3,627,982		3,627,982	
b Legal	58,778		58,778	
c Accounting	119,241		119,241	
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)	9,679,255	9,679,255		
12 Advertising and promotion	150,063	36,311	113,752	
13 Office expenses	3,347,589	3,268,344	79,245	
14 Information technology	151,069		151,069	
15 Royalties				
16 Occupancy	3,754,919	3,566,614	188,305	
17 Travel	20,988	10,339	10,649	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	12,110		12,110	
20 Interest	3,533,717	3,264,340	269,377	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,670,719	2,455,238	215,481	
23 Insurance	497,171	497,171		
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 MEDICAL SURCHARGE	1,442,218	1,442,218		
b PROVISION FOR BAD DEBTS	338,310	338,310		
c REPAIRS & MAINTENANCE	163,961	163,961		
d LICENSES	110,691	110,691		
e All other expenses	316,761	214,932	101,829	
<b>25 Total functional expenses.</b> Add lines 1 through 24e	56,223,383	49,456,117	6,767,266	0
<b>26 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 ► 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 

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing	2,324,654	<b>1</b> 3,525,392
	<b>2</b> Savings and temporary cash investments	880,902	<b>2</b> 1,330,088
	<b>3</b> Pledges and grants receivable, net	3	
	<b>4</b> Accounts receivable, net	5,841,383	<b>4</b> 6,247,636
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	<b>6</b> 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	
	<b>7</b> Notes and loans receivable, net	1,388,400	<b>7</b> 1,388,400
	<b>8</b> Inventories for sale or use	8	
	<b>9</b> Prepaid expenses and deferred charges	37,967	<b>9</b> 90,272
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	<b>10a</b>	64,245,777
	<b>b</b> Less accumulated depreciation	<b>10b</b>	20,801,518
		45,109,553	<b>10c</b> 43,444,259
	<b>11</b> Investments—publicly traded securities	11	
	<b>12</b> Investments—other securities See Part IV, line 11	12	
	<b>13</b> Investments—program-related See Part IV, line 11	13	40,000 40,000
	<b>14</b> Intangible assets	14	1,580,450 1,515,862
	<b>15</b> Other assets See Part IV, line 11	15	10,818,165 10,247,253
	<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	16	68,021,474 67,829,162
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	6,815,366	<b>17</b> 6,093,335
	<b>18</b> Grants payable	18	
	<b>19</b> Deferred revenue	19	633,665
	<b>20</b> Tax-exempt bond liabilities	20	60,072,785 58,995,730
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D	21	194,801 175,152
	<b>22</b> 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	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	23	150,493
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	24	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	25	152,932 342,696
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25	26	67,235,884 66,391,071
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	<b>27</b> Unrestricted net assets	750,705	<b>27</b> 1,393,514
	<b>28</b> Temporarily restricted net assets	34,885	<b>28</b> 44,577
	<b>29</b> Permanently restricted net assets	29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	<b>30</b> Capital stock or trust principal, or current funds	30	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund	31	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds	32	
	<b>33</b> Total net assets or fund balances	33	785,590 1,438,091
	<b>34</b> Total liabilities and net assets/fund balances	34	68,021,474 67,829,162

**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	56,875,884
2	Total expenses (must equal Part IX, column (A), line 25)	2	56,223,383
3	Revenue less expenses Subtract line 2 from line 1	3	652,501
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	785,590
5	Net unrealized gains (losses) on investments	5	
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	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,438,091

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

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

**2013****Open to Public  
Inspection**Department of the  
Treasury  
Internal Revenue Service

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

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**  
SENIOR CARE COMMUNITIES INC**Employer identification number**

65-0639567

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

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

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

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

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

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

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

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

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

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

9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )

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

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

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

f  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	
<b>Total</b>									

**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						
<b>4 Total.</b> 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)						
<b>6 Public support.</b> 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)						
<b>11 Total support</b> (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					<b>12</b>	
<b>13 First five years.</b> 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 <b>stop here</b> . . . . . ►						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	
15 Public support percentage for 2012 Schedule A, Part II, line 14	<b>15</b>	
<b>16a 33 1/3% support test—2013.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ►		
<b>b 33 1/3% support test—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►		
<b>17a 10%-facts-and-circumstances test—2013.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
<b>b 10%-facts-and-circumstances test—2012.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 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")	34,950	145,801	46,942	55,126	77,482	360,301
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	47,733,224	46,205,955	46,160,885	49,853,856	56,084,008	246,037,928
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 <b>Total.</b> Add lines 1 through 5	47,768,174	46,351,756	46,207,827	49,908,982	56,161,490	246,398,229
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 <b>Public support</b> (Subtract line 7c from line 6 )						246,398,229

**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	47,768,174	46,351,756	46,207,827	49,908,982	56,161,490	246,398,229
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	162,152	167,554	283,644	256,985	238,181	1,108,516
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	162,152	167,554	283,644	256,985	238,181	1,108,516
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 )	257,713	1,157,267	438,698	673,974	517,704	3,045,356
13 <b>Total support.</b> (Add lines 9, 10c, 11, and 12 )	48,188,039	47,676,577	46,930,169	50,839,941	56,917,375	250,552,101
14 <b>First five years.</b> 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 <b>stop here</b> ►						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	98 340 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	98 330 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	0 440 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	0 530 %
19a <b>33 1/3% support tests—2013.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►✓		
b <b>33 1/3% support tests—2012.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization ►✓		
20 <b>Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►		

**Part IV Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).**Facts And Circumstances Test**

## Return Reference

## Explanation

SCHEDULE A, PART II, LINE 12,  
EXPLANATION OF OTHER  
INCOME

MISCELLANEOUS REVENUE

**SCHEDULE D**  
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

**2013**

► 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).

**Open to Public Inspection**Department of the Treasury  
Internal Revenue Service**Name of the organization**  
SENIOR CARE COMMUNITIES INC**Employer identification number**

65-0639567

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	<b>Held at the End of the Year</b>
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	2d

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	<b>Amount</b>
<b>1c</b>	
<b>1d</b>	
<b>1e</b>	
<b>1f</b>	

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance . . . . .					
<b>b</b> Contributions . . . . .					
<b>c</b> Net investment earnings, gains, and losses					
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .					
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .					

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

**a** Board designated or quasi-endowment

**b** Permanent endowment

**c** Temporarily restricted endowment

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

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

**(i)** unrelated organizations . . . . .

**(ii)** related organizations . . . . .

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

<b>Yes</b>	<b>No</b>
<b>3a(i)</b>	
<b>3a(ii)</b>	
<b>3b</b>	

**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
<b>1a</b> Land . . . . .		2,123,780			2,123,780
<b>b</b> Buildings . . . . .		56,615,474	17,263,111		39,352,363
<b>c</b> Leasehold improvements . . . . .					
<b>d</b> Equipment . . . . .		5,490,401	3,538,407		1,951,994
<b>e</b> Other . . . . .		16,122			16,122
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					43,444,259

**Part VII Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

<b>(a) Description of security or category (including name of security)</b>	<b>(b) Book value</b>	<b>(c) Method of valuation Cost or end-of-year market value</b>
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
		</td

**Part VIII Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

Total. (Column (B) must equal Form 990, Part X, col (B) line 13) ►

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

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

**Part 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.

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

**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.

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

**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 IV, LINE 2B	THE RESIDENT TRUST FUNDS ARE PATIENT PERSONAL FUNDS THAT ARE HELD BY THE FACILITY. THE FUNDS BELONG TO THE RESIDENTS AND FACILITY MAINTAINS DETAIL ON DEPOSITS/WITHDRAWALS PER MN DHS GUIDELINES. THE SECURITY DEPOSITS ARE HELD AS DEPOSITS BY SCC WHILE THEY ARE HOLDING THEM.
PART X, LINE 2	SENIOR CARE COMMUNITIES, INC AND ITS WHOLLY OWNED LLC'S HAVE BEEN GRANTED EXEMPT STATUS RELATIVE TO FEDERAL AND STATE CORPORATE INCOME TAXES UNDER SECTIONS 501(C)(3) OF THE INTERNAL REVENUE CODE AND APPLICABLE STATE STATUTES. THE ORGANIZATION FOLLOWS GUIDANCE REGARDING THE RECOGNITION AND MEASUREMENT OF UNCERTAIN TAX POSITIONS. THE ORGANIZATION'S INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES. THE ORGANIZATION IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS. THE ORGANIZATION IS NOT AWARE OF ANY ACTIVITIES THAT ARE SUBJECT TO TAX ON UNRELATED BUSINESS INCOME OR EXERCISE OF OTHER TAXES. THE TAX RETURNS FOR THE YEARS BEGINNING BEFORE 2010 ARE NO LONGER OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE TAXING AUTHORITIES.

**Part XIII Supplemental Information (continued)**

Return Reference	Explanation

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

## **Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No 1545-0047

2013

## Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

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

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

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

**organization entered more than \$15,000 on Form 990-EZ, line 6a**

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

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

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

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**Name of the organization**

Name of the organization  
SENIOR CARE COMMUNITIES INC.

**Employer identification number**

65-0639567

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

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

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

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		GOLF TOURNAMENT (event type)	(event type)	(total number)	
1	Gross receipts . . .	74,535			74,535
2	Less Contributions . . .	67,790			67,790
3	Gross income (line 1 minus line 2) . . .	6,745			6,745
4	Cash prizes . . .				
5	Noncash prizes . . .	9,550			9,550
6	Rent/facility costs . . .	9,820			9,820
7	Food and beverages . . .	17,192			17,192
8	Entertainment . . .	2,680			2,680
9	Other direct expenses . . .	2,249			2,249
10	Direct expense summary Add lines 4 through 9 in column (d) . . . . .				► (41,491)
11	Net income summary Subtract line 10 from line 3, column (d) . . . . .				► -34,746

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

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

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

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

b If "No," explain \_\_\_\_\_  
\_\_\_\_\_

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

b If "Yes," explain \_\_\_\_\_  
\_\_\_\_\_

Does the organization operate gaming activities with nonmembers?  Yes  No

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

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	%
b An outside facility	13b	%

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

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

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

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

Name ► \_\_\_\_\_

Address ► \_\_\_\_\_

16 Gaming manager information

Name ► \_\_\_\_\_

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► \_\_\_\_\_

Director/officer

Employee

Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

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

Return Reference	Explanation
FUNDRAISING EVENT	SENIOR CARE COMMUNITIES, INC ANNUAL GOLF TOURNAMENT INCLUDES A SILENT AUCTION THE 2013 SILENT AUCTION INCLUDED 7 ITEMS WITH A TOTAL FAIR MARKET VALUE OF APPROXIMATELY \$1,135

**Schedule I  
(Form 990)**

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

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

**► Attach to Form 990**

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

2013

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

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Name of the organization

## SENIOR CARE COMMUNITIES INC

**Employer identification number**

65-0639567

## Part I General Information on Grants and Assistance

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

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

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

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) SCHOLARSHIPS	9	9,000			

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

Return Reference	Explanation
PART I, LINE 2	EMPLOYEE SCHOLARSHIPS AND GRANTS ARE PAID DIRECTLY TO THE EDUCATIONAL INSTITUTION UPON RECEIPT OF A LETTER OF ACCEPTANCE OR AN INVOICE FOR GRANTS TO OTHER ORGANIZATIONS, SENIOR CARE COMMUNITIES DOES NOT HAVE A FORMAL MONITORING PROCESS

**Schedule K  
(Form 990)****Supplemental Information on Tax Exempt Bonds****2013****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

► 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).

Name of the organization  
SENIOR CARE COMMUNITIES INCEmployer identification number  
65-0639567**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 MINNEAPOLIS	41-6005375	60374EAU5	08-08-2007	23,845,000	ACQUISITION OF PROPERTY		X		X		X
B	WASHINGTON COUNTY HRA	41-1408079	93779TAK6	04-30-2007	40,055,000	ACQUISITION OF PROPERTY		X		X		X

**Part II Proceeds**

					A		B		C		D	
					2,425,000		2,820,000					
1	Amount of bonds retired											
2	Amount of bonds legally defeased											
3	Total proceeds of issue				22,530,620		40,030,978					
4	Gross proceeds in reserve funds				3,695,008		6,198,718					
5	Capitalized interest from proceeds											
6	Proceeds in refunding escrows											
7	Issuance costs from proceeds				450,613		801,100					
8	Credit enhancement from proceeds											
9	Working capital expenditures from proceeds											
10	Capital expenditures from proceeds											
11	Other spent proceeds											
12	Other unspent proceeds											
13	Year of substantial completion				2008		2009					
14	Were the bonds issued as part of a current refunding issue?				Yes	No	Yes	No	Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?					X			X			
16	Has the final allocation of proceeds been made?				X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?				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					
2	Are there any lease arrangements that may result in private business use of bond-financed property?			X		X				

**Part III Private Business Use (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property?		X		X				
<b>b</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?								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property?		X		X				
<b>d</b> 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?								
<b>4</b> 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 ►								
<b>5</b> 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 ►								
<b>6</b> Total of lines 4 and 5								
<b>7</b> Does the bond issue meet the private security or payment test?		X		X				
<b>8a</b> 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				
<b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
<b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
<b>9</b> 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				

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has the issuer filed Form 8038-T?		X		X				
<b>2</b> If "No" to line 1, did the following apply?								
<b>a</b> Rebate not due yet?		X		X				
<b>b</b> Exception to rebate?		X		X				
<b>c</b> No rebate due?	X		X					
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
<b>3</b> Is the bond issue a variable rate issue?	X			X				
<b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
<b>b</b> Name of provider								
<b>c</b> Term of hedge								
<b>d</b> Was the hedge superintegrated?								
<b>e</b> 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				
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				
7 Has the organization established written procedures to monitor the requirements of section 148?		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				

**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 MINNEAPOLIS DATE THE REBATE COMPUTATION WAS PERFORMED 08/01/2012 ISSUER NAME WASHINGTON COUNTY HRA DATE THE REBATE COMPUTATION WAS PERFORMED 12/07/2011

## Schedule L

## **Transactions with Interested Persons**

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

OMB No 1545-0047

2013

## Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization  
SENIOR CARE COMMUNITIES INC

**Employer identification number**

65-0639567

**Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)**

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction		(d) Corrected?	
			Yes	No		

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . 

**Part II      Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

### **Part III Grants or Assistance Benefitting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) SHELTER CORPORATION	50% OWNER OF TWSL MANAGEMENT AGENT FOR SCC	576,205	LOAN TO SHELTER CORPORATION TO CONSTRUCT MINNEHAHA SENIOR LIVING		No
(2) BSHG	PRESIDENT OF TWSL, LLC, MANAGEMENT AGENT FOR SCC	576,205	LENT FUNDS TO TWO COMPANIES WHICH ARE RELATED TO THE CONTRACTED MANAGEMENT COMPANY, TWSL, LLC. THE RELATED COMPANIES ARE BSHG HOLDINGS, LLC AND SHELTER HOLDINGS, LLC. THE LOAN FUNDS WERE USED TO CREATE AND CONSTRUCT A NEW SENIOR LIVING CAMPUS NEXT TO A FACILITY OWNED BY SENIOR CARE COMMUNITIES AS PART OF THE LOAN AGREEMENT, SENIOR CARE COMMUNITIES HAS AN OPTION TO ACQUIRE PARTIAL OWNERSHIP IN THE NEW SENIOR LIVING CAMPUS AT A FUTURE DATE		No

**Part V Supplemental Information**

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

Return Reference

Explanation

**SCHEDULE O**  
(Form 990 or 990-EZ)**Supplemental Information to Form 990 or 990-EZ****2013****Open to Public  
Inspection**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).Department of the Treasury  
Internal Revenue ServiceName of the organization  
SENIOR CARE COMMUNITIES INC

Employer identification number

65-0639567

**990 Schedule O, Supplemental Information**

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 3	SENIOR CARE COMMUNITIES DELEGATED CONTROL OVER MANAGEMENT DUTIES TO TWSL, LLC
FORM 990, PART VI, SECTION B, LINE 11	THE FORM WAS SENT OUT ELECTRONICALLY TO ALL BOARD MEMBERS WHO REVIEWED AND APPROVED THE FORM VIA ELECTRONIC VOTING PROCESS
FORM 990, PART VI, SECTION B, LINE 12C	SR CARE COMMUNITIES APPROVED THE FOLLOWING CONFLICT OF INTEREST POLICY ON 5/7/2009 THE FOLLOWING PERSONS ARE "KEY PERSONS" FOR PURPOSES OF THE CONFLICT OF INTEREST POLICY A MEMBER OF THE BOARD OF DIRECTORS, A MEMBER OF A COMMITTEE WITH POWERS DELEGATED BY THE BOARD OF DIRECTORS, AN OFFICER OF THE CORPORATION, A FAMILY MEMBER DEFINED AS A SPOUSE, PARENT, CHILD, SIBLING, OR SPOUSE OF A SIBLING PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST ONCE A POTENTIAL CONFLICT OF INTEREST HAS BEEN DISCLOSED THE KEY PERSON MAY MAKE A PRESENTATION AT THE BOARD OR COMMITTEE MEETING AT WHICH THE TRANSACTION WILL BE DISCUSSED, BUT AFTER SUCH PRESENTATION, HE OR SHE SHALL LEAVE THE MEETING DURING THE DISCUSSION OF, AND THE VOTE ON, THE TRANSACTION OR ARRANGEMENT THAT RESULTS IN THE CONFLICT OF INTEREST THE BOARD OR COMMITTEE SHALL, IF APPROPRIATE, OBTAIN AND RELY ON APPROPRIATE DATA AS TO COMPARABILITY PRIOR TO MAKING ITS DECISION WHETHER OR NOT TO PARTICIPATE IN THE PROPOSED TRANSACTION OR ARRANGEMENT THE CHAIR OF THE BOARD OR COMMITTEE SHALL, IF APPROPRIATE, APPOINT A DISINTERESTED PERSON OR COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT THE BOARD OR COMMITTEE SHALL USE DUE DILIGENCE TO DETERMINE WHETHER THE CORPORATION CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT WITH REASONABLE EFFORTS FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST AFTER CONSIDERATION, THE BOARD OR COMMITTEE MAY DETERMINE THAT A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY ATTAINABLE UNDER CIRCUMSTANCES THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST IF SO, THE BOARD OR COMMITTEE MAY DECIDE, BY A MAJORITY VOTE, TO ENTER INTO A TRANSACTION INVOLVING A CONFLICT OF INTEREST
FORM 990, PART VI, SECTION B, LINE 15	THE OFFICERS RECEIVE MINIMAL COMPENSATION FOR THEIR SERVICES TO SENIOR CARE COMMUNITIES, INC DETERMINATION OF THEIR COMPENSATION IS BASED ON THE AMOUNT OF TIME DEDICATED TO THE ORGANIZATION IN THE PRIOR YEAR AND INCLUDES REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA AND CONTEMPORANEOUS SUBSTANTIATION THIS PROCESS WAS LAST UNDERTAKEN FOR ALL OFFICERS IN 2013
FORM 990, PART VI, SECTION C, LINE 18	THE 990 IS AVAILABLE UPON REQUEST OR AT WWW2.GUIDESTAR.ORG WHILE OTHER DOCUMENTS ARE ONLY AVAILABLE UPON REQUEST
FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON REQUEST
FORM 990, PART IX, LINE 11G	MEDICAL & PATIENT SERVICES PROGRAM SERVICE EXPENSES 9,679,255 MANAGEMENT AND GENERAL EXPENSES 0 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 9,679,255

SCHEDULE R  
(Form 990)

## Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceName of the organization  
SENIOR CARE COMMUNITIES INC

Employer identification number

65-0639567

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) SENIOR CARE PROVIDENCE LLC 3720 23RD AVENUE SOUTH MINNEAPOLIS, MN 55407 26-0429826	SKILLED NURSING	DE	16,417,983	20,757,992	SENIOR CARE COMMUNITIES INC
(2) SENIOR CARE FOREST LAKE LLC 604 NE FIRST STREET FOREST LAKE, MN 55025 20-8316264	SKILLED NURSING AND ASSISTED LIVING	DE	9,578,339	11,598,694	SENIOR CARE COMMUNITIES INC
(3) SENIOR CARE WOODBURY LLC 7012 LAKE DRIVE WOODBURY, MN 55125 20-8316216	SKILLED NURSING AND ASSISTED LIVING	DE	20,012,277	28,849,718	SENIOR CARE COMMUNITIES INC
(4) COLONY AT EDEN PRAIRIE 431 PRAIRIE CENTER DRIVE EDEN PRAIRIE, MN 55344 45-3994926	SKILLED NURSING AND ASSISTED LIVING	DE	10,757,002	1,825,699	SENIOR CARE COMMUNITIES INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
						Yes

**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.

**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.

**Part V Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q		No
1r		No
1s		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SE ROLLING HILLS LLC	J	1,866,602	COST

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

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

**Part VII Supplemental Information**

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

Return Reference	Explanation
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Schedule R (Form 990) 2013