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2013

Open to Public
Inspection

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

► Information about Form 990 and its instructions is at www.irs.gov/form990

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 TALLGRASS CREEK INC		D Employer identification number 87-0765641
<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) 13800 METCALF AVENUE		E Telephone number (913) 897-2700
<input type="checkbox"/> Terminated			
<input checked="" type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code OVERLAND PARK, KS 66223		
<input type="checkbox"/> Application pending			G Gross receipts \$ 9,982,085
F Name and address of principal officer JAMES HAYES 13800 METCALF AVENUE OVERLAND PARK, KS 66223		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.NATIONALSENIORCAMPUSES.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 2006	M State of legal domicile MD

Part I Summary

1 Briefly describe the organization's mission or most significant activities

PROVIDE A HOME FOR SENIORS THAT SATISFIES THEIR THREE PRIMARY NEEDS

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	12
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	226
6 Total number of volunteers (estimate if necessary)	6	125
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

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	253,450	263,643
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,024,208	7,232,637
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,456,346	2,370,781
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	150,049	115,024
	9,884,053	9,982,085

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,250	10,250
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,692,538	3,296,331
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ► ⁰		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,516,007	9,986,918
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	11,213,795	13,293,499
19 Revenue less expenses Subtract line 18 from line 12	-1,329,742	-3,311,414

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	76,496,603	81,884,826
21 Total liabilities (Part X, line 26)	78,330,546	88,447,478
22 Net assets or fund balances Subtract line 21 from line 20	-1,833,943	-6,562,652

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	*****	2014-09-02
	Signature of officer	Date
DAVID L BURK TAX OFFICER		
Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name JAMES P SWEENEY	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P01263012
	Firm's name ► MCGLADREY LLP	Firm's EIN ► 42-0714325			
	Firm's address ► 100 INTERNATIONAL DRIVE SUITE 1400 BALTIMORE, MD 21202	Phone no (410) 246-9300			

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

Part III Statement of Program Service Accomplishments

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

1

1 Briefly describe the organization's mission

OUR MISSION IS TO PROVIDE AN ACTIVE AND ENGAGED QUALITY OF LIFE AND A FULL CONTINUUM OF CARE SERVICES FOR SENIORS THROUGH THE ACHIEVEMENT OF EXEMPLARY SERVICES, PROGRAMS AND FACILITIES WHILE MAINTAINING AFFORDABILITY FOR RESIDENTS AND LONG-TERM FINANCIAL STABILITY OF THE COMMUNITY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

Yes No

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

Yes No

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

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

4a (Code) (Expenses \$ 12,267,190 including grants of \$ 10,250) (Revenue \$ 7,232,637)

TALLGRASS CREEK PROVIDES SERVICES NEEDED BY SENIOR RESIDENTS, WHO RESIDE IN 226 INDEPENDENT LIVING UNITS AND 29 PERSONAL CARE UNITS. THE SERVICES WE PROVIDE TO OUR RESIDENTS INCLUDE, BUT ARE NOT LIMITED TO HOUSING, FOOD, MEDICAL, SECURITY AND MAINTENANCE SERVICES, RECREATIONAL AND PASTORAL ACTIVITIES.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses 12,267,190

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

12b 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?

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

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? 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	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a		No
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
24c	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		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
25b	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
28b	a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
28c	b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
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		No
35b	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		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	65	
1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable . . .	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	2a	226	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .	3a	No	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .	3b	No	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .	4a	No	
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . .	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .	5c	No	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .	6b	No	
7 Organizations that may receive deductible contributions under section 170(c).	7a	Yes	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . .	7b	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	7d	No	
d If "Yes," indicate the number of Forms 8282 filed during the year . . .	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7g	No	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	7h	No	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .	8	No	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . .	9a	No	
9 Sponsoring organizations maintaining donor advised funds.	9b	No	
a Did the organization make any taxable distributions under section 4966? . . .	10a	No	
b Did the organization make a distribution to a donor, donor advisor, or related person? . . .	10b	No	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	11a	No	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11b	No	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders . . .	12a	No	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .	12b	No	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? . . .	13a	No	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . .	13b	No	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13c	No	
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 . . .	14a	No	
c Enter the amount of reserves on hand . . .	14b	No	
14a Did the organization receive any payments for indoor tanning services during the tax year? . . .			
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .			

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

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

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	12	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b	12	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes	
a The governing body?	8b	Yes	
b Each committee with authority to act on behalf of the governing body?	9		No
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O			

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

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

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed KS
- 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
 MARY WINDSOR 701 MAIDEN CHOICE LANE
BALTIMORE, MD 21228 (410) 402-2364

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099- MISC)	(E) Reportable compensation from related organizations (W-2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Office	Key employee	Highest compensated	Former			
(1) RODNEY COE PAST CHAIRPERSON	1 00 8 00	X		X				12,000	59,250	0
(2) JAMES HAYES CHAIRPERSON/PRESIDENT/VICE CHAIR	1 00 11 00	X		X				7,000	64,250	0
(3) MERRILL STILES SECRETARY	11 00	X		X				10,000	0	0
(4) BOONE POWELL TREASURER	20 80	X		X				7,000	28,000	0
(5) ZINA JACQUE DIRECTOR	1 00 4 00	X						7,000	28,000	0
(6) MIKE ROSKIEWICZ DIRECTOR	1 00 4 00	X						7,000	28,000	0
(7) DAVE BURK DIRECTOR	1 00 6 00	X						7,000	33,000	0
(8) STEVE HUNSICKER DIRECTOR	40 1 60	X						7,000	31,750	0
(9) GROVER WRENN DIRECTOR	1 00 8 00	X						7,000	57,375	0
(10) SCOTT HOLLINGSWORTH DIRECTOR	1 00 4 00	X						7,000	28,000	0
(11) MICHELLE BOHREER DIRECTOR	1 00 5 00	X						7,000	33,000	0
(12) ROSETTA ROBINS DIRECTOR	1 00 5 00	X						7,000	33,000	0
(13) PETER CRANE EXECUTIVE DIRECTOR	40 00			X				171,191	0	20,644
(14) LYNN SCHAFFER DIRECTOR OF FINANCE, BEGAN 8/12/13	40 00			X				34,711	0	12
(15) TINA BALLARD FINANCE DIRECTOR, THROUGH 7/24/13	40 00			X				63,119	0	6,824
(16) JOHN HALL ASSISTANT TREASURER	50 7 00			X				0	0	0
(17) JAMES WALTER ASSISTANT TREASURER	50 7 00			X				0	0	0

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

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►3**

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

Section B. Independent Contractors

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

(A)	Name and business address	(B)	Description of services	(C)
	ERICKSON LIVING MANAGEMENT 701 MAIDEN CHOICE LANE BALTIMORE MD 21228		MANAGEMENT	294,911
	NEXT TO NATURE LANDSCAPE PO BOX 24247 OVERLAND PARK KS 66283		LANDSCAPING	188,560

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 **2**

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
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	263,643		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		263,643		
Program Service Revenue	2a RESIDENT FEES	Business Code 623990	5,901,649	5,901,649	
	b RESIDENT DEPOSITS	623990	716,116	716,116	
	c ANCILLARY FEES	623990	468,369	468,369	
	d CONTRACT REVENUE	623990	144,853	144,853	
	e PROCESSING FEES	623990	1,650	1,650	
	f All other program service revenue				
	g Total. Add lines 2a-2f		7,232,637		
	3 Investment income (including dividends, interest, and other similar amounts)		2,370,781		2,370,781
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(I) Real 115,024				
b Less rental expenses	0				
c Rental income or (loss)	115,024				
d Net rental income or (loss)		115,024		115,024	
7a Gross amount from sales of assets other than inventory	(I) Securities				
b Less cost or other basis and sales expenses	(II) Other				
c Gain or (loss)					
d Net gain or (loss)					
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b Less direct expenses	b				
c Net income or (loss) from fundraising events					
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See Instructions		9,982,085	7,232,637	0	2,485,805

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22	10,250	10,250		
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	388,501		388,501	
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	2,048,451	1,987,833	60,618	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	23,180	19,319	3,861	
9 Other employee benefits	624,909	483,406	141,503	
10 Payroll taxes	211,290	175,040	36,250	
11 Fees for services (non-employees)				
a Management	294,911	294,911		
b Legal	29,263	28,757	506	
c Accounting	35,588	35,588		
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)	1,676,083	1,328,172	347,911	
12 Advertising and promotion	1,190,641	1,190,641		
13 Office expenses	1,107,652	1,095,825	11,827	
14 Information technology				
15 Royalties				
16 Occupancy	678,855	678,855		
17 Travel	65,470	45,916	19,554	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	3,450,302	3,450,302		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,080,335	1,080,335		
23 Insurance	95,367	95,367		
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 EQUIPMENT RENTAL	237,961	236,554	1,407	
b ADMINISTRATIVE & MISC	34,747	20,810	13,937	
c RESIDENT RELATIONS	9,743	9,309	434	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	13,293,499	12,267,190	1,026,309	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

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

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1,365	1 1,345
	2 Savings and temporary cash investments	2,335,701	2 1,666,876
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	66,874	4 50,805
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	47,249,705	7 47,208,562
	8 Inventories for sale or use	33,455	8 35,331
	9 Prepaid expenses and deferred charges	10,907	9 13,523
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 37,223,410	
	b Less accumulated depreciation	10b 4,315,026	10c 26,798,596 32,908,384
	11 Investments—publicly traded securities	11	
	12 Investments—other securities See Part IV, line 11	12	
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	76,496,603	16 81,884,826
Liabilities	17 Accounts payable and accrued expenses	835,261	17 816,200
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	4,077,373	23 6,964,476
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	73,417,912	25 80,666,802
	26 Total liabilities. Add lines 17 through 25	78,330,546	26 88,447,478
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	-2,420,818	27 -7,354,472
	28 Temporarily restricted net assets	586,875	28 791,820
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	-1,833,943	33 -6,562,652
	34 Total liabilities and net assets/fund balances	76,496,603	34 81,884,826

Part XI Reconciliation of Net AssetsCheck 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	9,982,085
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,293,499
3	Revenue less expenses Subtract line 2 from line 1	3	-3,311,414
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-1,833,943
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	-1,417,295
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-6,562,652

Part XII Financial Statements and ReportingCheck 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 checked="" type="checkbox"/> Separate basis <input 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.

Name of the organization

TALLGRASS CREEK INC

Employer identification number

87-0765641

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

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

Part 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")	42,725	166,908	219,093	253,450	263,643	945,819
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	4,589,525	23,613,776	6,028,730	7,024,208	7,232,637	48,488,876
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	4,632,250	23,780,684	6,247,823	7,277,658	7,496,280	49,434,695
7a Amounts included on lines 1, 2, and 3 received from disqualified persons		100,000	150,000	155,000	160,000	565,000
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		100,000	150,000	155,000	160,000	565,000
8 Public support (Subtract line 7c from line 6)						48,869,695

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	4,632,250	23,780,684	6,247,823	7,277,658	7,496,280	49,434,695
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,586,822	1,954,025	2,265,786	2,606,395	2,485,805	10,898,833
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	1,586,822	1,954,025	2,265,786	2,606,395	2,485,805	10,898,833
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)	6,219,072	25,734,709	8,513,609	9,884,053	9,982,085	60,333,528
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	81 000 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	81 770 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	18 060 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	17 500 %
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►		

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

Return Reference

Explanation

2013

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990)
and its instructions is at www.irs.gov/form990.Department of the Treasury
Internal Revenue Service**Name of the organization**
TALLGRASS CREEK INC**Employer identification number**

87-0765641

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

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

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
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)

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

Yes	No
3a(i)	
3a(ii)	
3b	

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

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

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings		34,635,271	2,859,507	31,775,764	
c Leasehold improvements					
d Equipment		989,678	602,779	386,899	
e Other		1,598,461	852,740	745,721	
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					32,908,384

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

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

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

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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	9,982,085
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	0
3	Subtract line 2e from line 1	3	9,982,085
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	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	9,982,085

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	14,710,794
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	1,417,295
e	Add lines 2a through 2d	2e	1,417,295
3	Subtract line 2e from line 1	3	13,293,499
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	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	13,293,499

Part XIII Supplemental Information

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

Return Reference	Explanation
PART X, LINE 2	TALLGRASS CREEK, INC ("TCK") IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND THE APPLICABLE STATE INCOME TAX REGULATIONS. THE PIONEER PUB IS A SINGLE MEMBER COMPANY AND HAS ELECTED TO BE DISREGARDED FOR FEDERAL AND STATE INCOME TAX PURPOSES. THE FINANCIAL STATEMENT ACTIVITY OF THE PIONEER PUB IS RELECTED ON TCK'S BOOKS. MANAGEMENT HAS EVALUATED TCK'S TAX POSITIONS AND HAS CONCLUDED THAT TCK HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE RECOGNITION OR DISCLOSURE.
PART XII, LINE 2D - OTHER ADJUSTMENTS	REVERSAL OF PRIOR AMORTIZATION 1,417,295

Part XIII Supplemental Information (continued)

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 87-0765641
Name: TALLGRASS CREEK INC

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

1	(a) Description of Liability	(b) Book Value
CLAIMS RESERVE		103,371
ADVANCE DEPOSITS		194,500
RESIDENT DEPOSITS (NET)		45,006,542
DEFERRED INTEREST		91,203
UNCLAIMED PROPERTY		1,981
RESIDENT REFUNDS PAYABLE		155,000
CAPITAL LEASE PAYABLE		34,805,736
FUNDS HELD FOR RESIDENTS		12,783
INTEREST PAYABLE		280,940
DEFERRED MANAGEMENT FEE		14,746

**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.**

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
TALLGRASS CREEK INC

Employer identification number

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) EDUCATIONAL SCHOLARSHIPS - SEE PART IV	13	10,250			

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
SCHEDULE I, PART I, LINE 2	<p>SCHOLAR CANDIDATES MUST BE CURRENTLY EMPLOYED YEAR-ROUND AT TALLGRASS CREEK. ONLY MEDICAL LEAVES OF ABSENCE ARE ALLOWABLE DURING THE TWO YEARS. OTHER REQUESTS FOR A LEAVE OF ABSENCE WILL BE REVIEWED AND DETERMINED CASE BY CASE. A SCHOLAR CANDIDATE MUST HAVE BEEN EMPLOYED BY TALLGRASS CREEK ON OR BEFORE SEPTEMBER 30, 2013. THE CANDIDATE MUST ALSO ACHIEVE 1,000 HOURS OF WORK DURING A TIME SPAN THAT BEGINS NO EARLIER THAN JUNE 1, 2013 OF THEIR JUNIOR YEAR OF HIGH SCHOOL (300 OF 1,000 HOURS MUST BE COMPLETED BY THE END OF THEIR JUNIOR YEAR OF HIGH SCHOOL TO QUALIFY) ANY HOURS WORKED PRIOR TO JUNE 1, 2013 DO NOT COUNT TOWARDS THE 1,000 HOURS REQUIREMENT. CANDIDATES MUST ACHIEVE THE 1,000 HOUR REQUIREMENT AS WELL AS FULFILL THE TWO-YEAR MINIMUM EMPLOYMENT REQUIREMENT. CANDIDATES MUST BE IN "GOOD STANDING" FROM THEIR ORIGINAL DATE OF HIRE THROUGH THEIR LAST DAY OF WORK TO MAINTAIN "GOOD STANDING." SCHOLAR CANDIDATES, AS EMPLOYEES, MUST ABIDE BY ALL EMPLOYMENT POLICIES AND PROCEDURES, TO INCLUDE GIVING TWO WEEKS NOTICE TO THEIR SUPERVISOR WHEN TERMINATING EMPLOYMENT. SCHOLAR CANDIDATES MUST COMPLETE EACH STEP AS OUTLINED IN THE PROGRAM DESCRIPTION BY THE RESPECTIVE DUE DATE. FURTHERMORE, CANDIDATES MUST TURN IN PROOF OF FULL-TIME STATUS WITHIN THE DATES SPECIFIED IN THE PROGRAM DESCRIPTION FOR EACH SPRING AND FALL SEMESTER. THEY ATTEND SCHOOL. FAILURE TO DO SO WILL DISQUALIFY THE SCHOLAR THAT SEMESTER AND WILL COUNT TOWARDS ONE OF THE TWO ALLOWABLE SEMESTER LAPSSES. CANDIDATES SHOULD INTEND TO GO TO COLLEGE OR TRADE SCHOOL AFTER HIGH SCHOOL. SCHOLAR CANDIDATES MUST ATTEND SCHOOL FULL-TIME (12 CREDIT HOURS EACH SEMESTER) AFTER HIGH SCHOOL. SCHOLAR CANDIDATES MUST BE ACCEPTED AND/OR REGISTERED IN THE FALL OF 2013 AT A TRADE SCHOOL, COLLEGE, OR UNIVERSITY TO BENEFIT (IN EXCEPTIONAL CASES, A SCHOLAR CANDIDATE MAY ARRANGE TO START SCHOOL UP TO TWO SEMESTERS AFTER BEING INDUCTED INTO THE PROGRAM, BUT THEY MUST MAKE ARRANGEMENTS WITH THE RESIDENT LIFE DEPARTMENT. THESE TWO SEMESTERS WILL COUNT AS THE TWO ALLOCABLE SEMESTER LAPSSES.) SCHOLARS WHO LAPSE FROM THE PROGRAM FOR MORE THAN A TOTAL OF TWO SEMESTERS AFTER BEING INDUCTED INTO THE PROGRAM ARE NO LONGER ELIGIBLE TO RECEIVE THE AWARD.</p>

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**2013****Open to Public
Inspection**Name of the organization
TALLGRASS CREEK INC

Employer identification number

87-0765641

Part I Questions Regarding Compensation**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of**a** The organization?**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) PETER CRANE EXECUTIVE DIRECTOR	(i) 142,654 0	(ii) 27,000 0	(iii) 1,537 0	750 0	19,894 0	191,835 0	0 0

Part III Supplemental Information

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

Return Reference	Explanation
SCHEDULE J, PART II	THE INDIVIDUAL LISTED IN SCHEDULE J, PART II IS AN EMPLOYEE OF ERICKSON LIVING MANAGEMENT, LLC ("ELM"), AN UNRELATED ORGANIZATION TO TALLGRASS CREEK, INC , IN ACCORDANCE WITH THE MANAGEMENT AGREEMENT BETWEEN TALLGRASS CREEK, INC AND ELM SEE SCHEDULE O EXPLANATION FOR FORM 990, PART VI, SECTION A, LINE 3 THEREFORE, FOR IRS MATCHING PURPOSES, ELM IS THE ISSUER OF THE FORM W-2 UNDER THE MANAGEMENT AGREEMENT, TALLGRASS CREEK, INC REIMBURSES ELM FOR THE COST OF SERVICES PERFORMED FOR TALLGRASS CREEK, INC

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.****► Attach to Form 990 or 990-EZ.****► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.****2013****Open to Public
Inspection**Name of the organization
TALLGRASS CREEK INC**Employer identification number**

87-0765641

Return Reference	Explanation
AMENDED RETURN	PREVIOUSLY REPORTED AMOUNTS OF COMPENSATION WERE INADVERTENTLY TOO HIGH ON THE ORIGINALLY FILED RETURN, AND THE AMENDED RETURN REFLECTS THE ACTUAL AMOUNT OF COMPENSATION RELATED TO THE SERVICES PROVIDED TO THE COMMUNITY

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 1	UNDER THE BYLAWS OF THE ORGANIZATION, THE BOARD HAS DELEGATED AUTHORITY TO AN EXECUTIVE COMMITTEE COMPRISED OF THE ORGANIZATION'S CHAIRMAN, PRESIDENT, SECRETARY AND TREASURER. THE EXECUTIVE COMMITTEE HAS AND MAY EXERCISE ALL OF THE POWERS AND AUTHORITY OF THE BOARD IN THE MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE ORGANIZATION EXCEPT FOR THOSE ACTIONS RESERVED SOLELY TO THE MEMBER OR THE DIRECTORS UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 3	<p>ON APRIL 30, 2010, TALLGRASS CREEK, INC ENTERED INTO A NEW MANAGEMENT AND MARKETING AGREEMENT WITH ERICKSON LIVING MANAGEMENT, LLC ("ELM") TO PROVIDE THE SERVICES PREVIOUSLY PROVIDED BY ERC. ELM IS A SUBSIDIARY OF REDWOOD-ERC SENIOR LIVING HOLDINGS, LLC, NOW KNOWN AS ERICKSON LIVING HOLDINGS, LLC WHICH, TOGETHER WITH OTHER RELATED ENTITIES, PURCHASED THE MAJORITY OF THE ASSETS OF ERC. ELM IS A MARYLAND LIMITED LIABILITY COMPANY WHICH OPERATES AND MANAGES LARGE SCALE CONTINUING CARE RETIREMENT COMMUNITIES. AN AMENDMENT WAS MADE TO THE MASTER LEASE AND USE AGREEMENT TO CHANGE THE LEASE TERM FROM 27.5 YEARS WITH TWO 10-YEAR RENEWAL OPTIONS AND ONE 2.5 YEAR RENEWAL OPTION, TO 20 YEARS WITH THREE 10-YEAR RENEWAL OPTIONS, AND TO ALLOW THE ORGANIZATION TO EXERCISE ITS PURCHASE OPTION AT 20 YEARS AND AT THE END OF EACH RENEWAL PERIOD, INSTEAD OF 27.5 YEARS (AND AT THE END OF EACH RENEWAL PERIOD). THIS AMENDMENT WAS MADE RETROACTIVE TO MAY 1, 2010. AMENDMENTS WERE MADE TO THE MASTER LEASE AND THE MANAGEMENT AGREEMENT AS OF JANUARY 1, 2013. THE AMENDMENTS WERE MADE PRIMARILY TO ADDRESS THE OBLIGATIONS OF THE PARTIES TO FUND REPOSITIONING AND ROUTINE "LIFE CYCLE" CAPITAL EXPENDITURES AS WELL AS OTHER MATTERS AND INCLUDE A REDUCTION IN THE PURCHASE PRICE TO 95% OF FAIR MARKET VALUE IN THE EVENT THAT THE COMMUNITY EXERCISES THE BUY OUT OPTION, ELIMINATION OF THE ANNUAL RESERVE FOR REPOSITIONING PROJECTS OF UP TO 2% OF THE AGGREGATE ASSET VALUE OF THE COMMUNITY, AND IN LIEU THEREOF ESTABLISHING A REPOSITIONING RESERVE THAT WILL BE FUNDED BY 7% OUT OF THE COMMUNITY'S EBITDAR, AND AN AGREEMENT BY THE LANDLORD TO MATCH ANY EXPENDITURE FROM THE REPOSITIONING RESERVE ON A 2-FOR-1 BASIS AND TO FUND ANY EXCESS COST BEYOND THAT TOTAL. THAT EFFECTIVELY REDUCED THE COMMUNITY'S LIABILITY FOR THE COST OF REPOSITIONING PROJECTS FROM 100% AS IN THE ORIGINAL LEASE TO NO MORE THAN ONE-THIRD OF THE COST UNDER THE AMENDMENT. THE AMENDMENTS ALSO ESTABLISHED A CAPITAL EXPENDITURES RESERVE THE EFFECT OF WHICH IS TO EVEN OUT THE FUNDING OF "LIFE CYCLE" EXPENDITURES. THE MASTER LEASE AGREEMENT WAS REVISED AS "AMENDED AND RESTATED" WITH A NEW EFFECTIVE DATE. AMENDMENTS WERE ALSO MADE TO THE MANAGEMENT AGREEMENT TO ADDRESS THE CAPITAL EXPENDITURE AND CAPITAL REPOSITIONING RESERVES. DURING THE YEAR, THE COMMUNITY OPENED ITS "CONTINUING CARE" FACILITY TO RESIDENTS. AT THAT TIME, THE COMMUNITY NEGOTIATED AMENDMENTS TO THE MANAGEMENT AND MARKETING AGREEMENT IN EXCHANGE FOR CERTAIN FEE CONCESSIONS BY THE MANAGER. THE COMMUNITY AGREED TO ENTER INTO AN AMENDED AND RESTATED MANAGEMENT AND MARKETING AGREEMENT ON JULY 26, 2013 WITH A TEN YEAR TERM EFFECTIVE AS OF NOVEMBER 15, 2013. THE PURPOSE OF THE AMENDMENT WAS TO CHANGE THE TIMING OF THE FIRST MARKET EVALUATION OF THE MANAGEMENT FEE FROM THE THIRD YEAR TO THE FOURTH YEAR OF THE TERM OF THE AGREEMENT IN ORDER TO ALLOW THE COMMUNITY ADDITIONAL TIME TO STUDY THE MARKET AND DETERMINE WHETHER IT WOULD BE TO ITS ADVANTAGE TO INITIATE THE REVIEW. THE FOLLOWING OFFICERS ARE LISTED IN PART VII, AS NON-COMPENSATED OFFICERS OF THE FILING ORGANIZATION, JOHN HALL, JAMES WALTER, AND CHRIS RATHMANN. THEIR DUTIES ARE CONSIDERED PERFORMED PRO BONO. PETER CRANE, EXECUTIVE DIRECTOR, LYNN SCHAFER, DIRECTOR OF FINANCE, DEBORAH MESSMER, DIRECTOR OF SALES, AND JUDITH BAXTER, RETIREMENT COUNSELOR, ARE LEASED EMPLOYEES FROM THE MANAGEMENT COMPANY. THE FILING ORGANIZATION REIMBURSES THE MANAGEMENT COMPANY FOR THEIR COMPENSATION WHICH IS REPORTED ON FORM 990, PART VII, SECTION A.</p>

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	TALLGRASS CREEK, INC 'S SOLE MEMBER IS NATIONAL SENIOR CAMPUSES, INC ("NSC") NSC IS A MARYLAND NON-STOCK CORPORATION NSC IS A "SUPPORTING ORGANIZATION" WITH RESPECT TO TALLGRASS CREEK, AS WELL AS CERTAIN OTHER ORGANIZATIONS SPECIFIED IN ITS GOVERNING DOCUMENTS AS REQUIRED BY THE REGULATIONS RELATING TO "SUPPORTING ORGANIZATIONS," CERTAIN MEMBERS OF THE BOARD OF DIRECTORS OF NSC WILL ALSO BE MEMBERS OF THE BOARD OF DIRECTORS OF THE ORGANIZATION

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	NATIONAL SENIOR CAMPUSES, INC HAS THE RIGHT TO APPOINT AND ELECT ALL DIRECTORS

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	CERTAIN EXTRAORDINARY ACTIONS OF THE CORPORATION REQUIRE THE APPROVAL OF THE MEMBER UNDER APPLICABLE STATE LAW

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	THE BOARD APPOINTS A COMMITTEE FROM AMONG ITS DIRECTORS AS WELL AS THE DIRECTORS FROM ONE OR MORE RELATED ENTITIES TO OVERSEE THE PREPARATION OF FORM 990. THE BOARD CHAIR HAS THE RESPONSIBILITY TO REVIEW FORM 990 PRIOR TO ITS FILING OR TO DESIGNATE ANOTHER BOARD MEMBER TO REVIEW THE FORM. THE FULL BOARD IS GIVEN THE OPPORTUNITY TO REVIEW THE FINAL VERSION OF FORM 990 BEFORE IT IS FILED AND ASK QUESTIONS OF THE COMMITTEE OR THE REVIEWER REGARDING THE FORM. THE BOARD CHAIR DESIGNATES AN OFFICER TO SIGN FORM 990.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	TALLGRASS CREEK, INC 'S CONFLICT OF INTEREST POLICY COVERS ALL DIRECTORS, OFFICERS, KEY EMPLOYEES, EMPLOYEES AND VOLUNTEERS IN A POSITION TO EXERCISE SUBSTANTIAL INFLUENCE OVER TALLGRASS CREEK, INC 'S AFFAIRS, COMMITTEE MEMBERS, PROSPECTIVE DIRECTORS, AND SENIOR STAFF PROVIDING SERVICES TO THE ORGANIZATION UNDER A MANAGEMENT AGREEMENT. EACH COVERED PERSON COMPLETES A CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY AND AS POTENTIAL CONFLICTS ARISE DURING THE YEAR THESE STATEMENTS ARE REVIEWED BY THE BOARD CHAIR. IF THE CONFLICT INVOLVES A COVERED EMPLOYEE, THE CHAIR DETERMINES WHETHER A CONFLICT EXISTS AND, IF SO, HOW IT IS TO BE HANDLED, OR THE CHAIR MAY REFER THE MATTER TO THE BOARD OF DIRECTORS FOR CONSIDERATION. FOR ALL OTHER CONFLICTS, THE BOARD OF DIRECTORS OR A COMMITTEE OF DISINTERESTED DIRECTORS WILL DETERMINE WHETHER A CONFLICT ACTUALLY EXISTS. A COVERED PERSON MAY NOT PARTICIPATE IN ANY DISCUSSION OR DEBATE BY THE BOARD BUT MAY ANSWER QUESTIONS OR PROVIDE CLARIFYING INFORMATION UNLESS ANY BOARD MEMBER OBJECTS.

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	THE BOARD HAS APPROVED A DIRECTORS' COMPENSATION POLICY WHICH ESTABLISHES THE PROCESS BY WHICH ALL DIRECTOR COMPENSATION IS DETERMINED. OFFICERS SERVE WITHOUT COMPENSATION. A REVIEW OF THE DIRECTORS' COMPENSATION IS CONDUCTED EACH FISCAL YEAR. COMPENSATION IS APPROACHED ON AN OVERALL BASIS AND THE TOTAL VALUE OF ALL FORMS OF COMPENSATION IS ESTABLISHED AND MONITORED. AN INDEPENDENT COMPENSATION CONSULTANT IS PERIODICALLY RETAINED TO PERFORM AN ANALYSIS OF TALLGRASS CREEK, INC'S COMPENSATION USING COMPARABLES OF BOTH FOR-PROFIT AND NON-PROFIT PEERS. A COMMITTEE OF THE NSC BOARD REVIEWS THE CONSULTANT'S REPORT AND MAKES A RECOMMENDATION TO THE ORGANIZATION AS TO APPROPRIATE COMPENSATION OF DIRECTORS. THE FULL BOARD HAS ACCESS TO TALLGRASS CREEK INC'S CONSULTANT'S REPORT AND AN OPPORTUNITY TO QUESTION THE CONSULTANT ABOUT THE PROCESS, METRICS, AND COMPARABLES THAT WERE USED IN DETERMINING THE RECOMMENDED COMPENSATION. THE BOARD THEN VOTES ON THE COMPENSATION RECOMMENDATIONS AND A CONTEMPORANEOUS RECORD IS MADE OF THE MEETING AND THE VOTE. THE CONSULTANT REVIEW WAS LAST UNDERTAKEN IN 2012 AND WAS ACTED UPON BY THE BOARD IN EARLY 2013.

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

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	CONTRACT PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 1,328,172 MANAGEMENT AND GENERAL EXPENSES 347,911 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,676,083

Return Reference	Explanation
FORM 990, PART XI, LINE 9	REVERSAL OF PRIOR AMORTIZATION -1,417,295

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
TALLGRASS CREEK INC

Employer identification number

87-076564

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) PIONEER PUB LLC 13800 METCALF AVENUE OVERLAND PARK, KS 66223 26-0638046	HOLDER OF LIQUOR LICENSE	MD	29,165	0	TALLGRASS CREEK 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?
See Additional Data Table						

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		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p	Yes	
1q		No
1r		No
1s		No

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

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

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

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

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

Additional Data

Software ID:
Software Version:
EIN: 87-0765641
Name: TALLGRASS CREEK INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) ASHBY PONDS INC 21170 ASHBY PONDS BLVD ASHBURN, VA 20147 20-5609803	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(1) BROOKSBY VILLAGE INC 100 BROOKSBY VILLAGE DRIVE PEABODY, MA 01960 52-2126755	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(2) CEDAR CREST VILLAGE INC 1 CEDAR CREST VILLAGE DRIVE POMPTON PLAINS, NJ 07444 52-2184915	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(3) EAGLE'S TRACE INC 14703 EAGLE VISTA DRIVE HOUSTON, TX 77077 03-0498683	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(4) FOX RUN VILLAGE INC 41000 13 MILE ROAD NOVI, MI 48377 52-2291271	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(5) ANN'S CHOICE INC 10000 ANNS CHOICE WAY WARMINSTER, PA 18974 52-2095427	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(6) HICKORY CHASE INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 20-8991395	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(7) HIGHLAND SPRINGS INC 8000 FRANKFORD ROAD DALLAS, TX 75252 51-0536892	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(8) LINDEN PONDS INC 300 LINDEN PONDS WAY HINGHAM, MA 02043 14-1849849	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(9) MARIS GROVE INC 100 MARIS GROVE WAY GLEN MILLS, PA 19342 55-0878964	CONTINUING CARE RETIREMENT COMMUNITY	PA	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(10) NATIONAL SENIOR CAMPUSES INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 20-4356247	SUPPORTING ORGANIZATION	MD	501(C)(3)	LINE 11C, III-FI	N/A		No
(11) NATIONAL SENIOR CAMPUSES FOUNDATION INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228 03-0611973	SUPPORTING ORGANIZATION	MD	501(C)(3)	LINE 11C, III-FI	N/A		No
(12) OAK CREST VILLAGE INC 8800 WALther BOULEVARD PARKVILLE, MD 21234 52-1874053	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(13) RIDERWOOD VILLAGE INC 3110 GRACEFIELD ROAD SILVER SPRING, MD 20904 52-2126753	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(14) SEABROOK VILLAGE INC 3000 ESSEX ROAD TINTON FALLS, NJ 07753 52-2126751	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(15) WIND CREST INC 3235 MILL VISTA ROAD HIGHLANDS RANCH, CO 80129 51-0549976	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No
(16) GREENSPRING VILLAGE INC 7440 SPRING VILLAGE DRIVE SPRINGFIELD, VA 22150 52-2095427	CONTINUING CARE RETIREMENT COMMUNITY	MD	501(C)(3)	9	NATIONAL SENIOR CAMPUSES INC		No