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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013 , 2013, and ending 06-30-2014

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
VOANS PACE INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
7530 MARKET PLACE DRIVE
Suite

City or town, state or province, country, and ZIP or foreign postal code
EDEN PRAIRIE, MN 55344

D Employer identification number
20-5182627

E Telephone number
(952) 941-0305

G Gross receipts $ 20,425,019

F Name and address of principal officer
JOSEPH BUDZYNSKI
1660 DUKE STREET
ALEXANDRIA, VA 22314

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶ 1736

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW VOA ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2006

M State of legal domicile MN

Part I Summary

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

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	13
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**	183
6	Total number of volunteers (estimate if necessary)	**6**	25
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**	

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	85,216	7,097
9	Program service revenue (Part VIII, line 2g)	18,194,716	20,392,161
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	7,957
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	18,279,932	20,407,215
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
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)	5,581,840	6,508,758
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)	11,295,100	12,599,625
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	16,876,940	19,108,383
19	Revenue less expenses Subtract line 18 from line 12	1,402,992	1,298,832

Revenue

Expenses

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	3,727,026	4,463,534
21	Total liabilities (Part X, line 26)	2,979,508	2,417,184
22	Net assets or fund balances Subtract line 21 from line 20	747,518	2,046,350

Net Assets or Fund Balances

Part II Signature Block

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

Sign Here

****** | 2015-03-07
Signature of officer | Date

NANCY GAVIN CONTROLLER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHARLES SELCER CPA				P00437250
Firm's name ▶ SCHECHTER DOKKEN KANTER CPA'S			Firm's EIN ▶	
Firm's address ▶ 100 WASHINGTON AVE SO 1600 MINNEAPOLIS, MN 554012192			Phone no (612) 332-5500	

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 Briefly describe the organization's mission

SEE SCHEDULE O

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

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 18,026,313 including grants of $) (Revenue $ 20,392,161)

VOANS PACE, Inc currently administers PACE programs in western Colorado PACE provides services such as healthcare, transportation, meals and social interaction for low-income seniors, with the aim to allow them to live independently while receiving the care they need

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** ▶ 18,026,313

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *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**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *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
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	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
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *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
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	174		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c			
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	183		
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			
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			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a**	13		
	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**		Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**			No
6	Did the organization have members or stockholders?	**6**		Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**		Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	**8a**		Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**			No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**		No
14	Did the organization have a written document retention and destruction policy?	**14**		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	**15a**		No
b	Other officers or key employees of the organization	**15b**		No
	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 ▶ MN

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

▶ NANCY GAVIN 7530 MARKET PLACE DRIVE
EDEN PRAIRIE, MN 55344 (952) 941-0305

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, 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	Officer	Key employee	Highest compensated employee	Former			
(1) C DAVID KIKUMOTO BOARD CHAIR	1 1 0	X		X						
(2) SHAWN BLOOM BOARD VICE CHAIR	1 1 0	X		X						
(3) NANCY FELDMAN TREASURER	1 1 0	X		X						
(4) CAROL MOORE SECRETARY	1 1 0	X		X						
(5) KAREN DALE DIRECTOR	1 1 0	X								
(6) WILFRED COOPER DIRECTOR	1 1 0	X								
(7) CARLOS MAESE DIRECTOR	1 1 0	X								
(8) JOHN MORLAND DIRECTOR	1 1 0	X								
(9) ANN SCHNARE DIRECTOR	1 1 0	X								
(10) MICHAEL SPILANE DIRECTOR	1 1 0	X								
(11) MICHAEL SULLIVAN DIRECTOR	1 1 0	X								
(12) MICHAEL W KING PRESIDENT & CEO	3 0 40 0	X		X				0	377,327	110,534
(13) THOMAS D TURNBULL ASST SECRETARY/ASST TREASURER	3 0 4 0			X				0	240,643	99,930
(14) DAVID T BOWMAN ASST SECRETARY/ASST TREASURER	3 0 40 0			X				0	210,695	70,679
(15) JOSEPH A BUDZYNSKI CFO	3 0 40 0			X				0	225,788	21,179
(16) CYNTHIA R KELLER ASSISTANT SECRETARY	3 0 40 0			X				0	129,511	81,702
(17) NANCY A GAVIN ASST SECRETARY/ASST TREASURER	3 0 40 0			X				0	165,787	46,904

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DEBORAH A PERRY ASST SECRETARY/ASST TREASURER	3 0 40 0			X				0	98,045	83,542
(19) PATRICK N SHERIDAN ASSISTANT SECRETARY	3 0 40 0			X				0	192,105	19,789
(20) WAYNE C OLSON KEY EMPLOYEE	3 0 40 0				X			0	301,914	49,851
(21) ROBERT D GIBSON KEY EMPLOYEE	3 0 40 0				X			0	189,437	16,295
(22) DORY FUNK MEDICAL DOCTOR	40 0					X		206,509	0	0

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	206,509	2,131,252	600,405

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 ▶ 1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**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? *If "Yes," complete Schedule J for such individual*	**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? *If "Yes," complete Schedule J for such person*	**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) Compensation
VOLUNTEERS OF AMERICA NATIONAL SERV, 7530 MARKET PLACE DRIVE EDEN PRAIRIE MN 55344	MANAGEMENT	907,441
ALL POINT TRANSIT, PO BOX 1416 MONTROSE CO 81402	TRANSPORTATION	176,733

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 7,097				
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f	▶	7,097			
Program Service Revenue		Business Code				
	2a NURSING	623000	20,223,523	20,223,523		
	b SERVICES SOLD TO OTHER PROGRAMS	623990	168,638	168,638		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f	▶	20,392,161			
	3 Investment income (including dividends, interest, and other similar amounts)	▶	15,761			15,761
	4 Income from investment of tax-exempt bond proceeds	▶	0			
	5 Royalties	▶	0			
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)	0	0			
	d Net rental income or (loss)	▶	0			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory		10,000			
	b Less cost or other basis and sales expenses		17,804			
	c Gain or (loss)		-7,804			
	d Net gain or (loss)	▶	-7,804			-7,804
Other Revenue	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	▶	0			
	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	▶	0			
	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	▶	0			
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d	▶	0			
	12 **Total revenue.** See Instructions	▶	20,407,215	20,392,161		7,957

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	131,714		131,714	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	5,221,704	5,221,704		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	726,687	702,978	23,709	
10 Payroll taxes	428,653	428,653		
11 Fees for services (non-employees)				
a Management	907,441		907,441	
b Legal	4,418	4,418		
c Accounting	5,444	5,444		
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	733,721	733,721		
12 Advertising and promotion	27,429	27,429		
13 Office expenses	596,007	590,419	5,588	
14 Information technology	159,779	159,779		
15 Royalties . .	0			
16 Occupancy	858,330	849,805	8,525	
17 Travel	400,397	400,397		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	43,096	43,096		
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	285,794	282,936	2,858	
23 Insurance	129,896	128,597	1,299	
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 HEALTH RELATED SERVICES	5,356,070	5,356,070		
b NON-OFFICE SUPPLIES	2,201,169	2,201,169		
c SVCS PURCH FROM OTHER PROGRAMS	340,107	340,107		
d INDIRECT PERSONNEL EXPENSE	44,906	44,906		
e All other expenses	505,621	504,685	936	
25 **Total functional expenses.** Add lines 1 through 24e	19,108,383	18,026,313	1,082,070	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 Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		151,453	1	334,222
	2	Savings and temporary cash investments		328,430	2	484,692
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		1,426,874	4	1,966,539
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		22,871	8	10,535
	9	Prepaid expenses and deferred charges		68,077	9	64,626
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 2,983,463			
	b	Less accumulated depreciation	10b 1,380,543	1,729,321	10c	1,602,920
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities See Part IV, line 11		0	12	0
	13	Investments—program-related See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		3,727,026	16	4,463,534
Liabilities	17	Accounts payable and accrued expenses		2,681,513	17	2,891,529
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		297,995	25	-474,345
	26	**Total liabilities.** Add lines 17 through 25		2,979,508	26	2,417,184
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		747,518	27	2,046,350
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ 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		747,518	33	2,046,350
	34	Total liabilities and net assets/fund balances		3,727,026	34	4,463,534

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	20,407,215
2	Total expenses (must equal Part IX, column (A), line 25)	2	19,108,383
3	Revenue less expenses Subtract line 2 from line 1	3	1,298,832
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	747,518
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	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,046,350

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ 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?	2a		No
	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 ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	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 ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	Yes	

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
VOANS PACE INC

Employer identification number
20-5182627

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?

	Yes	No
(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? **11g(i)**		
(ii) A family member of a person described in (i) above? **11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions))**	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(v)** Did you notify the organization in col **(i)** of your support?		**(vi)** Is the organization in col **(i)** organized in the U S ?		**(vii)** Amount of monetary support
			Yes	**No**	**Yes**	**No**	**Yes**	**No**	
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 ")	16,056	152,278	182,964	85,216	7,097	443,611
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	10,895,190	13,767,386	16,398,068	18,194,716	20,392,161	79,647,521
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 **Total.** Add lines 1 through 5	10,911,246	13,919,664	16,581,032	18,279,932	20,399,258	80,091,132
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 **Public support** (Subtract line 7c from line 6)						80,091,132

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	10,911,246	13,919,664	16,581,032	18,279,932	20,399,258	80,091,132
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					15,761	15,761
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b					15,761	15,761
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 **Total support.** (Add lines 9, 10c, 11, and 12)	10,911,246	13,919,664	16,581,032	18,279,932	20,415,019	80,106,893

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	99 980 %
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	100 000 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	0 020 %
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	0 %

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	

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
VOANS PACE INC

Employer identification number
20-5182627

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
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	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 ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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

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

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

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

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

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	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		715,000		715,000
b Buildings				
c Leasehold improvements		1,079,538	817,996	261,542
d Equipment		514,655	311,447	203,208
e Other		674,270	251,100	423,170
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				1,602,920

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.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) 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.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
INTERCOMPANY PAYABLES	-503,894
INTEREST PAYABLE	78
NOTES PAYABLE	29,471
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	-474,345

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	20,391,455
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	20,391,455
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	15,760		
c	Add lines **4a** and **4b**			4c	15,760
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	20,407,215

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	19,092,623
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	19,092,623
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	15,760		
c	Add lines **4a** and **4b**			4c	15,760
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	19,108,383

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 XI, LINE 4B	INTEREST/DIVIDEND INCOME $15,761 ROUNDING (1) ========== TOTAL $15,760
PART XII, LINE 4B	INTEREST/DIVIDEND INCOME $15,761 ROUNDING (1) ========== TOTAL $15,760
PART X, LINE 2	THE ORGANIZATION HAS EVALUATED ITS TAX POSITIONS FOR UNCERTAINTY AND HAS NO UNRECOGNIZED TAX MATTERS THAT ARE REQUIRED TO BE DISCLOSED THE ORGANIZATION IS OPEN TO EXAMINATION FOR THE FISCAL YEARS 2011 THROUGH 2014 THE ORGANIZATION HAD NO INCOME TAX EXPENSE AND THERE WERE NO CASH PAYMENTS FOR INCOME TAXES IN 2014 AND 2013

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
VOANS PACE INC

Employer identification number
20-5182627

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ 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	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☐ 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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	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?	**5a**		No
b	Any related organization?	**5b**		No
	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?	**6a**		No
b	Any related organization?	**6b**		No
	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	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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

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

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

(A) Name and Title	**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported as deferred in prior Form 990
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

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

Return Reference	Explanation
PART I, LINE 3	THE ORGANIZATION RELIED ON VOA NATIONAL SERVICES TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION VOANS USES THE FOLLOWING METHODS 1) INDEPENDENT COMPENSATION CONSULTANT 2) COMPENSATION SURVEY OR STUDY 3) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

Additional Data

Software ID:
Software Version:
EIN: 20-5182627
Name: VOANS PACE INC

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
MICHAEL W KING PRESIDENT & CEO	(I) (II)	0 361,479	0 133	0 15,715	0 68,534	0 42,000	0 487,861	0 0
THOMAS D TURNBULL ASST SECRETARY/ASST TREASURER	(I) (II)	0 235,599	0 133	0 4,911	0 48,930	0 51,000	0 340,573	0 0
DAVID T BOWMAN ASST SECRETARY/ASST TREASURER	(I) (II)	0 205,712	0 133	0 4,850	0 20,679	0 50,000	0 281,374	0 0
JOSEPH A BUDZYNSKI CFO	(I) (II)	0 221,460	0 136	0 4,192	0 21,179	0 0	0 246,967	0 0
CYNTHIA R KELLER ASSISTANT SECRETARY	(I) (II)	0 126,637	0 133	0 2,741	0 26,702	0 55,000	0 211,213	0 0
NANCY A GAVIN ASST SECRETARY/ASST TREASURER	(I) (II)	0 147,545	0 14,691	0 3,551	0 22,904	0 24,000	0 212,691	0 0
DEBORAH A PERRY ASST SECRETARY/ASST TREASURER	(I) (II)	0 94,424	0 133	0 3,488	0 23,542	0 60,000	0 181,587	0 0
WAYNE C OLSON KEY EMPLOYEE	(I) (II)	0 259,682	0 29,236	0 12,996	0 24,668	0 25,183	0 351,765	0 0
ROBERT D GIBSON KEY EMPLOYEE	(I) (II)	0 181,796	0 6,395	0 1,246	0 16,295	0 0	0 205,732	0 0
PATRICK N SHERIDAN ASSISTANT SECRETARY	(I) (II)	0 188,466	0 136	0 3,503	0 19,789	0 0	0 211,894	0 0
DORY FUNK MEDICAL DOCTOR	(I) (II)	206,509 0	0 0	0 0	0 0	0 0	206,509 0	0 0

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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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
VOANS PACE INC

Employer identification number
20-5182627

990 Schedule O, Supplemental Information

Return Reference	Explanation
PART I, LINE 1, AND PART III, LINE 1	
PART VI, SECTION A, LINE 6	VOA NATIONAL SERVICES IS A MEMBER
PART VI, SECTION A, LINE 7a	VOA NATIONAL SERVICES HAS THE RIGHT TO ELECT OR APPOINT DIRECTORS
PART VI, SECTION A, LINE 7B	VOA NATIONAL SERVICES APPROVES AMENDMENTS TO THE ARTICLES AND BYLAWS
PART VI, SECTION B, LINE 11A	TAX RETURN IS PREPARED AND GIVEN TO THE BOARD OF DIRECTORS THE BOARD WILL HAVE 5 DAYS TO REVIEW AND GIVE COMMENTS ON THE RETURN AFTER THE COMMENTS ARE GIVEN, THE RETURN WILL BE F ILED
PART VI, SECTION B, LINE 12	THE POLICY REQUIRES OFFICERS, DIRECTORS, AND KEY EMPLOYEES TO DISCLOSE ANNUALLY INTERESTS THAT COULD GIVE RISE TO CONFLICTS THE POLICY AND DISCLOSURE FORM ARE DISTRIBUTED AND COLL ECTED ANNUALLY, AND INDIVIDUALS ARE REQUIRED TO UPDATE THE DISCLOSURE FORM THORUGHOUT THE YEAR IN THE EVENT POTENTIAL CONFLICTS ARISE POTENTIAL CONFLICTS OF INTEREST ARE REVIEWED BY THE BOARD OF DIRECTORS
PART VI, SECTION B, LINE 13	The organization follows the Whistleblower Policy adopted by its corporate parent, Volunteers of America National Services
PART VI, SECTION B, LINE 14	The organization follows the Document Retention and Destruction Policy adopted by its corp orate parent, Volunteers of America National Services
Part VI, Section B, Line 15	Yes The organization's CEO is not compensated by the organization but is compensated by a related organization, Volunteers of America, Inc Volunteers of America's process for det ermining compensation of the organization's CEO, officers,and key employees includes revie w and approval by a compensation committee formed of independent members appointed by the Board of Directors The Compensation Committee reviews compensation data with respect to f unctionally comparable senior management-level positions at organizations similar to Volun teers of America in size, geographic location, national presence, industry and other relev ant factors, and determines a permissible range of pay between the 50th and 75th percentil e of compensation received by comparators Compensation data is gathered from published su rvey sources and using the services of an outside compensation consulting firm This proce ss was most recently undertaken by the organization in January 2009, to establish the comp ensation of the following individuals Michael King, CEO, David Bowman, Assistant Secretar y/Assistant Treasurer, and Tom Turnbull, Assistant Secretary/Assistant Treasurer
PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST
PART VI, SECTION A, LINE 2	MICHAEL KING, DAVID BOWMAN, THOMAS TURNBULL, PATRICK SHERIDAN, WAYNE OLSON, DEBORAH PERRY, NANCY GAVIN AND CYNTHIA KELLER HAVE BUSINESS RELATIONSHIPS WITH EACH OTHER BECAUSE THEY A LSO SERVE AS DIRECTORS, OFFICERS, AND/OR KEY EMPLOYEES OF VOLUNTEERS OF AMERICA INC , VOLU NTEERS OF AMERICA NATIONAL SERVICES, AND/OR THEIR RELATED ORGANIZATIONS

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
VOANS PACE INC

Employer identification number
20-5182627

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) VOA Adirondacks Affordable Housing LLC 1660 Duke Street Alexandria, VA 22314 47-0865549	Housing	NY		0	NA
(2) Essex Street Commercial LLC 1660 Duke Street Alexandria, VA 22314 94-3448768	Housing	MA		0	NA
(3) ORONO SENIOR HOUSING LLC 7530 MARKET PLACE DRIVE EDEN PRAIRIE, MN 55344 41-2002001	HEALTHCARE	MN	0	0	NA

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
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.

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) VOLUNTEERS OF AMERICA NATIONAL SERVICES	M	1,035,410	
(2) VOLUNTEERS OF AMERICA HOME HEALTH SERVICES	O	96,742	
(3) VOLUNTEERS OF AMERICA NATIONAL SERVICES	O	108,452	
(4) VOLUNTEERS OF AMERICA NATIONAL SERVICES	Q	503,894	

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V?UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 20-5182627
Name: VOANS PACE 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) GRAND JUNCTION VOA ELDERLY HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 58-2013960	HOUSING	CO	501(C)(3)	9	NA		
(1) PLAINS TOWNSHIP VOA LIVING CENTER INC 1660 DUKE STREET ALEXANDRIA, VA 22314 58-1876023	HOUSING	PA	501(C)(3)	9	NA		
(2) ROCKLIN VOA ELDERLY HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 58-2010055	HOUSING	CA	501(C)(3)	9	NA		
(3) GULF CARE INC 1660 DUKE STREET ALEXANDRIA, VA 22314 59-2239342	HEALTHCARE	MN	501(C)(3)	9	NA		
(4) SLEEPY EYE AREA HOME HEALTH CARE INC 7530 MARKET PLACE DRIVE EDEN PRAIRIE, MN 55344 41-1939439	HEALTHCARE	MN	501(C)(3)	9	NA		
(5) VOLUNTEERS OF AMERICA CARE FACILITIES 1660 DUKE STREET ALEXANDRIA, VA 22314 41-0965829	HEALTHCARE	MN	501(C)(3)	9	NA		
(6) THE HOMESTEAD AT ROCHESTER INC 7530 MARKET PLACE DRIVE EDEN PRAIRIE, MN 55344 30-0186547	HEALTHCARE	MN	501(C)(3)	9	NA		
(7) VOA DURHAM MAPLE COURT INC PO BOX 1447 COLUMBIA, SC 29202 20-5833439	HOUSING	SC	501(C)(3)	9	NA		

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
BRIGHTWAY COMMONS 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-4296562	HOUSING	DE	NA	UNRELATED	0	0		No	0		No	
BRIGHTWY COMMONS II 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-2083298	HOUSING	DE	NA	UNRELATED	0	0		No	0		No	
BRUNSWICK VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-8138425	HOUSING	MD	NA	UNRELATED	0	0		No	0		No	
BURNS MANOR VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 83-0487844	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
VOANS CAPITAL PARK 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 54-2058988	HOUSING	DE	NA	UNRELATED	0	0		No	0		No	
CASA DE ROSAL OWNER 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-1236958	HOUSING	CO	NA	UNRELATED	0	0		No	0		No	
BENTON HARBOR I VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 38-3504488	HOUSING	MI	NA	UNRELATED	0	0		No	0		No	
BENTON HARBOR II VO 1660 DUKE ST ALEXANDRIA VA ALEXANDRA, VA 22314 38-3504493	Housing	MI	NA	UNRELATED	0	0		No	0		No	
GREENBRIAR VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-0087019	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
VOA ST LOUIS HOPE 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 06-1598374	HOUSING	MO	NA	UNRELATED	0	0		No	0		No	
LORD TENNYSON VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-0087020	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
MONTROSE VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 72-1429716	HOUSING	CO	NA	UNRELATED	0	0		No	0		No	
SIERRA MANOR VOA 1660 DUKE ST ALEXANDRIA VA ALEXNADRIA, VA 22314 26-2821963	HOUSING	NV	NA	UNRELATED	0	0		No	0		No	
VOA SUNSET HOUSING 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 87-0725914	HOUSING	DE	NA	UNRELATED	0	0		No	0		No	
SOUTH BRUNSWICK VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-3821230	HOUSING	NJ	NA	UNRELATED	0	0		No	0		No	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
CHESTNUT HILL VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-3443328	HOUSING	OH	NA	UNRELATED	0	0		No	0		No	
CHESTNUT HILL 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 27-3417002	HOUSING	OH	NA	UNRELATED	0	0		No	0		No	
FOREST TOWERS II 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-1471539	HOUSING	LA	NA	UNRELATED	0	0		No	0		No	
HARBORVIEW VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 90-0409299	HOUSING	NJ	NA	UNRELATED	0	0		No	0		No	
SOUTHWOODS VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-3529401	HOUSING	OK	NA	UNRELATED	0	0		No	0		No	
THE TERRACES LTD 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-0546751	Housing	LA	NA	UNRELATED	0	0		No	0		No	
467-479 ESSEX ST 1660 DUKE STREET ALEXANDRIA VA ALEXANDRIA, VA 22314 20-2717125	HOUSING	MA	NA	UNRELATED	0	0		No	0		No	
BLAKELEY VOA 1660 DUKE STREET ALEXANDRIA VA ALEXANDRIA, VA 22314 94-3448776	HOUSING	MA	NA	UNRELATED	0	0		No	0		No	
ESSEX STREET DVLP 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-8386926	HOUSING	MA	NA	UNRELATED	0	0		No	0		No	
SKYLAND APARTMENTS 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-0887908	HOUSING	NC	NA	UNRELATED	0	0		No	0		No	
TERRACES ON TULANE 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-0546697	HOUSING	LA	NA	UNRELATED	0	0		No	0		No	
LAS PALMAS VOA AFF 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 27-4878060	HOUSING	FL	NA	UNRELATED	0	0		No	0		No	
NICOLLET TOWERS VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 27-3327468	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 1 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-0907155	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 2 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-0907516	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
VOANS CDE SUB 3 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-0907904	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 4 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-0908097	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 5 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-0908273	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 6 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 90-0935738	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 7 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 80-0911647	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 8 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 90-0956802	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 9 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 90-0958163	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
VOANS CDE SUB 10 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 38-3903669	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
GSSVOA LLC 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-8188360	HOUSING	SD	NA	UNRELATED	0	0		No	0		No	
DUNCAN VILLAGE II 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-4892646	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
PAGELAND PLACE LLC 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-4892691	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
LANCASTER MANOR LLC 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 20-4892571	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
JUNEAU I VOA LLC 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 80-0922605	HOUSING	AK	NA	UNRELATED	0	0		No	0		No	
JUNEAU II VOA LLC 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 80-0924190	HOUSING	AK	NA	UNRELATED	0	0		No	0		No	
EADS VOA AFFORDABLE 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 80-0891331	HOUSING	MO	NA	UNRELATED	0	0		No	0		No	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
HOPE MANOR II VET 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 46-1729817	HOUSING	IL	NA	UNRELATED	0	0		No	0		No	
HOPE MANOR II VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 80-0882697	HOUSING	IL	NA	UNRELATED	0	0		No	0		No	
HARBOR APTS VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 36-4728415	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
SUNSET TOWERS VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 90-0813496	HOUSING	CO	NA	UNRELATED	0	0		No	0		No	
SILVERLAKE VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 36-4726969	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
TRAILSIDE HGTS VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 35-2433190	HOUSING	AK	NA	UNRELATED	0	0		No	0		No	
TRAILSIDE HGTS II 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22315 90-0904186	HOUSING	AK	NA	UNRELATED	0	0		No	0		No	
EASTERN AVENUE VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 61-1668490	HOUSING	MD	NA	UNRELATED	0	0		No	0		No	
RICHMOND HILL MANOR 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-4070401	HOUSING	MD	NA	UNRELATED	0	0		No	0		No	
WESTMINSTER COMMONS 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 45-3136596	HOUSING	CO	NA	UNRELATED	0	0		No	0		No	
BATTLE CREEK VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 41-2130781	HOUSING	MI	NA	UNRELATED	0	0		No	0		No	
EAGLE RIVER VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 27-2530349	HOUSING	AK	NA	UNRELATED	0	0		No	0		No	
NICOLLET TOWERS VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 27-3871345	HOUSING	MN	NA	UNRELATED	0	0		No	0		No	
PALOMAR VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-2086068	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
SHAKER PLACE VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 35-2372626	HOUSING	OH	NA	UNRELATED	0	0		No	0		No	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
VOANS WOODLANDS 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 30-0101444	HOUSING	OH	NA	UNRELATED	0	0		No	0		No	
NAVY VILLAGE VOA LL 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 90-1033080	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
NAVY VILLAGE VOA LP 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 80-8954211	HOUSING	CA	NA	UNRELATED	0	0		No	0		No	
TRAILSIDE HGTS III 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 46-3958616	HOUSING	AK	NA	UNRELATED	0	0		No	0		No	
BRADBY VOA 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 46-3472470	HOUSING	MI	NA	UNRELATED	0	0		No	0		No	
NAYLOR MILL LODGE 2 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 46-3958112	HOUSING	MD	NA	UNRELATED	0	0		No	0		No	
LODGES NAYLOR MILLS 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 32-0420783	HOUSING	MD	NA	UNRELATED	0	0		No	0		No	
FOREST TOWERS II 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 26-1471593	HOUSING	LA	NA	UNRELATED	0	0		No	0		No	
JAMES ISLAND HARBOR 1660 DUKE ST ALEXANDRIA VA ALEXANDRIA, VA 22314 57-0983148	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
TWIN OAKS GREENWOOD PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 56-2055144	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
MONTFORD-BROAD '98 PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 56-2112601	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
LIFE HOUSE APTS PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 56-2272301	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
BUSCH HOMES LP PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 57-1097383	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
GLENWOOD FALLS APTS PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 20-1756755	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
SALUDA CROSSING LLC PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 41-2037217	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in Box 20 of K-1 (Form 1065)	(j) General or Managing Partner?		(k) Percentage ownership
							Yes	No		Yes	No	
VALLEY HOMES LLC PO BOX 1447 COLUMBIA SC COLUMBIA, SC 29202 41-2037215	HOUSING	SC	NA	UNRELATED	0	0		No	0		No	
VOA TX ALAMO VLG LP 300 E MIDWAY EULESS, TX 76039 20-3683724	HOUSING	TX	NA	UNRELATED	0	0		No	0		No	
VOA TX ALAMO VLG I 300 E MIDWAY EULESS, TX 76039 20-4437669	HOUSING	TX	NA	UNRELATED	0	0		No	0		No	
VOA TX SAN JUAN VLG 300 E MIDWAY EULESS, TX 76039 20-3683795	HOUSING	TX	NA	UNRELATED	0	0		No	0		No	
VOATX SANJUAN VLG I 300 E MIDWAY EULESS, TX 76039 20-4437700	HOUSING	TX	NA	UNRELATED	0	0		No	0		No	
VOATX SANTAROSA VLG 300 E MIDWAY EULESS, TX 76039 20-3683745	HOUSING	TX	NA	UNRELATED	0	0		No	0		No	
VOATX SNTARSA VLG I 300 E MIDWAY EULESS, TX 76039 20-4437764	HOUSING	TX	NA	UNRELATED	0	0		No	0		No	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
BRUNSWICK VOA HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 20-8138312	HOUSING	MD	NA	C Corporation	0	0			
VOANS CAPITAL PARK INC 1660 DUKE STREET ALEXANDRIA, VA 22314 41-2000500	HOUSING	MN	NA	C Corporation	0	0			
BENTON HARBOR I AFFORDABLE HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 38-3504494	HOUSING	MI	NA	C Corporation	0	0			
BENTON HARBOR II AFFORDABLE HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 38-3504493	HOUSING	MI	NA	C Corporation	0	0			
VOA ST LOUIS HOPE VI GP INC 1660 DUKE STREET ALEXANDRIA, VA 22314 06-1598370	Housing	MO	NA	C Corporation	0	0			
SOUTH BRUNSWICK 1660 DUKE STREET ALEXANDRIA, VA 22314 16-1738925	HOUSING	NJ	NA	C Corporation	0	0			
VOANS WOODLANDS ON LAFAYETTE INC 1660 DUKE STREET ALEXANDRIA, VA 22314 30-0101440	HOUSING	OH	NA	C Corporation	0	0			
BLAKELEY VOA AFFORDABLE HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 20-2680055	HOUSING	MA	NA	C Corporation	0	0			
CHESTNUT HILL VOA AFFORDABLE HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 26-3443014	HOUSING	OH	NA	C Corporation	0	0			
SIERRA MANOR VOA AFFORDABLE HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 26-2821850	HOUSING	NV	NA	C Corporation	0	0			
JI VOA MM LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 61-1711979	HOUSING	AK	NA	C Corporation	0	0			
JII VOA MM LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 90-0977787	Housing	AK	NA	C Corporation	0	0			
TH II VOA MM LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 90-0904382	HOUSING	AK	NA	C Corporation	0	0			
TH VOA MM LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4129722	HOUSING	AK	NA	C Corporation	0	0			
LAS PALMAS VOA AFFORDABLE HOUSING GP INC 1660 DUKE STREET ALEXANDRIA, VA 22314 27-4869972	HOUSING	FL	NA	C CORPORATION	0	0			

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
SUNSET TOWERS VOA AFFORDABLE HOUSING INC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4644623	HOUSING	CO	NA	C CORPORATION	0	0			
SILVERLAKE VOA AFFORDABLE HOUSING LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4675403	HOUSING	CA	NA	C CORPORATION	0	0			
HARBOR APARTMENTS VOA AFFORDABLE HOUSING 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4797655	HOUSING	SC	NA	C CORPORATION	0	0			
EASTERN AVENUE VOA AFFORDABLE HOUSING 1660 DUKE STREET ALEXANDRIA, VA 22314 45-4035267	HOUSING	MD	NA	C CORPORATION	0	0			
INTERFAITH GENERAL PARTNERS IV DEVELOP 1660 DUKE STREET ALEXANDRIA, VA 22314 45-5562092	HOUSING	MD	NA	C CORPORATION	0	0			
WESTMINSTER COMMONS VOA AFFORDABLE HOUSI 1660 DUKE STREET ALEXANDRIA, VA 22314 45-3136809	HOUSING	CO	NA	C CORPORATION	0	0			
TH III VOA MM LLC 1660 DUKE STREET ALEXANDRIA, VA 22314 80-0954706	HOUSING	AK	NA	C CORPORATION	0	0			
VOANS INVESTOR CORP 1660 DUKE STREET ALEXANDRIA, VA 22314 45-5367419	HOUSING	LA	NA	C CORPORATION	0	0			