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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

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

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014, and ending 12-31-2014

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

ASBURY ATLANTIC INC

Doing business as

Number and street (or P O box if mail is not delivered to street address)

20030 CENTURY BOULEVARD NO 300

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

GERMANTOWN, MD 208741112

F Name and address of principal officer

DOUGLAS LEIDIG
20030 CENTURY BOULEVARD NO 300
GERMANTOWN,MD 208741112

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

I Tax-exempt status

☒ 501(c)(3)☐ 501(c) () (insert no)☐ 4947(a)(1) or ☐ 527

J Website:

WWW.ASBURYMETHODISTVILLAGE.ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation

1945

M State of legal domicile

MD

Part I	Summary																																										
Activities & Governance	<div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>DOING ALL THE GOOD WE CAN BY PROVIDING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE</div></div>																																										
	<div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>																																										
Revenue	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>15</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>10</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2014 (Part V, line 2a)</td><td>1,643</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>2,533</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>27,631</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>0</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	15	4	Number of independent voting members of the governing body (Part VI, line 1b)	10	5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	1,643	6	Total number of volunteers (estimate if necessary)	2,533	7a	Total unrelated business revenue from Part VIII, column (C), line 12	27,631	7b	Net unrelated business taxable income from Form 990-T, line 34	0																								
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Net Assets or Fund Balances	<table><tr><th></th><th>Beginning of Current Year</th><th>End of Year</th></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>403,068,776</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>512,815,793</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>-109,747,017</td></tr></table>		Beginning of Current Year	End of Year	20	Total assets (Part X, line 16)	403,068,776	21	Total liabilities (Part X, line 26)	512,815,793	22	Net assets or fund balances Subtract line 21 from line 20	-109,747,017																														
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Part II

Signature Block

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

Sign Here

Signature of officer

2015-11-12

Date

KIM EHRENFRIED ASSISTANT TREASURER

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

JONATHAN T HANSEN CPA

Preparer's signature

JONATHAN T HANSEN CPA

Date

Firm's name

CLIFTONLARSONALLEN LLP

Firm's EIN

41-0746749

Firm's address

1966 GREENSPRING DRIVE SUITE 300
TIMONIUM, MD 210934161

Phone no

(410) 453-0900

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2014)

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

OUR MISSION IS TO DO ALL THE GOOD WE CAN BY PROVIDING EXCEPTIONAL LIFESTYLE OPPORTUNITIES TO THOSE WE SERVE

2

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

Yes

No

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

3

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

Yes

No

If "Yes," describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 47,686,771 including grants of \$) (Revenue \$ 54,369,793)

SKILLED NURSING FACILITIES OPERATION OF 3 SKILLED NURSING FACILITIES (SNF'S) FOR THE AGED WITH 414 TOTAL BEDS PROVIDING 139,304 DAYS OF SERVICE IN 2014 \$15,367,093OF CONTRACTUAL ALLOWANCES WERE PROVIDED TO RESIDENTS OF THE SNF IN 2014

4b

(Code) (Expenses \$ 19,916,021 including grants of \$) (Revenue \$ 22,707,134)

ASSISTED LIVING FACILITIES OPERATION OF 3 ASSISTED LIVING FACILITIES FOR THE AGED WITH 266 TOTAL BEDS PROVIDING 94,366 RESIDENT DAYS IN 2014 \$1,873,842 OF BENEVOLENT CARE AND \$242,715 CONTRACTUAL ALLOWANCES WERE PROVIDED TO THE ASSISTED LIVING RESIDENTS IN 2014

4c

(Code) (Expenses \$ 38,863,115 including grants of \$) (Revenue \$ 44,309,554)

RESIDENTIAL LIVING OPERATION OF 1,385 RESIDENTIAL LIVING UNITS FOR THE AGED, PROVIDING 473,041 DAYS OF SERVICE IN 2014 \$33,005 OF BENEVOLENT CARE AND \$308,239 OF CONTRACTUAL ALLOWANCES WERE PROVIDED TO RESIDENTIAL LIVING RESIDENTS DURING 2014 ALSO SUPPLIED WELLNESS

4d

Other program services (Describe in Schedule O)

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

4e
















Total program service expenses

106,465,907

Form 990 (2014)

Part IV

Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? 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.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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.		
2b	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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	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.		
13b	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.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	15	
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	10	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, address, and telephone number of the person who possesses the organization's books and records MICHAEL CONNELL CFO

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			

Part VII

(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			

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	1,610,702	2,242,581	349,154

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 20

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
SODEXO INC & AFFILIATES PO BOX 536922 ATLANTA, GA 30353	FOOD SERVICE	13,771,656
FLAGSHIP REHABILITATION SERVICE 157 BALTIMORE STREET CUMBERLAND, MD 21502	REHABILITATION SERVICE	3,736,683
WAGMAN CONSTRUCTION INC 3290 SUSQUEHANNA TRAIL NORTH PO BO YORK, PA 17405	CONSTRUCTION SERVICES	2,786,910
THW DESIGN 2100 RIVER EDGE PKWY SUITE 900 ATLANTA, GA 30328	CONSTRUCTION SERVICES	1,471,764
OMNICARE 9036 JUNCTION DRIVE ANNAPOLIS JUNCTION, MD 20701	PHARMACY SERVICES	1,093,167

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 ▶41

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	2,070,731			
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		2,070,731			
Program Service Revenue	2a	NET RESIDENT REVENUE	Business Code 623312	83,196,993	83,196,993		
	b	MEDICARE/MEDICAID PAYMENTS	623312	23,116,646	23,116,646		
	c	AMORTIZATION OF ENTRANCE FEES	623312	13,490,246	13,490,246		
	d	OTHER OPERATING REVENUE	623312	1,334,456	1,334,456		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		121,138,341			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,053,937		2,053,937
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross rents	(i) Real 307,436	(ii) Personal			
		b	Less rental expenses	29,155			
		c	Rental income or (loss)	278,281			
		d	Net rental income or (loss)		278,281	27,631	250,650
7a		Gross amount from sales of assets other than inventory	(i) Securities 19,698,505	(ii) Other			
		b	Less cost or other basis and sales expenses	19,126,206			
		c	Gain or (loss)	572,299			
		d	Net gain or (loss)		572,299		572,299
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions		126,113,589	121,138,341	27,631	2,876,886	

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 domestic organizations and domestic governments See Part IV, line 21				
2	Grants and other assistance to domestic individuals See Part IV, line 22				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	904,032		904,032	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	39,865,824	36,930,182	2,500,924	434,718
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,259,980	1,172,569	67,220	20,191
9	Other employee benefits	5,284,172	3,443,644	1,809,385	31,143
10	Payroll taxes	2,971,125	2,724,593	246,532	
11	Fees for services (non-employees)				
a	Management	6,224,667		6,224,667	
b	Legal	168,903		168,903	
c	Accounting	83,885		83,885	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	8,132,033	7,657,127	474,906	
12	Advertising and promotion	1,121,757	1,078,898	42,859	
13	Office expenses	3,210,468	2,868,131	342,337	
14	Information technology	3,538,680	13,700	3,524,980	
15	Royalties				
16	Occupancy	7,869,209	5,291,893	2,577,316	
17	Travel	110,021	66,031	43,990	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	14,775,540	14,544,909	230,631	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	18,889,241	18,594,399	294,842	
23	Insurance	624,488		624,488	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	FOOD	5,100,167	5,099,337	830	
b	REPAIRS & MAINTENANCE	3,365,618	3,305,690	59,928	
c	MEDICAL SUPPLIES & PHAR	2,143,703	2,143,703		
d	BAD DEBT	423,798	423,798		
e	All other expenses	1,531,753	1,107,303	424,450	
25	Total functional expenses. Add lines 1 through 24e	127,599,064	106,465,907	20,647,105	486,052
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X

Balance Sheet

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

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		17,563,375	1	1,532,665
	2	Savings and temporary cash investments		39,258,598	2	41,704,025
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		4,635,684	4	4,249,330
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		7,451,050	7	12,463,120
	8	Inventories for sale or use		227,952	8	166,221
	9	Prepaid expenses and deferred charges		1,322,606	9	1,259,580
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a486,129,533			
	b	Less accumulated depreciation	10b235,110,899	250,370,625	10c	251,018,634
	11	Investments—publicly traded securities		32,357,260	11	47,719,006
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		49,881,626	15	52,144,949
	16	Total assets. Add lines 1 through 15 (must equal line 34)		403,068,776	16	412,257,530
Liabilities	17	Accounts payable and accrued expenses		8,957,642	17	9,473,680
	18	Grants payable			18	
	19	Deferred revenue		102,468,571	19	109,773,991
	20	Tax-exempt bond liabilities		226,052,001	20	223,043,633
	21	Escrow or custodial account liability Complete Part IV of Schedule D		49,704	21	50,114
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		175,287,875	25	187,865,852
	26	Total liabilities. Add lines 17 through 25		512,815,793	26	530,207,270
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		-136,807,052	27	-145,998,747
	28	Temporarily restricted net assets		3,670,411	28	3,874,644
	29	Permanently restricted net assets		23,389,624	29	24,174,363
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		-109,747,017	33	-117,949,740
	34	Total liabilities and net assets/fund balances		403,068,776	34	412,257,530

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	126,113,589
2	Total expenses (must equal Part IX, column (A), line 25)	2	127,599,064
3	Revenue less expenses Subtract line 2 from line 1	3	-1,485,475
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-109,747,017
5	Net unrealized gains (losses) on investments	5	-273,551
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	-6,443,697
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-117,949,740

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 52-0607956

Name: ASBURY ATLANTIC INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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) JAMES SMELTZER DIRECTOR	1 00 0 00	X						0	0	0
(1) NICK SERENYI CHAIR	1 00 0 00	X		X				0	0	0
(2) RICHARD FINDLEY DIRECTOR	1 00 0 00	X						0	0	0
(3) DENNIS HANSEN DIRECTOR	1 00 0 00	X						0	0	0
(4) CAROLINE KIM DIRECTOR	1 00 0 00	X						0	0	0
(5) DAVID LINGRELL DIRECTOR	1 00 0 00	X						0	0	0
(6) DONALD TRISSLER DIRECTOR	1 00 0 00	X						0	0	0
(7) PHYLLIS SCHMITZ DIRECTOR	1 00 0 00	X						0	0	0
(8) GUFFRIE SMITH VICE CHAIR	1 00 0 00	X		X				0	0	0
(9) LAWRENCE APPEL DIRECTOR	1 00 0 00	X						0	0	0
(10) GEORGE A TJIATTAS DIRECTOR	1 00 0 00	X						0	0	0
(11) THOMAS ETTINGER DIRECTOR	1 00 0 00	X						0	0	0
(12) NORMA TYLER DIRECTOR	1 00 0 00	X						0	0	0
(13) P GARY WIENKEN DIRECTOR	1 00 0 00	X						0	0	0
(14) LORRAINE SEXTON DIRECTOR	1 00 0 00	X						0	0	0
(15) ARTHUR ELGIN DIRECTOR	1 00 0 00	X						0	0	0
(16) DOUGLAS LEIDIG PRESIDENT	1 00 65 00	X		X				0	392,943	23,595
(17) ANDREW JOSEPH SECRETARY, ASST TREASURER	1 00 55 00			X				0	203,122	21,320
(18) MICHAEL CONNELL TREASURER	1 00 65 00			X				0	313,960	23,595
(19) SUE DACAMARA SENIOR VP	1 00 65 00			X				0	338,920	20,864
(20) ANDREW APPLEGATE VICE PRESIDENT	1 00 50 00			X				0	188,195	20,723
(21) MELISSA HADLEY VICE PRESIDENT	50 00 1 00			X				230,182	0	23,180
(22) JIM SCHNEIDER VICE PRESIDENT	50 00 1 00			X				173,153	0	17,485
(23) HENRY MOEHRING VICE PRESIDENT	50 00 1 00			X				236,632	0	22,660
(24) ROBIN STERN VICE PRESIDENT	1 00 50 00			X				0	177,864	20,310

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
(26) KIM EHRENFRIED ASST. TREASURER	1 00 65 00			X				0	181,068	20,438
(1) PEGGY CRESPI KAPLAN VP, ASST. SECRETARY	1 00 65 00			X				0	321,219	20,864
(2) BRAD ANDRUS ASST. SECRETARY	40 00 1 00			X				115,032	0	4,601
(3) RENEE REYNOLDS ASST. SECRETARY	40 00 1 00			X				0	125,290	10,639
(4) DEBBIE BARRIS ASST. SECRETARY	40 00 1 00			X				71,718	0	9,388
(5) JANET DYKSTRA DIRECTOR OF NURSING	40 00 0 00					X		130,379	0	13,839
(6) JEREMIAH SHUMAN SR. DIRECTOR DEVELOPMENT	40 00 0 00					X		137,585	0	19,476
(7) BRENT BAYES DIRECTOR SALES & MARKETING	40 00 0 00					X		155,542	0	17,486
(8) BRIAN GRUNDUSKY SNF ADMINISTRATOR	40 00 0 00					X		133,829	0	16,430
(9) DOUG MYERS PRESIDENT ASBURY FOUNDATION	50 00 1 00					X		226,650	0	22,261

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization ASBURY ATLANTIC INC	Employer identification number 52-0607956
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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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a

☐

Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b

☐

Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c

☐

Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d

☐

Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f

Enter the number of supported organizations _____

g

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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI)						
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 section 501(c)(3) organization, check this box and stop here						▶

Section C. Computation of Public Support Percentage			
14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f))	14		
15 Public support percentage for 2013 Schedule A, Part II, line 14	15		
16a 33 1/3% support test—2014. 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—2013. 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—2014. 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 VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			▶
b 10%-facts-and-circumstances test—2013. 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 VI 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 IIIPart 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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")			1,344,207	4,305,710	2,070,731	7,720,648
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	122,174,861	119,838,671	114,931,119	116,579,022	121,138,341	594,662,014
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	122,174,861	119,838,671	116,275,326	120,884,732	123,209,072	602,382,662
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.)						602,382,662

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6	122,174,861	119,838,671	116,275,326	120,884,732	123,209,072	602,382,662
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,242,523	2,172,542	1,868,032	2,003,195	2,053,937	9,340,229
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	1,242,523	2,172,542	1,868,032	2,003,195	2,053,937	9,340,229
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	123,417,384	122,011,213	118,143,358	122,887,927	125,263,009	611,722,891
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	98.470%	
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	98.660%	

Section D. Computation of Investment Income Percentage		
17	Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17 1 530 %
18	Investment income percentage from 2013 Schedule A, Part III, line 17	18 1 340 %
19a	33 1/3% support tests—2014. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>
b	33 1/3% support tests—2013. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	<input type="checkbox"/>
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions	<input type="checkbox"/>

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).	10b	
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 <u>Activities Test</u> Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 <u>Parent of Supported Organizations</u> Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.			
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI) _____		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2014			
a From 2009.			
b From 2010.			
c From 2011.			
d From 2012.			
e From 2013.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2014 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2015. Add lines 3j and 4c			
8 Breakdown of line 7			
a From 2010.			
b From 2011.			
c From 2012.			
d From 2013.			
e From 2014.			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization ASBURY ATLANTIC INC	Employer identification number 52-0607956
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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 value of contributions to (during year)		
3 Aggregate value of 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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 1
b Total acreage restricted by conservation easements	2b 15 00
c Number of conservation easements on a certified historic structure included in (a)	2c 0
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 ► 0

4 Number of states where property subject to conservation easement is located ► 1

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► 0 00

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

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

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

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

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

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

(i) Revenue 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 Revenue 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
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☒ Yes

☐ No
- b

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

☒

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	23,389,624	22,763,584	22,833,100	22,975,021	21,579,531
b Contributions					
c Net investment earnings, gains, and losses	784,739	626,040	-69,516	-141,921	1,395,490
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	24,174,363	23,389,624	22,763,584	22,833,100	22,975,021

- 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 100 000 %

c

Temporarily restricted endowment

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

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

b

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

3b

Yes

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,553,093		10,553,093
b Buildings		405,153,869	185,581,265	219,572,604
c Leasehold improvements				
d Equipment		48,295,824	40,327,405	7,968,419
e Other		22,126,747	9,202,229	12,924,518
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				251,018,634

Schedule D (Form 990) 2014

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	122,514,127
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	2e	
a	Net unrealized gains (losses) on investments	2a	-273,551
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	-3,325,911
e	Add lines 2a through 2d	2e	-3,599,462
3	Subtract line 2e from line 1	3	126,113,589
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4c	0
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	126,113,589

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	130,716,850
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	2e	
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	3,117,786
e	Add lines 2a through 2d	2e	3,117,786
3	Subtract line 2e from line 1	3	127,599,064
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	4c	0
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	127,599,064

Part XIII

Supplemental Information

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

Return Reference	Explanation
PART II, LINE 3	ASBURY ATLANTIC, INC HAS A 15 ACRE FOREST CONSERVATION EASEMENT AGREEMENT WITH THE CITY OF GAITHERSBURG, MD THAT PRESERVES TREES, TREE CANOPY AND FORESTS ASBURY ATLANTIC, INC DOES NOT REPORT CONSERVATION EASEMENTS IN ITS FINANCIAL STATEMENTS THERE ARE NO REVENUES, EXPENSES OR ASSETS, OTHER THAN THE LAND, RELATED TO THIS CONSERVATION EASEMENT
PART IV, LINE 2B	ASBURY ATLANTIC, INC HOLDS AND MANAGES RESIDENT TRUST FUND ACCOUNTS THAT ARE USED FOR PERSONAL ITEMS FOR THE RESIDENTS ASBURY ATLANTIC, INC IS ACTING IN A FIDUCIARY ROLE AND IS LIABLE FOR THE FUNDS IN THE RESIDENT TRUST FUND
PART V, LINE 4	THE INTENDED USE OF THE ENDOWMENT FUND IS TO SUPPORT BENEVOLENT CARE
PART X, LINE 2	ASBURY ATLANTIC HAS ONE MEMBER WHICH IS EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC), ACCORDINGLY NO PROVISION FOR INCOME TAXES IS REQUIRED ASBURY COMMUNITIES, THE SOLE MEMBER OF ASBURY ATLANTIC, HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE INTERNAL REVENUE SERVICE'S INTERMEDIATE SANCTIONS PROVISIONS FOR ALL ITS SUPPORTED ORGANIZATIONS, INCLUDING ASBURY ATLANTIC THIS INCLUDES AN INDEPENDENT REVIEW BY THE COMPENSATION COMMITTEE OF THE BOARD OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS THE COMPENSATION OF THE DISQUALIFIED INDIVIDUALS IS SET BY THE SOLE MEMBER OF ASBURY ATLANTIC AND THAT THE PROCESS IS FOR THE SYSTEM COMPENSATION COMMITTEE TO WORK WITH OUTSIDE COMPENSATION CONSULTANTS AND ATTORNEYS AND MAKE A RECOMMENDATION TO THE EXECUTIVE COMMITTEE OF ASBURY COMMUNITIES WHICH SETS THE COMPENSATION THE BOARD OF ASBURY ATLANTIC IS ADVISED OF THE COMPENSATION ARRANGEMENTS THE PROCESS ALSO INCLUDES THE IMPLEMENTATION OF A DETAILED CONFLICT-OF-INTEREST POLICY AND ANNUAL DISCLOSURE PROCESS FOR ALL DISQUALIFIED PERSONS THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION MUST BE RECOGNIZED ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE RESOLUTION THE COMPANY IS NOT AWARE OF ANY TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION THE COMPANY'S INCOME TAX RETURN IS SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES THE COMPANY IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS THE TAX RETURNS FOR THE YEARS 2011 TO 2013 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES
PART XI, LINE 2D - RECONCILING ITEMS	VALUE CHANGE IN BENEFICIAL INTEREST IN NET ASSETS OF ASBURY FOUNDATION 1,535,287 RENT EXPENSE 29,155 VALUE CHANGES IN DERIVATIVE INSTRUMENTS - 4,879,183 LOSS ON RETIREMENT OF DEBT -46,545 VALUE CHANGE UNDER CHARITABLE GIFT ANNUITIES 35,375 TOTAL TO SCHEDULE D, PART XI, LINE 2D -3,325,911
PART XII, LINE 2D - RECONCILING ITEMS	RENTAL EXPENSES 29,155 TRANSFER TO ACOMM 3,088,631 TOTAL TO SCHEDULE D, PART XII, LINE 2D 3,117,786

[illegible]

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.

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
ASBURY ATLANTIC INC

Employer identification number
52-0607956

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
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. <div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>			
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), 501(c)(4), and 501(c)(29) organizations 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 accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	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 in column(B) 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 COMPENSATION OF THE ORGANIZATION'S CEO/EXECUTIVE DIRECTOR IS APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF ASBURY COMMUNITIES, INC. THE FULL BOARD IS INFORMED BUT IS NOT TASKED WITH APPROVING

Additional Data

Software ID:

Software Version:

EIN: 52-0607956

Name: ASBURY ATLANTIC INC

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

(A) Name 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 in column (B) reported as deferred in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DOUGLAS LEIDIG, PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	392,133	0	810	10,400	13,195	416,538	0
1 ANDREW JOSEPH, SECRETARY, ASST TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	202,456	0	666	8,125	13,195	224,442	0
2 MICHAEL CONNELL, TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	313,420	0	540	10,400	13,195	337,555	0
3 SUE DACAMARA, SENIOR VP	(i)	0	0	0	0	0	0	0
	(ii)	336,598	0	2,322	10,400	10,464	359,784	0
4 ANDREW APPLGATE, VICE PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	187,579	0	616	7,528	13,195	208,918	0
5 MELISSA HADLEY, VICE PRESIDENT	(i)	229,023	0	1,159	9,207	13,973	253,362	0
	(ii)	0	0	0	0	0	0	0
6 JIM SCHNEIDER, VICE PRESIDENT	(i)	170,769	0	2,384	6,926	10,559	190,638	0
	(ii)	0	0	0	0	0	0	0
7 HENRY MOEHRING, VICE PRESIDENT	(i)	234,387	0	2,245	9,465	13,195	259,292	0
	(ii)	0	0	0	0	0	0	0
8 ROBIN STERN, VICE PRESIDENT	(i)	0	0	0	0	0	0	0
	(ii)	176,989	0	875	7,115	13,195	198,174	0
9 KIM EHRENFRIED, ASST TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	180,474	0	594	7,243	13,195	201,506	0
10 PEGGY CRESPI KAPLAN, VP, ASST SECRETARY	(i)	0	0	0	0	0	0	0
	(ii)	317,655	0	3,564	10,400	10,464	342,083	0
11 JEREMIAH SHUMAN, SR DIRECTOR DEVELOPMENT	(i)	132,340	5,000	245	5,503	13,973	157,061	0
	(ii)	0	0	0	0	0	0	0
12 BRENT BAYES, DIRECTOR SALES & MARKETING	(i)	121,498	33,800	244	6,222	11,264	173,028	0
	(ii)	0	0	0	0	0	0	0
13 BRIAN GRUNDUSKY, SNF ADMINISTRATOR	(i)	133,557	0	272	5,353	11,077	150,259	0
	(ii)	0	0	0	0	0	0	0
14 DOUG MYERS, PRESIDENT ASBURY FOUNDATION	(i)	225,899	0	751	9,066	13,195	248,911	0
	(ii)	0	0	0	0	0	0	0

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ASBURY ATLANTIC INC

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Employer identification number

52-0607956

Part I

Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A CITY OF GAITHERSBURG (MD)	52-6000792	363128BL2	11-30-2006	73,400,702	CURRENT REFUNDING		X		X	X	
B CITY OF GAITHERSBURG (MD)	52-6000792	363128CB3	12-16-2009	18,837,005	CURRENT REFUNDING		X		X	X	
C CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA)	23-6003119	230614FK0	11-10-2010	73,542,289	CURRENT REFUNDING		X		X		X
D CUMBERLAND COUNTY MUNICIPAL AUTHORITY (PA)	23-6003119	230614GK9	10-31-2012	52,585,767	CURRENT REFUNDING		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired			4,700,755		2,217,289		1,410,768	
2	Amount of bonds legally defeased								
3	Total proceeds of issue	73,400,702		18,837,005		73,542,289		52,585,767	
4	Gross proceeds in reserve funds	6,768,263		576,770		6,498,922		2,339,434	
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds	1,416,958		376,740		1,470,845		1,051,715	
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds	65,215,481		17,883,495		65,572,522		49,194,618	
12	Other unspent proceeds								
13	Year of substantial completion	2006		2009		2010		2012	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X		X		X		X	
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III

Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X		X		X		X	

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		X	
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X	
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 470 %		0 470 %		0 420 %		0 420 %	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5	0 470 %		0 470 %		0 420 %		0 420 %	
7	Does the bond issue meet the private security or payment test?		X		X		X		X
8a	Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X	X		X		X	
b	Exception to rebate?		X		X		X		X
c	No rebate due?	X			X		X		X
	If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X		X		X		X
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7	Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI

Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
DATE REBATE COMPUTATION PERFORMED	ISSUER NAME CITY OF GAITHERSBURG (MD) DATE THE REBATE COMPUTATION WAS PERFORMED 12/31/2014

Return Reference	Explanation
SCHEDULE K, PART I, ROW A AND C, COLUMN (E)	THE ORGANIZATION IS A MEMBER OF AN OBLIGATED GROUP THE ENTRIES SHOWN IN COLUMN (E) REPRESENTS THE PORTION OF THE TOTAL ISSUE PRICE ALLOCATED TO THE ORGANIZATION

Return Reference	Explanation
SCHEDULE K, PART II, ROW A AND C, LINES 4 AND 7	THESE AMOUNTS REPRESENT A PRO RATA PORTION OF THE TOTAL BASED ON THE PORTION OF THE TOTAL ISSUE PRICE ALLOCATED TO THE ORGANIZATION

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ASBURY ATLANTIC INC

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Employer identification number
52-0607956

Part I

Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A CITY OF GAITHERSBURG (MD)	52-6000792		04-09-2014	15,290,000	CURRENT REFUNDING		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue	15,290,000							
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds								
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion								
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X							

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 470 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5	0 470 %							
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?	X							
b	Exception to rebate?		X						
c	No rebate due?		X						
	If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI

Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

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 990-EZ 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

2014

Open to Public Inspection

Name of the organization ASBURY ATLANTIC INC	Employer identification number 52-0607956
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Return Reference	Explanation
FORM 990, PART III, LINE 4	<p>AS A NOT-FOR-PROFIT ORGANIZATION, ASBURY ATLANTIC, INC IS COMMITTED TO BEING A VALUED MEMBER OF THE COMMUNITY IN THE REGIONS WHERE IT OPERATES EACH YEAR, OUR LEADERS, ASSOCIATES AND RESIDENTS WORK WITH COMMUNITY SERVICE ORGANIZATIONS, HEALTH PROVIDERS AND FOUNDATIONS ON PROGRAMS IDENTIFIED AS NEEDED IN THE LOCAL COMMUNITY, COMFORT WITH ASBURY'S MISSION TO "DO ALL THE GOOD WE CAN" AND THAT FOCUS ON FOUR AREAS IN PARTICULAR THESE BROAD CATEGORIES ARE BENEVOLENT CARE, TRAINING THE NEXT GENERATION OF LEADERS IN THE SENIOR SERVICES PROFESSIONS, WORKING WITH AND SUPPORTING OTHER SENIOR SERVICES ORGANIZATIONS, AND GOING GREEN AND SUSTAINABLE ASBURY'S ATLANTIC'S BENEFIT WORK IS FOCUSED ON IMPROVING THE LIVES OF THOSE WHO LIVE IN THE COMMUNITIES IN WHICH THE SERVICES ARE PROVIDED, REGARDLESS OF WHETHER THE INDIVIDUALS LIVE ON OR OFF AN ASBURY CAMPUS TO ACHIEVE THIS GOAL ASBURY OFTEN WORKS WITH OTHER COMMUNITY ORGANIZATIONS ASBURY WORKS HARD EACH YEAR TO EXPAND ITS WORK IN THE COMMUNITY ON MEANINGFUL WAYS THAT IT CAN SUSTAIN AND GROW HIGHLIGHTS OF THIS YEAR'S COMMUNITY BENEFIT ACCOMPLISHMENTS AT EACH ASBURY ATLANTIC COMMUNITY INCLUDE THE FOLLOWING IN THE AREA OF TRAINING FUTURE GENERATIONS OF CAREGIVERS, ASBURY METHODIST VILLAGE(AMV) PROVIDED MENTORING IN ADMINISTRATIVE AND PASTORAL CARE SERVICES FOR GRADUATE STUDENTS AT GEORGE WASHINGTON, HOWARD, KAPLAN, AND LOYOLA UNIVERSITIES AMV PROVIDED TRAINING FOR GERONTOLOGY, NURSING, REHABILITATIVE CARE AND SOCIAL WORK UNDERGRADUATE AND GRADUATE STUDENTS AT MONTGOMERY COLLEGE, THE UNIVERSITY OF MARYLAND, AS WELL AS INTERNSHIPS FOR SEVERAL HIGH SCHOOLS AMV DONATED MEETING SPACE FOR MORE THAN 30 NON-PROFIT, COMMUNITY ORGANIZATIONS THROUGHOUT THE YEAR, AND HOSTED SUPPORT GROUPS FOR FAMILY MEMBERS AND OTHER CAREGIVERS OF PEOPLE WITH ALZHEIMER'S DISEASE ASBURY ATLANTIC ALSO HOSTS A SENIOR WELLNESS TALK AT AN AREA CHURCH THE BELOVED COMMUNITY INITIATIVE, A RESIDENT CREATED AND RUN COLLABORATION WITH THE CITY OF GAITHERSBURG, IN MONTGOMERY COUNTY, MARYLAND, AND SUPPORTED BY HUMAN AND FINANCIAL RESOURCES OF ASBURY ATLANTIC DEVOTED HUNDREDS OF HOURS TO MENTORING AREA STUDENTS, HOSTING PARTIES AT ASBURY'S POOL, AND TAKING CHILDREN TO THE NATIONAL BOOK FESTIVAL IN WASHINGTON, D C , WHERE THEY MET CIVIL RIGHTS ICON REP JOHN LEWIS AND RECEIVED HIS AUTOGRAPHED GRAPHIC NOVEL FOR THESE EFFORTS - AND MANY MORE SINCE ITS INCEPTION IN 2011 - THE GAITHERSBURG BELOVED COMMUNITY INITIATIVE WAS HONORED AS THE 2014 LEADINGAGE HOBART JACKSON CULTURAL DIVERSITY AWARD WINNER AT LEADINGAGE NATIONAL CONFERENCE ASBURY ATLANTIC SUPPORTED MEALS ON WHEELS AND THE MONTGOMERY COUNTY COALITION FOR THE HOMELESS SHELTER WITH FOOD PREPARATION AND STRATEGIC PLANNING SPACE AMV ASSOCIATES COLLECTED SCHOOL SUPPLIES AND BACKPACKS FOR 150 STUDENTS THAT ATTEND SUMMIT HALL ELEMENTARY SCHOOL IN GAITHERSBURG ASBURY METHODIST VILLAGE HAS SAVED APPROXIMATELY 500,000 KILOWATT HOURS OF ENERGY SINCE 2011 BY REPLACING OUTDOOR LIGHTS WITH LONG-LASTING LED BULBS IN THE CASE OF ONE COMMUNITY, THIS CHANGE ALLOWED FOR THE REPLACEMENT OF A GAS-POWERED BUCKET TRUCK WITH AN ELECTRIC CART, SAVING BOTH GAS AND EMISSIONS IN THE AREA OF TRAINING THE NEXT GENERATION OF PROFESSIONALS, THE FOLLOWING OCCURRED PROVIDED TRAINING FOR CERTIFIED NURSING ASSISTANTS, LICENSED PRACTICAL NURSES, HUMAN RESOURCES AND SOCIAL WORK STUDENTS AT HARRISBURG AREA COMMUNITY COLLEGE, LANCASTER BIBLE COLLEGE, GANNON, MERCYHURST, PHEONIX UNIVERSITY, KAPLAN, GREAT LAKES INSTITUTE OF TECHNOLOGY, GEORGE WASHINGTON, HOWARD, LOYOLA, PENN STATE AND SHIPPENSBURG STATE UNIVERSITIES PROVIDED BOARD LEADERSHIP FOR AND SERVED ON WORK FORCE TASK FORCE FOR LEADINGAGE PENNSYLVANIA ORGANIZED AND RAISED APPROXIMATELY \$5,000 FOR THE AREA CHAPTER OF THE ALZHEIMER'S ASSOCIATION THOUGH A ROCK-A-THON AND RAISED MORE THAN \$3,500 FOR THE ASSOCIATION'S WALK TO END ALZHEIMER'S HOSTED SUPPORT GROUPS FOR FAMILY MEMBERS AND OTHER CAREGIVERS OF PEOPLE WITH ALZHEIMER'S DISEASE BETHANY VILLAGE DONATED MEETING SPACE FOR MORE THAN 10 NON-PROFIT, COMMUNITY ORGANIZATIONS THROUGHOUT THE YEAR IN CONJUNCTION WITH VOLUNTEERS OF AMERICA, ASSOCIATES COLLECTED, STORED AND ARRANGED FOR PICK-UP OF DONATED CLOTHING FINALLY, IN THE AREA OF ENVIRONMENTAL SUSTAINABILITY, BETHANY VILLAGE CONTINUED THEIR COMMUNITY-WIDE RECYCLING PROGRAM INVOLVING THE DAILY COLLECTION OF SODA CAN TABS, PAPER, GLASS, METAL AND PLASTIC THROUGHOUT THE YEAR PROVIDED SUPPORT FOR THE ERIE COUNTY DIABETES ASSOCIATION FAMILY HEALTH & WELLNESS DAY HOSTED A PARKINSON'S PARTNERS SUPPORT GROUP THAT PROVIDES SUPPORT TO RESIDENTS IN THE COMMUNITY AND INDIVIDUALS OUTSIDE THE COMMUNITY THAT CARE FOR OR HAVE PARKINSON'S SNF ADMINISTRATOR VOLUNTEERED AS A SURVEYOR FOR A CARF/CCAC SURVEYS AT A CCRC IN CALIFORNIA</p>

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CAN ACT IN PLACE OF THE BOARD BETWEEN MEETINGS ALL MEMBERS OF THE EXECUTIVE COMMITTEE ARE MEMBERS OF THE BOARD OF DIRECTORS WE HAVE REPORTED TEN INDEPENDENT VOTING MEMBERS OF THE GOVERNING BODY THE NON-INDEPENDENT BOARD MEMBERS CONSIST OF ONE EMPLOYEE OF ASBURY COMMUNITIES, INC , AND INVESTMENT ADVISORY TO THE ASBURY COMMUNITIES, INC 401(K) PLAN, ONE RESIDENT OF ASBURY SOLOMONS, INC , ONE RESIDENT OF BETHANY VILLAGE AND ONE RESIDENT OF ASBURY METHODIST VILLAGE

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4	THE ORGANIZATION HAS MADE SIGNIFICANT CHANGES TO THE ORGANIZATIONAL DOCUMENTS INCLUDING THAT BOARD MEMBERS SHALL BE ELECTED FOR TERMS OF 1 YEAR

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

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

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

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	ASBURY COMMUNITIES IS THE SOLE MEMBER OF ASBURY ATLANTIC INC , ASBURY SOLOMONS INC , INVERNESS VILLAGE, AN OKLAHOMA NOT FOR PROFIT CORPORATION AND ASBURY COMMUNITIES HCBS, INC ASBURY COMMUNITIES HAS A SYSTEM WIDE AUDIT COMMITTEE THE ASBURY COMMUNITIES BOARD OF DIRECTORS HAS DELEGATED A REVIEW OF THE FORM 990 TO THE SYSTEM AUDIT COMMITTEE WHICH PERFORMED THEIR REVIEW ON OCTOBER 28TH THE ASBURY COMMUNITIES, INC , FOUNDATION, ASBURY ATLANTIC, ASBURY SOLOMONS, ASBURY COMMUNITIES HCBS, AND INVERNESS VILLAGE BOARD OF DIRECTORS WERE FORWARDED A COPY OF THEIR RESPECTIVE DRAFT FORM 990 FOR THEIR REVIEW AND PROVIDED A LINK TO RECORDING OF THE AUDIT COMMITTEE MEETING IF MEMBERS CHOSE TO LISTEN TO THE MEETINGS AS THEY REVIEWED ANY OF THE FORM 990S ALL DIRECTORS MAY POSE QUESTIONS OR ASK FOR CLARIFICATION FROM THE STAFF AND AUDIT COMMITTEE

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	<p>THE ASBURY COMMUNITIES CONFLICT OF INTEREST POLICY WAS APPROVED BY THE BOARD OF DIRECTORS. THE ASSISTANT GENERAL COUNSEL IS RESPONSIBLE FOR THE POLICY AND OVERSEES THE IMPLEMENTATION OF THE PROCESS. ALL THE ENTITIES WITHIN THE ASBURY COMMUNITIES SYSTEM ARE SUBJECT TO THE POLICY. ANNUALLY, THE COMPLIANCE OFFICER CONDUCTS A COMPREHENSIVE CONFLICT DISCLOSURE PROCESS COVERING ALL MEMBERS OF THE GOVERNING BOARDS, SYSTEM WIDE COMMITTEES, AND INDIVIDUALS IN MANAGEMENT POSITIONS. EACH PERSON COMPLETES A CONFLICT DISCLOSURE FORM AND IS ADVISED OF THEIR FIDUCIARY OBLIGATIONS. THE COMPLIANCE OFFICER, WHO HAD A DIRECT REPORTING LINE TO THE CHAIR OF THE AUDIT COMMITTEE AND REPORTS QUARTERLY TO THE AUDIT COMMITTEE, ANALYZES ALL DISCLOSURE FORMS FOR POTENTIAL CONFLICTS, AND PREPARES A REPORT FOR THE SYSTEM-WIDE AUDIT COMMITTEE. A SUMMARY IS THEN PRESENTED TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING. WHEN A CONFLICT OF INTEREST ARISES, THE INDIVIDUAL WILL BE REQUIRED TO RECUSE HIM OR HERSELF FROM THE BOARD DELIBERATIONS AND VOTE.</p>

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	<p>THE SYSTEM WIDE COMPENSATION COMMITTEE MEETS WITH THE INDEPENDENT COMPENSATION CONSULTANT, AND BASED ON INFORMATION PROVIDED TO THE COMMITTEE MAKES RECOMMENDATIONS REGARDING COMPENSATION AND BENEFITS TO THE EXECUTIVE COMMITTEE WHICH IS CHARGED BY THE FULL BOARD WITH DECISIONS REGARDING COMPENSATION. THE INDEPENDENT COMPENSATION CONSULTANTS AND ATTORNEY AS ALSO PRESENT AT THE MEETING OF THE EXECUTIVE COMMITTEE AT WHICH THE EXECUTIVE COMMITTEE CONSIDERS THE RECOMMENDATION OF THE COMPENSATION COMMITTEE. AT THIS MEETING THE EXECUTIVE COMMITTEE RECEIVES ALL OF THE SAME INFORMATION WHICH WAS PRESENTED TO THE COMPENSATION COMMITTEE AND HAS THE OPPORTUNITY TO ASK QUESTIONS AND EVALUATE THE MATERIALS. THE FULL BOARD(S) OF ASBURY COMMUNITIES AND ASBURY ATLANTIC EACH RECEIVE A PRESENTATION ONCE A YEAR ON EXECUTIVE COMPENSATION AND BENEFITS. THE VICE PRESIDENT OF HUMAN RESOURCES IS PRESENT TO GIVE BOARD MEMBERS AN OPPORTUNITY TO ASK QUESTIONS AND TO PROVIDE SALARIES AND GRADE LEVELS FOR THEIR REVIEW. THE SYSTEM WIDE COMPENSATION COMMITTEE IS COMPOSED OF 5 VOTING MEMBERS, THE VICE PRESIDENT OF HUMAN RESOURCES (NON-VOTING), A RETAINED ATTORNEY (NON-VOTING, RECORDS PROCEEDINGS IN MINUTES), AND IS ADVISED BY TOWERS WATSON (A COMPENSATION CONSULTING FIRM). THE SYSTEM WIDE COMPENSATION COMMITTEE HOLDS A MINIMUM OF 4 MEETINGS EACH YEAR. AT THE FALL MEETING THEY REVIEW TOWERS WATSON DATA AND REPORTS IN ORDER TO MAKE RECOMMENDATIONS REGARDING SALARIES AND BENEFITS. THIS ANNUAL REVIEW ALSO ENSURES COMPLIANCE WITH IRS INTERMEDIATE SANCTIONS REQUIREMENTS. THE EXECUTIVE COMMITTEE ULTIMATELY REVIEWS/APPROVES/ AND OR ADJUSTS RECOMMENDATIONS FROM THE SYSTEM WIDE COMPENSATION COMMITTEE AND SETS COMPENSATION. THE PROCESS WAS LAST REVIEWED IN 2014.</p>

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

Return Reference	Explanation
FORM 990, PART VII, SECTION A	THE OFFICERS THAT HAVE COMPENSATION FROM RELATED ORGANIZATIONS REPORTED IN PART VII, SECTION A, COLUMN E OF THE FORM 990 PROVIDE EXECUTIVE MANAGEMENT SUPPORT AND OVERALL GUIDANCE TO ASBURY ATLANTIC, INC AS WELL AS THE OTHER RELATED AND SUPPORTED ORGANIZATIONS OF ASBURY COMMUNITIES, INC THERE ARE OVER 2,100 TOTAL EMPLOYEES IN THE ASBURY COMMUNITIES, INC SYSTEM THE 2014 CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR ASBURY COMMUNITIES, INC HAD TOTAL REVENUES OF \$179.2 MILLION AND TOTAL ASSETS IN EXCESS OF \$568 MILLION

Return Reference	Explanation
FORM 990, PART VII, SECTION A	BEGINNING WITH YEAR 2014, FOUNDATION ASSOCIATE SALARIES AND BENEFITS, WHICH WERE PREVIOUSLY REPORTED ON THE ASBURY FOUNDATION IRS FORM 990, WILL BE REPORTED BY THE ASBURY ENTITY WHERE THEY DEDICATED THEIR TIME. ASBURY FOUNDATION ASSISTS WITH THE MISSION OF THE NON PROFIT ENTITIES WITHIN THE ASBURY COMMUNITIES SYSTEM.

Return Reference	Explanation
FORM 990, PART XI, LINE 9	NET UNREALIZED LOSS ON CHANGE IN MARKET VALUE OF DERIVATIVE INSTRUMENTS -4,879,183 CHANGE IN BENEFICIAL INTEREST IN NET ASSETS OF ASBURY FOUNDATION, INC 1,535,287 LOSS ON RETIREMENT OF DEBT -46,545 CHANGE IN VALUE OF OBLIGATIONS UNDER CHARITABLE GIFT ANNUITIES 35,375 TRANSFER TO ACOMM -3,088,631

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

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ASBURY ATLANTIC INC

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.

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

OMB No 1545-0047

2014

Open to Public Inspection

Employer identification number

52-0607956

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

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ASBURY COMMUNITIES INC 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874 52-1862677	MANAGEMENT SERVICES	MD	501(C)(3)	LINE 11C, III-FI			No
(2) INVERNESS VILLAGE 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874 73-1539802	HOUSING AND HEALTHCARE FOR OLDER ADULTS	OK	501(C)(3)	LINE 9	ASBURY COMMUNITIES INC		No
(3) ASBURY SOLOMONS INC 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874 52-1862675	HOUSING AND HEALTHCARE FOR OLDER ADULTS	MD	501(C)(3)	LINE 9	ASBURY COMMUNITIES INC		No
(4) ASBURY FOUNDATION INC 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874 52-1862674	RAISING FUNDS FOR CHARITY CARE	MD	501(C)(3)	LINE 7	ASBURY COMMUNITIES INC		No
(5) AFFILIATED ASSOCIATES INC 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874 51-0426078	EMPLOYEE PAYMASTER COMPANY	MD	501(C)(3)	LINE 11C, III-FI	ASBURY COMMUNITIES INC		No
(6) ASBURY COMMUNITIES HCBS INC 20030 CENTURY BOULEVARD GERMANTOWN, MD 20874 45-0634490	HOME CARE FOR OLDER ADULTS	MD	501(C)(3)	LINE 9	ASBURY COMMUNITIES INC		No

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) 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) Disproporionate 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	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) THE ASBURY GROUP INC 20030 CENTURY BLVD GERMANTOWN, MD 20874 20-5038820	MANAGEMENT SERVICES	DE	ASBURY COMMUNITIES INC	C					No
(2) TAG MARKETING LLC 20030 CENTURY BLVD GERMANTOWN, MD 20874 26-2896006	MARKETING SRVCS	DE	ASBURY COMMUNITIES INC	C					No
(3) THE ASBURY GROUP INTEGRATED TECHNOLOGIES LLC 20030 CENTURY BLVD GERMANTOWN, MD 20874 26-2896175	INFOR & CNSLT SVCS	DE	ASBURY COMMUNITIES INC	C					No

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

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

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

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.
Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(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) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII

Supplemental Information

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

Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 52-0607956
Name: ASBURY ATLANTIC INC

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

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