

# Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

Department of the Treasury  
Internal Revenue Service

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.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**2025**

Open to Public  
Inspection

**A For the 2025 calendar year, or tax year beginning and ending**

|                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>B</b> Check if applicable:<br><br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return/terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C Name of organization</b><br>BROOKSBY VILLAGE, INC.<br><br><b>Doing business as</b><br>_____<br><b>Number and street (or P.O. box if mail is not delivered to street address) Room/suite</b><br>100 BROOKSBY VILLAGE DRIVE _____<br><b>City or town, state or province, country, and ZIP or foreign postal code</b><br>PEABODY, MA 01960<br><br><b>F Name and address of principal officer:</b> MARY COLINS<br>SAME AS C ABOVE | <b>D Employer identification number</b><br>52-2126755<br><br><b>E Telephone number</b><br>978-536-7810<br><br><b>G Gross receipts \$</b> 109,696,122.<br><br><b>H(a) Is this a group return for subordinates?</b> ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b) Are all subordinates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list. See instructions<br><br><b>H(c) Group exemption number</b><br>_____ |
| <b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>J Website:</b> WWW.NATIONALSENIORCOMMUNITIES.ORG                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>L Year of formation:</b> 1998                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>M State of legal domicile:</b> MD                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

**Part I Summary**

|            |                                                                                                                                                  |            |              |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------|
| <b>1</b>   | Briefly describe the organization's mission or most significant activities: PROVIDE A HOME FOR SENIORS THAT SATISFIES THEIR THREE PRIMARY NEEDS. |            |              |
| <b>2</b>   | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.          |            |              |
| <b>3</b>   | Number of voting members of the governing body (Part VI, line 1a)                                                                                | <b>3</b>   | 14           |
| <b>4</b>   | Number of independent voting members of the governing body (Part VI, line 1b)                                                                    | <b>4</b>   | 10           |
| <b>5</b>   | Total number of individuals employed in calendar year 2025 (Part V, line 2a)                                                                     | <b>5</b>   | 1263         |
| <b>6</b>   | Total number of volunteers (estimate if necessary)                                                                                               | <b>6</b>   | 424          |
| <b>7a</b>  | Total unrelated business revenue from Part VIII, column (C), line 12                                                                             | <b>7a</b>  | 0.           |
| <b>7b</b>  | Net unrelated business taxable income from Form 990-T, Part I, line 11                                                                           | <b>7b</b>  | 0.           |
| <b>8</b>   | Contributions and grants (Part VIII, line 1h)                                                                                                    | <b>8</b>   | 1,967,306.   |
| <b>9</b>   | Program service revenue (Part VIII, line 2g)                                                                                                     | <b>9</b>   | 98,995,470.  |
| <b>10</b>  | Investment income (Part VIII, column (A), lines 3, 4, and 7d)                                                                                    | <b>10</b>  | 1,892,439.   |
| <b>11</b>  | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)                                                                         | <b>11</b>  | 310,214.     |
| <b>12</b>  | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)                                                               | <b>12</b>  | 103,165,429. |
| <b>13</b>  | Grants and similar amounts paid (Part IX, column (A), lines 1-3)                                                                                 | <b>13</b>  | 421,550.     |
| <b>14</b>  | Benefits paid to or for members (Part IX, column (A), line 4)                                                                                    | <b>14</b>  | 0.           |
| <b>15</b>  | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)                                                                | <b>15</b>  | 44,275,957.  |
| <b>16a</b> | Professional fundraising fees (Part IX, column (A), line 11e)                                                                                    | <b>16a</b> | 0.           |
| <b>16b</b> | Total fundraising expenses (Part IX, column (D), line 25)                                                                                        | <b>16b</b> | 0.           |
| <b>17</b>  | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)                                                                                     | <b>17</b>  | 60,825,717.  |
| <b>18</b>  | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)                                                                        | <b>18</b>  | 105,523,224. |
| <b>19</b>  | Revenue less expenses. Subtract line 18 from line 12                                                                                             | <b>19</b>  | -2,357,795.  |
| <b>20</b>  | Total assets (Part X, line 16)                                                                                                                   | <b>20</b>  | 555,626,116. |
| <b>21</b>  | Total liabilities (Part X, line 26)                                                                                                              | <b>21</b>  | 588,976,383. |
| <b>22</b>  | Net assets or fund balances. Subtract line 21 from line 20                                                                                       | <b>22</b>  | -33,350,267. |

**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.

|                               |                                                                                                                                                                                                                                                                                                                              |      |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>Sign Here</b>              | Signature of officer<br>DANIEL TYLER, ASSISTANT TREASURER<br>Type or print name and title                                                                                                                                                                                                                                    | Date |
| <b>Paid Preparer Use Only</b> | Preparer's name: JULIA FLANNERY<br>Preparer's signature: JULIA FLANNERY<br>Date: 10/01/26<br>Check if self-employed: <input type="checkbox"/><br>PTIN: P00928918<br>Firm's name: RSM US LLP<br>Firm's EIN: 42-0714325<br>Firm's address: 9801 WASHINGTONIAN BLVD, STE 500, GAITHERSBURG, MD 20878<br>Phone no.: 301-296-3600 |      |

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☒ **X**

- 1**
- Briefly describe the organization's mission:

SEE SCHEDULE O

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

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

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

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

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

**4a** (Code: ) (Expenses \$ 96,501,150. including grants of \$ 337,300. ) (Revenue \$ 103,971,200. )  
 BROOKSBY VILLAGE PROVIDES SERVICES NEEDED BY SENIOR RESIDENTS, WHO  
 RESIDE IN 1,341 INDEPENDENT LIVING UNITS, 121 ASSISTED LIVING UNITS, 60  
 SKILLED NURSING BEDS, AND 44 MEMORY CARE UNITS. THE SERVICES WE PROVIDE  
 TO OUR RESIDENTS INCLUDE, BUT ARE NOT LIMITED TO HOUSING, FOOD,  
 MEDICAL, SECURITY AND MAINTENANCE SERVICES, RECREATIONAL AND PASTORAL  
 ACTIVITIES.

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

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

- 4d**
- Other program services (Describe on Schedule O.)

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

**4e** Total program service expenses 96,501,150.

**Part IV Checklist of Required Schedules**

|                                                                                                                                                                                                                                                                                                                           | Yes          | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?<br><i>If "Yes," complete Schedule A</i>                                                                                                                                                                      | <b>1</b> X   |    |
| <b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions                                                                                                                                                                                                          | <b>2</b> X   |    |
| <b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>                                                                                                                      | <b>3</b>     | X  |
| <b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>                                                                                                       | <b>4</b>     | X  |
| <b>5</b> 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 Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>                                                                                      | <b>5</b>     | X  |
| <b>6</b> 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? <i>If "Yes," complete Schedule D, Part I</i>                                                    | <b>6</b>     | X  |
| <b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>                                                                                            | <b>7</b>     | X  |
| <b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>                                                                                                                                                         | <b>8</b>     | X  |
| <b>9</b> 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?<br><i>If "Yes," complete Schedule D, Part IV</i>         | <b>9</b> X   |    |
| <b>10</b> Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>                                                                                                                               | <b>10</b>    | X  |
| <b>11</b> 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.                                                                                                                                                                |              |    |
| <b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>                                                                                                                                                                       | <b>11a</b> X |    |
| <b>b</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? <i>If "Yes," complete Schedule D, Part VII</i>                                                                                                  | <b>11b</b> X |    |
| <b>c</b> 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? <i>If "Yes," complete Schedule D, Part VIII</i>                                                                                                  | <b>11c</b>   | X  |
| <b>d</b> 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? <i>If "Yes," complete Schedule D, Part IX</i>                                                                                                                     | <b>11d</b>   | X  |
| <b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>                                                                                                                                                                                     | <b>11e</b> X |    |
| <b>f</b> 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)? <i>If "Yes," complete Schedule D, Part X</i>                                                            | <b>11f</b> X |    |
| <b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>                                                                                                                                                        | <b>12a</b> X |    |
| <b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year?<br><i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>                                                                        | <b>12b</b>   | X  |
| <b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>                                                                                                                                                                                                        | <b>13</b>    | X  |
| <b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?                                                                                                                                                                                                                    | <b>14a</b>   | X  |
| <b>b</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? <i>If "Yes," complete Schedule F, Parts I and IV</i> | <b>14b</b>   | X  |
| <b>15</b> 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? <i>If "Yes," complete Schedule F, Parts II and IV</i>                                                                                                           | <b>15</b>    | X  |
| <b>16</b> 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? <i>If "Yes," complete Schedule F, Parts III and IV</i>                                                                                                     | <b>16</b>    | X  |
| <b>17</b> 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? <i>If "Yes," complete Schedule G, Part I. See instructions</i>                                                                                             | <b>17</b>    | X  |
| <b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>                                                                                                                           | <b>18</b> X  |    |
| <b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>                                                                                                                                                     | <b>19</b>    | X  |
| <b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>                                                                                                                                                                                                             | <b>20a</b>   | X  |
| <b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?                                                                                                                                                                                                     | <b>20b</b>   |    |
| <b>21</b> 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>                                                                                            | <b>21</b>    | X  |

**Part IV Checklist of Required Schedules** (continued)

|                                                                                                                                                                                                                                                                                                                                                                                                         | Yes          | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>22</b> 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> .....                                                                                                                                                                                        | <b>22</b> X  |    |
| <b>23</b> 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> .....                                                                                                                            | <b>23</b> X  |    |
| <b>24a</b> 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> .....                                                                                                  | <b>24a</b> X |    |
| <b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....                                                                                                                                                                                                                                                                                        | <b>24b</b>   | X  |
| <b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....                                                                                                                                                                                                                                               | <b>24c</b>   | X  |
| <b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....                                                                                                                                                                                                                                                                                  | <b>24d</b>   | X  |
| <b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....                                                                                                                                                               | <b>25a</b>   | X  |
| <b>b</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> .....                                                                                                               | <b>25b</b>   | X  |
| <b>26</b> Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i> .....                                                       | <b>26</b>    | X  |
| <b>27</b> Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> ..... | <b>27</b>    | X  |
| <b>28</b> Was the organization a party to a business transaction with one of the following parties? (See the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):                                                                                                                                                                                           |              |    |
| <b>a</b> A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i> .....                                                                                                                                                                                                                              | <b>28a</b> X |    |
| <b>b</b> A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i> .....                                                                                                                                                                                                                                                                                   | <b>28b</b>   | X  |
| <b>c</b> A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i> .....                                                                                                                                                                                                                                      | <b>28c</b>   | X  |
| <b>29</b> Did the organization receive more than \$25,000 in noncash contributions? <i>If "Yes," complete Schedule M</i> .....                                                                                                                                                                                                                                                                          | <b>29</b>    | X  |
| <b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....                                                                                                                                                                                                         | <b>30</b>    | X  |
| <b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....                                                                                                                                                                                                                                                               | <b>31</b>    | X  |
| <b>32</b> 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> .....                                                                                                                                                                                                                                             | <b>32</b>    | X  |
| <b>33</b> 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> .....                                                                                                                                                                                             | <b>33</b> X  |    |
| <b>34</b> 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> .....                                                                                                                                                                                                                                         | <b>34</b> X  |    |
| <b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....                                                                                                                                                                                                                                                                                                | <b>35a</b>   | X  |
| <b>b</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> .....                                                                                                                                                                 | <b>35b</b>   |    |
| <b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....                                                                                                                                                                                                  | <b>36</b>    | X  |
| <b>37</b> 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> .....                                                                                                                                                    | <b>37</b>    | X  |
| <b>38</b> Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? <b>Note:</b> All Form 990 filers are required to complete Schedule O .....                                                                                                                                                                                                     | <b>38</b> X  |    |

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response or note to any line in this Part V ☐

|                                                                                                                                                                         | Yes          | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1a</b> Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable .....                                                                            | <b>1a</b> 89 |    |
| <b>b</b> Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable .....                                                                          | <b>1b</b> 0  |    |
| <b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? ..... | <b>1c</b> X  |    |

**Part V** Statements Regarding Other IRS Filings and Tax Compliance (continued)

|                                                                                                                                                                                                                                                      |                | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----|----|
| <b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return                                                              | <b>2a</b> 1263 |     |    |
| <b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns?                                                                                                                              | <b>2b</b>      | X   |    |
| <b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                              | <b>3a</b>      |     | X  |
| <b>b</b> If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O</i>                                                                                                                          | <b>3b</b>      |     |    |
| <b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | <b>4a</b>      |     | X  |
| <b>b</b> If "Yes," enter the name of the foreign country<br>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).                                                                      |                |     |    |
| <b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?                                                                                                                                      | <b>5a</b>      |     | X  |
| <b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?                                                                                                                            | <b>5b</b>      |     | X  |
| <b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T?                                                                                                                                                                           | <b>5c</b>      |     |    |
| <b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?                                    | <b>6a</b>      |     | X  |
| <b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?                                                                                               | <b>6b</b>      |     |    |
| <b>7 Organizations that may receive deductible contributions under section 170(c).</b>                                                                                                                                                               |                |     |    |
| <b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?                                                                                             | <b>7a</b>      | X   |    |
| <b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?                                                                                                                                             | <b>7b</b>      | X   |    |
| <b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?                                                                                                        | <b>7c</b>      |     | X  |
| <b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year                                                                                                                                                                           | <b>7d</b>      |     |    |
| <b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                                             | <b>7e</b>      |     | X  |
| <b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                                | <b>7f</b>      |     | X  |
| <b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?                                                                                                            | <b>7g</b>      |     |    |
| <b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?                                                                                                          | <b>7h</b>      |     |    |
| <b>8 Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?                                                     | <b>8</b>       |     |    |
| <b>9 Sponsoring organizations maintaining donor advised funds.</b>                                                                                                                                                                                   |                |     |    |
| <b>a</b> Did the sponsoring organization make any taxable distributions under section 4966?                                                                                                                                                          | <b>9a</b>      |     |    |
| <b>b</b> Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?                                                                                                                                           | <b>9b</b>      |     |    |
| <b>10 Section 501(c)(7) organizations.</b> Enter:                                                                                                                                                                                                    |                |     |    |
| <b>a</b> Initiation fees and capital contributions included on Part VIII, line 12                                                                                                                                                                    | <b>10a</b>     |     |    |
| <b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities                                                                                                                                                 | <b>10b</b>     |     |    |
| <b>11 Section 501(c)(12) organizations.</b> Enter:                                                                                                                                                                                                   |                |     |    |
| <b>a</b> Gross income from members or shareholders                                                                                                                                                                                                   | <b>11a</b>     |     |    |
| <b>b</b> Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)                                                                                                               | <b>11b</b>     |     |    |
| <b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?                                                                                                                                | <b>12a</b>     |     |    |
| <b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                       | <b>12b</b>     |     |    |
| <b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>                                                                                                                                                                           |                |     |    |
| <b>a</b> Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note:</b> See the instructions for additional information the organization must report on Schedule O.                                            | <b>13a</b>     |     |    |
| <b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans                                                                                   | <b>13b</b>     |     |    |
| <b>c</b> Enter the amount of reserves on hand                                                                                                                                                                                                        | <b>13c</b>     |     |    |
| <b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?                                                                                                                                                | <b>14a</b>     |     | X  |
| <b>b</b> If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O</i>                                                                                                                            | <b>14b</b>     |     |    |
| <b>15</b> Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?<br>If "Yes," see the instructions and file Form 4720, Schedule N.               | <b>15</b>      |     | X  |
| <b>16</b> Is the organization an educational institution subject to the section 4968 excise tax on net investment income?<br>If "Yes," complete Form 4720, Schedule O.                                                                               | <b>16</b>      |     | X  |
| <b>17 Section 501(c)(21) organizations.</b> Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953?<br>If "Yes," complete Form 6069.      | <b>17</b>      |     |    |

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

|                                                                                                                                                                                                                                                                                                                          | 1a | 1b | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|-----|----|
| <b>1a</b> Enter the number of voting members of the governing body at the end of the tax year .....<br>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 on Schedule O. | 14 |    |     |    |
| <b>b</b> Enter the number of voting members included on line 1a, above, who are independent .....                                                                                                                                                                                                                        |    | 10 |     |    |
| <b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....                                                                                                                                     |    |    |     | X  |
| <b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person? .....                                                                                         |    |    | X   |    |
| <b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....                                                                                                                                                                                          |    |    |     | X  |
| <b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? .....                                                                                                                                                                                                |    |    |     | X  |
| <b>6</b> Did the organization have members or stockholders? .....                                                                                                                                                                                                                                                        |    |    | X   |    |
| <b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....                                                                                                                                                       |    |    | X   |    |
| <b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....                                                                                                                                                 |    |    | X   |    |
| <b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:                                                                                                                                                                               |    |    |     |    |
| <b>a</b> The governing body? .....                                                                                                                                                                                                                                                                                       |    |    | X   |    |
| <b>b</b> Each committee with authority to act on behalf of the governing body? .....                                                                                                                                                                                                                                     |    |    | X   |    |
| <b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O .....                                                                                              |    |    |     | X  |

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

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

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed MA

**18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

**19** Describe on 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  
 SAMANTHA WHIRLEY - (410) 242-2880  
 701 MAIDEN CHOICE LANE, BALTIMORE, MD 21228

**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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and 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.

See the instructions for the order in which to list the persons above.

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

| (A)<br>Name and title                                | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position<br>(do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                      |                                                                                     | Individual trustee or director                                                                               | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                               |                                                                                    |                                                                                               |
| (1) SCOTT SAWICKI<br>ASSISTANT SECRETARY             | 0.30<br>45.10                                                                       |                                                                                                              |                       | X       |              |                              |        | 0.                                                                            | 335,781.                                                                           | 46,942.                                                                                       |
| (2) DANIEL TYLER<br>ASSISTANT TREASURER (BEG 4/1/25) | 0.30<br>45.10                                                                       |                                                                                                              |                       | X       |              |                              |        | 0.                                                                            | 322,797.                                                                           | 32,987.                                                                                       |
| (3) TRACIE BETTANO<br>EXECUTIVE DIRECTOR             | 40.00                                                                               |                                                                                                              |                       | X       |              |                              |        | 262,088.                                                                      | 0.                                                                                 | 44,503.                                                                                       |
| (4) TIMOTHY CURTIS<br>DIRECTOR, FINANCE              | 40.00                                                                               |                                                                                                              |                       | X       |              |                              |        | 159,733.                                                                      | 0.                                                                                 | 29,381.                                                                                       |
| (5) ZINA JACQUE<br>DIRECTOR                          | 0.10<br>12.00                                                                       | X                                                                                                            |                       |         |              |                              |        | 0.                                                                            | 180,833.                                                                           | 0.                                                                                            |
| (6) REBECCA MATSIKO<br>LICENSED PRACTICAL NURSE      | 40.00                                                                               |                                                                                                              |                       |         |              | X                            |        | 157,401.                                                                      | 0.                                                                                 | 20,447.                                                                                       |
| (7) FEYISSA KEWIESSA<br>REGISTERED NURSE             | 40.00                                                                               |                                                                                                              |                       |         |              | X                            |        | 148,974.                                                                      | 0.                                                                                 | 19,532.                                                                                       |
| (8) SHANE PRESTON<br>NURSE PRACTITIONER, EHWB        | 40.00                                                                               |                                                                                                              |                       |         |              | X                            |        | 138,976.                                                                      | 0.                                                                                 | 14,806.                                                                                       |
| (9) MARY COLINS<br>CHAIR & PRESIDENT/SECRETARY       | 0.40<br>10.90                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0.                                                                            | 150,833.                                                                           | 0.                                                                                            |
| (10) STEPHANIE REEL<br>DIRECTOR                      | 0.10<br>12.40                                                                       | X                                                                                                            |                       |         |              |                              |        | 0.                                                                            | 150,833.                                                                           | 0.                                                                                            |
| (11) EMILY ENGBAHL<br>SALES COUNSELOR                | 40.00                                                                               |                                                                                                              |                       |         |              | X                            |        | 130,977.                                                                      | 0.                                                                                 | 15,787.                                                                                       |
| (12) SIMON MPAKA<br>LICENSED PRACTICAL NURSE         | 40.00                                                                               |                                                                                                              |                       |         |              | X                            |        | 131,944.                                                                      | 0.                                                                                 | 14,209.                                                                                       |
| (13) MIKE ROSKIEWICZ<br>DIRECTOR                     | 0.10<br>11.50                                                                       | X                                                                                                            |                       |         |              |                              |        | 0.                                                                            | 142,500.                                                                           | 0.                                                                                            |
| (14) EILEEN ERSTAD<br>TREASURER                      | 0.10<br>18.00                                                                       | X                                                                                                            |                       | X       |              |                              |        | 0.                                                                            | 140,833.                                                                           | 0.                                                                                            |
| (15) MONTY LEONARD<br>DIRECTOR                       | 0.10<br>11.30                                                                       | X                                                                                                            |                       |         |              |                              |        | 0.                                                                            | 131,250.                                                                           | 0.                                                                                            |
| (16) PATRICIA BROWN<br>DIRECTOR                      | 0.10<br>9.20                                                                        | X                                                                                                            |                       |         |              |                              |        | 0.                                                                            | 90,000.                                                                            | 0.                                                                                            |
| (17) PAMELA PAULK<br>DIRECTOR                        | 0.10<br>8.70                                                                        | X                                                                                                            |                       |         |              |                              |        | 0.                                                                            | 90,000.                                                                            | 0.                                                                                            |

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

| (A)<br>Name and title                                          | (B)<br>Average hours per week (list any hours for related organizations below line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E)<br>Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|-------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                                |                                                                                     | Individual trustee or director                                                                            | Institutional trustee | Officer | Key employee | Highest compensated employee | Former |                                                                               |                                                                                    |                                                                                               |
| (18) KATHERINE CLUPPER<br>DIRECTOR                             | 0.10<br>7.90                                                                        | X                                                                                                         |                       |         |              |                              |        | 0.                                                                            | 87,500.                                                                            | 0.                                                                                            |
| (19) MARY MOSCATO<br>VICE CHAIR & VICE PRESIDENT               | 0.60<br>7.90                                                                        | X                                                                                                         |                       | X       |              |                              |        | 0.                                                                            | 80,000.                                                                            | 0.                                                                                            |
| (20) IAN BROWN<br>DIRECTOR                                     | 0.10<br>7.30                                                                        | X                                                                                                         |                       |         |              |                              |        | 0.                                                                            | 80,000.                                                                            | 0.                                                                                            |
| (21) RUSSELL SHARP<br>DIRECTOR                                 | 0.10<br>8.10                                                                        | X                                                                                                         |                       |         |              |                              |        | 0.                                                                            | 80,000.                                                                            | 0.                                                                                            |
| (22) BILL POMERANZ<br>DIRECTOR (BEG 4/1/25)                    | 0.10<br>7.00                                                                        | X                                                                                                         |                       |         |              |                              |        | 0.                                                                            | 65,000.                                                                            | 0.                                                                                            |
| (23) DANIEL WALLICK<br>DIRECTOR (BEG 4/1/25)                   | 0.10<br>6.80                                                                        | X                                                                                                         |                       |         |              |                              |        | 0.                                                                            | 65,000.                                                                            | 0.                                                                                            |
| (24) BARBARA BISGAIER<br>DIRECTOR (THRU 3/31/25)               | 0.00<br>5.40                                                                        | X                                                                                                         |                       |         |              |                              |        | 0.                                                                            | 27,500.                                                                            | 0.                                                                                            |
| (25) JOHN HALL<br>ASSISTANT TREASURER                          | 1.00<br>17.00                                                                       |                                                                                                           |                       | X       |              |                              |        | 0.                                                                            | 0.                                                                                 | 0.                                                                                            |
| (26) PAMELA STINER<br>ASSISTANT TREASURER                      | 1.00<br>17.00                                                                       |                                                                                                           |                       | X       |              |                              |        | 0.                                                                            | 0.                                                                                 | 0.                                                                                            |
| <b>1b Subtotal</b>                                             |                                                                                     |                                                                                                           |                       |         |              |                              |        | 1,130,093.                                                                    | 2,220,660.                                                                         | 238,594.                                                                                      |
| <b>c Total from continuation sheets to Part VII, Section A</b> |                                                                                     |                                                                                                           |                       |         |              |                              |        | 0.                                                                            | 0.                                                                                 | 0.                                                                                            |
| <b>d Total (add lines 1b and 1c)</b>                           |                                                                                     |                                                                                                           |                       |         |              |                              |        | 1,130,093.                                                                    | 2,220,660.                                                                         | 238,594.                                                                                      |

**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

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- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

|          | Yes | No |
|----------|-----|----|
| <b>3</b> |     | X  |
| <b>4</b> | X   |    |
| <b>5</b> |     | X  |

**Section B. Independent Contractors**

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

| (A)<br>Name and business address                                                                                                                                          | (B)<br>Description of services | (C)<br>Compensation |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------|
| ERICKSON SENIOR LIVING, LLC<br>701 MAIDEN CHOICE LANE, BALTIMORE, MD 21228                                                                                                | MANAGEMENT - SEE SCH. O        | 12,894,663.         |
| C. E. FLOYD COMPANY PBC<br>19 TUTTLE PL, #1, MIDDLETOWN, CT 06457                                                                                                         | CONTRACTOR                     | 5,499,868.          |
| NEW SILVER ENGINEERING LLC<br>21 GIFFORD WAY, DUXBURY, MA 02332                                                                                                           | ENGINEERING                    | 1,773,259.          |
| EAST COAST PLASTERING<br>25 DOTY AVE, DANVERS, MA 01923                                                                                                                   | PLASTERING                     | 1,686,384.          |
| MYSTIC PROPERTY SERVICES<br>20 GOVERNORS RD, GROVELAND, MA 01834                                                                                                          | LANDSCAPING                    | 1,437,920.          |
| <b>2</b> Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization | 25                             |                     |

SEE PART VII, SECTION A CONTINUATION SHEETS

Form **990** (2025)



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

|                                                                                                                                                      |                                                                                                |                                                                                                |                       | (A)<br>Total revenue  | (B)<br>Related or exempt<br>function revenue | (C)<br>Unrelated<br>business revenue | (D)<br>Revenue excluded<br>from tax under<br>sections 512 - 514 |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------|-----------------------|----------------------------------------------|--------------------------------------|-----------------------------------------------------------------|------------|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b>                                                                                    | <b>1 a</b> Federated campaigns .....                                                           | <b>1a</b>                                                                                      |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>b</b> Membership dues .....                                                                 | <b>1b</b>                                                                                      |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>c</b> Fundraising events .....                                                              | <b>1c</b>                                                                                      | 11,040.               |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>d</b> Related organizations .....                                                           | <b>1d</b>                                                                                      | 5,000.                |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>e</b> Government grants (contributions) .....                                               | <b>1e</b>                                                                                      |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>f</b> All other contributions, gifts, grants, and<br>similar amounts not included above ... | <b>1f</b>                                                                                      | 3,370,987.            |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>g</b> Noncash contributions included in lines 1a-1f                                         | <b>1g</b>                                                                                      | \$ 11,059.            |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>h Total.</b> Add lines 1a-1f .....                                                          |                                                                                                |                       |                       |                                              |                                      |                                                                 | 3,387,027. |
| <b>Program Service<br/>Revenue</b>                                                                                                                   | <b>2 a</b> RESIDENT FEES                                                                       | <b>Business Code</b> 623000                                                                    |                       | 91,767,954.           | 91,767,954.                                  |                                      |                                                                 |            |
|                                                                                                                                                      | <b>b</b> ANCILLARY FEES                                                                        | 623000                                                                                         |                       | 8,626,895.            | 8,626,895.                                   |                                      |                                                                 |            |
|                                                                                                                                                      | <b>c</b> RESIDENT DEPOSITS                                                                     | 623000                                                                                         |                       | 3,574,101.            | 3,574,101.                                   |                                      |                                                                 |            |
|                                                                                                                                                      | <b>d</b> OTHER PROGRAM REVENUE                                                                 | 623000                                                                                         |                       | 2,250.                | 2,250.                                       |                                      |                                                                 |            |
|                                                                                                                                                      | <b>e</b> .....                                                                                 |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>f</b> All other program service revenue .....                                               |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>g Total.</b> Add lines 2a-2f .....                                                          |                                                                                                |                       | 103,971,200.          |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>Other Revenue</b>                                                                           | <b>3</b> Investment income (including dividends, interest, and<br>other similar amounts) ..... |                       |                       | 972,355.                                     |                                      |                                                                 | 972,355.   |
| <b>4</b> Income from investment of tax-exempt bond proceeds .....                                                                                    |                                                                                                |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>5</b> Royalties .....                                                                                                                             |                                                                                                |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>6 a</b> Gross rents .....                                                                                                                         |                                                                                                | <b>6a</b>                                                                                      | (i) Real 276,162.     |                       |                                              |                                      |                                                                 |            |
| <b>b</b> Less: rental expenses ...                                                                                                                   |                                                                                                | <b>6b</b>                                                                                      | 0.                    |                       |                                              |                                      |                                                                 |            |
| <b>c</b> Rental income or (loss)                                                                                                                     |                                                                                                | <b>6c</b>                                                                                      | 276,162.              |                       |                                              |                                      |                                                                 |            |
| <b>d</b> Net rental income or (loss) .....                                                                                                           |                                                                                                |                                                                                                |                       | 276,162.              |                                              |                                      | 276,162.                                                        |            |
| <b>7 a</b> Gross amount from sales of<br>assets other than inventory .....                                                                           |                                                                                                | <b>7a</b>                                                                                      | (i) Securities 1,988. | (ii) Other 1,023,600. |                                              |                                      |                                                                 |            |
| <b>b</b> Less: cost or other basis<br>and sales expenses .....                                                                                       |                                                                                                | <b>7b</b>                                                                                      | 0.                    | 0.                    |                                              |                                      |                                                                 |            |
| <b>c</b> Gain or (loss) .....                                                                                                                        |                                                                                                | <b>7c</b>                                                                                      | 1,988.                | 1,023,600.            |                                              |                                      |                                                                 |            |
| <b>d</b> Net gain or (loss) .....                                                                                                                    |                                                                                                |                                                                                                |                       | 1,025,588.            |                                              |                                      | 1,025,588.                                                      |            |
| <b>8 a</b> Gross income from fundraising events (not<br>including \$ 11,040. of<br>contributions reported on line 1c). See<br>Part IV, line 18 ..... |                                                                                                | <b>8a</b>                                                                                      | 63,790.               |                       |                                              |                                      |                                                                 |            |
| <b>b</b> Less: direct expenses .....                                                                                                                 |                                                                                                | <b>8b</b>                                                                                      | 14,483.               |                       |                                              |                                      |                                                                 |            |
| <b>c</b> Net income or (loss) from fundraising events .....                                                                                          |                                                                                                |                                                                                                |                       | 49,307.               |                                              |                                      | 49,307.                                                         |            |
| <b>9 a</b> Gross income from gaming activities. See<br>Part IV, line 19 .....                                                                        |                                                                                                | <b>9a</b>                                                                                      |                       |                       |                                              |                                      |                                                                 |            |
| <b>b</b> Less: direct expenses .....                                                                                                                 | <b>9b</b>                                                                                      |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>c</b> Net income or (loss) from gaming activities .....                                                                                           |                                                                                                |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>10 a</b> Gross sales of inventory, less returns<br>and allowances .....                                                                           | <b>10a</b>                                                                                     |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>b</b> Less: cost of goods sold .....                                                                                                              | <b>10b</b>                                                                                     |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>c</b> Net income or (loss) from sales of inventory .....                                                                                          |                                                                                                |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
| <b>Miscellaneous<br/>Revenue</b>                                                                                                                     | <b>11 a</b> .....                                                                              | <b>Business Code</b>                                                                           |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>b</b> .....                                                                                 |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>c</b> .....                                                                                 |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>d</b> All other revenue .....                                                               |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>e Total.</b> Add lines 11a-11d .....                                                        |                                                                                                |                       |                       |                                              |                                      |                                                                 |            |
|                                                                                                                                                      | <b>12 Total revenue.</b> See instructions .....                                                |                                                                                                |                       | 109,681,639.          | 103,971,200.                                 | 0.                                   | 2,323,412.                                                      |            |

**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

☒ X

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.                                                                                                                                                                   | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| <b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...                                                                                                                                | 7,500.                | 7,500.                          |                                        |                             |
| <b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22 .....                                                                                                                                                         | 329,800.              | 329,800.                        |                                        |                             |
| <b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....                                                                                                  |                       |                                 |                                        |                             |
| <b>4</b> Benefits paid to or for members .....                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| <b>5</b> Compensation of current officers, directors, trustees, and key employees .....                                                                                                                                                          | 495,705.              |                                 | 495,705.                               |                             |
| <b>6</b> Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....                                                                                      |                       |                                 |                                        |                             |
| <b>7</b> Other salaries and wages .....                                                                                                                                                                                                          | 37,008,340.           | 32,038,488.                     | 4,969,852.                             |                             |
| <b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) .....                                                                                                                                | 621,488.              | 508,446.                        | 113,042.                               |                             |
| <b>9</b> Other employee benefits .....                                                                                                                                                                                                           | 5,702,285.            | 4,491,425.                      | 1,210,860.                             |                             |
| <b>10</b> Payroll taxes .....                                                                                                                                                                                                                    | 3,118,783.            | 2,562,340.                      | 556,443.                               |                             |
| <b>11</b> Fees for services (nonemployees):                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| <b>a</b> Management .....                                                                                                                                                                                                                        | 4,378,504.            | 4,378,504.                      |                                        |                             |
| <b>b</b> Legal .....                                                                                                                                                                                                                             | 89,306.               |                                 | 89,306.                                |                             |
| <b>c</b> Accounting .....                                                                                                                                                                                                                        | 94,619.               |                                 | 94,619.                                |                             |
| <b>d</b> Lobbying .....                                                                                                                                                                                                                          |                       |                                 |                                        |                             |
| <b>e</b> Professional fundraising services. See Part IV, line 17 .....                                                                                                                                                                           |                       |                                 |                                        |                             |
| <b>f</b> Investment management fees .....                                                                                                                                                                                                        | 24,010.               |                                 | 24,010.                                |                             |
| <b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.) .....                                                                                                                          | 11,586,680.           | 5,398,211.                      | 6,188,469.                             |                             |
| <b>12</b> Advertising and promotion .....                                                                                                                                                                                                        | 696,211.              | 86,619.                         | 609,592.                               |                             |
| <b>13</b> Office expenses .....                                                                                                                                                                                                                  | 8,824,888.            | 8,232,324.                      | 592,564.                               |                             |
| <b>14</b> Information technology .....                                                                                                                                                                                                           | 357,239.              | 41,514.                         | 315,725.                               |                             |
| <b>15</b> Royalties .....                                                                                                                                                                                                                        |                       |                                 |                                        |                             |
| <b>16</b> Occupancy .....                                                                                                                                                                                                                        | 6,740,676.            | 6,520,656.                      | 220,020.                               |                             |
| <b>17</b> Travel .....                                                                                                                                                                                                                           | 237,997.              | 145,923.                        | 92,074.                                |                             |
| <b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials ...                                                                                                                                     |                       |                                 |                                        |                             |
| <b>19</b> Conferences, conventions, and meetings .....                                                                                                                                                                                           |                       |                                 |                                        |                             |
| <b>20</b> Interest .....                                                                                                                                                                                                                         | 3,778,034.            | 3,778,034.                      |                                        |                             |
| <b>21</b> Payments to affiliates .....                                                                                                                                                                                                           |                       |                                 |                                        |                             |
| <b>22</b> Depreciation, depletion, and amortization .....                                                                                                                                                                                        | 23,509,034.           | 23,509,034.                     |                                        |                             |
| <b>23</b> Insurance .....                                                                                                                                                                                                                        | 652,811.              | 652,811.                        |                                        |                             |
| <b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)                                    |                       |                                 |                                        |                             |
| <b>a</b> CHARITY CARE .....                                                                                                                                                                                                                      | 2,031,666.            | 2,031,666.                      |                                        |                             |
| <b>b</b> EQUIPMENT RENTAL .....                                                                                                                                                                                                                  | 1,671,418.            | 1,560,311.                      | 111,107.                               |                             |
| <b>c</b> RESIDENT RELATIONS .....                                                                                                                                                                                                                | 387,859.              | 227,544.                        | 160,315.                               |                             |
| <b>d</b> .....                                                                                                                                                                                                                                   |                       |                                 |                                        |                             |
| <b>e</b> All other expenses .....                                                                                                                                                                                                                |                       |                                 |                                        |                             |
| <b>25</b> Total functional expenses. Add lines 1 through 24e                                                                                                                                                                                     | 112,344,853.          | 96,501,150.                     | 15,843,703.                            | 0.                          |
| <b>26</b> 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)<br>Beginning of year |              | (B)<br>End of year |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------|--------------------|
| <b>Assets</b>                                                                    | <b>1</b> Cash - non-interest-bearing .....                                                                                                                                                                                     | 3,550.                   | <b>1</b>     | 350.               |
|                                                                                  | <b>2</b> Savings and temporary cash investments .....                                                                                                                                                                          | 32,259,050.              | <b>2</b>     | 32,170,756.        |
|                                                                                  | <b>3</b> Pledges and grants receivable, net .....                                                                                                                                                                              |                          | <b>3</b>     |                    |
|                                                                                  | <b>4</b> Accounts receivable, net .....                                                                                                                                                                                        | 2,270,740.               | <b>4</b>     | 2,392,177.         |
|                                                                                  | <b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons ..... |                          | <b>5</b>     |                    |
|                                                                                  | <b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....                                                               |                          | <b>6</b>     |                    |
|                                                                                  | <b>7</b> Notes and loans receivable, net .....                                                                                                                                                                                 | 3,366,200.               | <b>7</b>     | 4,545,300.         |
|                                                                                  | <b>8</b> Inventories for sale or use .....                                                                                                                                                                                     | 134,239.                 | <b>8</b>     | 151,440.           |
|                                                                                  | <b>9</b> Prepaid expenses and deferred charges .....                                                                                                                                                                           | 240,433.                 | <b>9</b>     | 389,629.           |
|                                                                                  | <b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....                                                                                                                           | <b>10a</b> 506,839,626.  |              |                    |
|                                                                                  | <b>b</b> Less: accumulated depreciation .....                                                                                                                                                                                  | <b>10b</b> 230,091,002.  |              |                    |
|                                                                                  |                                                                                                                                                                                                                                | 282,436,651.             | <b>10c</b>   | 276,748,624.       |
|                                                                                  | <b>11</b> Investments - publicly traded securities .....                                                                                                                                                                       | 3,169,738.               | <b>11</b>    | 3,994,499.         |
|                                                                                  | <b>12</b> Investments - other securities. See Part IV, line 11 .....                                                                                                                                                           | 225,079,258.             | <b>12</b>    | 289,221,768.       |
|                                                                                  | <b>13</b> Investments - program-related. See Part IV, line 11 .....                                                                                                                                                            |                          | <b>13</b>    |                    |
|                                                                                  | <b>14</b> Intangible assets .....                                                                                                                                                                                              |                          | <b>14</b>    |                    |
| <b>15</b> Other assets. See Part IV, line 11 .....                               | 6,666,257.                                                                                                                                                                                                                     | <b>15</b>                | 5,739,216.   |                    |
| <b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 33) ..... | 555,626,116.                                                                                                                                                                                                                   | <b>16</b>                | 615,353,759. |                    |
| <b>Liabilities</b>                                                               | <b>17</b> Accounts payable and accrued expenses .....                                                                                                                                                                          | 7,457,794.               | <b>17</b>    | 9,697,277.         |
|                                                                                  | <b>18</b> Grants payable .....                                                                                                                                                                                                 |                          | <b>18</b>    |                    |
|                                                                                  | <b>19</b> Deferred revenue .....                                                                                                                                                                                               |                          | <b>19</b>    |                    |
|                                                                                  | <b>20</b> Tax-exempt bond liabilities .....                                                                                                                                                                                    | 99,900,518.              | <b>20</b>    | 97,958,325.        |
|                                                                                  | <b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....                                                                                                                                          | 2,275,000.               | <b>21</b>    | 4,602,656.         |
|                                                                                  | <b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....     |                          | <b>22</b>    |                    |
|                                                                                  | <b>23</b> Secured mortgages and notes payable to unrelated third parties .....                                                                                                                                                 | 2,567,931.               | <b>23</b>    | 1,798,891.         |
|                                                                                  | <b>24</b> Unsecured notes and loans payable to unrelated third parties .....                                                                                                                                                   |                          | <b>24</b>    |                    |
|                                                                                  | <b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....                                          | 476,775,140.             | <b>25</b>    | 501,152,217.       |
|                                                                                  | <b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....                                                                                                                                                              | 588,976,383.             | <b>26</b>    | 615,209,366.       |
| <b>Net Assets or Fund Balances</b>                                               | <b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>                                                                                    |                          |              |                    |
|                                                                                  | <b>27</b> Net assets without donor restrictions .....                                                                                                                                                                          | -34,321,916.             | <b>27</b>    | -1,626,718.        |
|                                                                                  | <b>28</b> Net assets with donor restrictions .....                                                                                                                                                                             | 971,649.                 | <b>28</b>    | 1,771,111.         |
|                                                                                  | <b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>                                                                                             |                          |              |                    |
|                                                                                  | <b>29</b> Capital stock or trust principal, or current funds .....                                                                                                                                                             |                          | <b>29</b>    |                    |
|                                                                                  | <b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....                                                                                                                                               |                          | <b>30</b>    |                    |
|                                                                                  | <b>31</b> Retained earnings, endowment, accumulated income, or other funds .....                                                                                                                                               |                          | <b>31</b>    |                    |
|                                                                                  | <b>32</b> Total net assets or fund balances .....                                                                                                                                                                              | -33,350,267.             | <b>32</b>    | 144,393.           |
|                                                                                  | <b>33</b> Total liabilities and net assets/fund balances .....                                                                                                                                                                 | 555,626,116.             | <b>33</b>    | 615,353,759.       |

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☒

|           |                                                                                                                |           |              |
|-----------|----------------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)                                                      | <b>1</b>  | 109,681,639. |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)                                                       | <b>2</b>  | 112,344,853. |
| <b>3</b>  | Revenue less expenses. Subtract line 2 from line 1                                                             | <b>3</b>  | -2,663,214.  |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))                      | <b>4</b>  | -33,350,267. |
| <b>5</b>  | Net unrealized gains (losses) on investments                                                                   | <b>5</b>  | 17,582.      |
| <b>6</b>  | Donated services and use of facilities                                                                         | <b>6</b>  |              |
| <b>7</b>  | Investment expenses                                                                                            | <b>7</b>  |              |
| <b>8</b>  | Prior period adjustments                                                                                       | <b>8</b>  |              |
| <b>9</b>  | Other changes in net assets or fund balances (explain on Schedule O)                                           | <b>9</b>  | 36,140,292.  |
| <b>10</b> | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B)) | <b>10</b> | 144,393.     |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.                                                                                                                                              |     |    |
| <b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? _____<br>If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | X  |
| <b>b</b> Were the organization's financial statements audited by an independent accountant? _____<br>If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:<br><input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                 | X   |    |
| <b>c</b> If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____<br>If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.                                                                      | X   |    |
| <b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____                                                                                                                                                                                                                                                           |     | X  |
| <b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____                                                                                                                                                                                                       |     |    |

Form **990** (2025)

Department of the Treasury  
Internal Revenue Service

**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.**  
**Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

2025

**Open to Public Inspection**

Name of the organization

BROOKSBY VILLAGE INC.

|                                |  |
|--------------------------------|--|
| Employer identification number |  |
|--------------------------------|--|

52-2126755

|               |                                                                                                         |
|---------------|---------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Reason for Public Charity Status.</b> (All organizations must complete this part.) See instructions. |
|---------------|---------------------------------------------------------------------------------------------------------|

The organization is not a private foundation because it is: (For lines 1 through 12, 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 (Form 990).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10 ☒ 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.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 ☐ 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 on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- 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). \_\_\_\_\_

| g Provide the following information about the supported organization(s). |          |                                                                               |                                                             |    |                                                   |                                                 |
|--------------------------------------------------------------------------|----------|-------------------------------------------------------------------------------|-------------------------------------------------------------|----|---------------------------------------------------|-------------------------------------------------|
| (i) Name of supported organization                                       | (ii) EIN | (iii) Type of organization (described on lines 1-10 above (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 |                                                   |                                                 |
|                                                                          |          |                                                                               |                                                             |    |                                                   |                                                 |
|                                                                          |          |                                                                               |                                                             |    |                                                   |                                                 |
|                                                                          |          |                                                                               |                                                             |    |                                                   |                                                 |
|                                                                          |          |                                                                               |                                                             |    |                                                   |                                                 |
|                                                                          |          |                                                                               |                                                             |    |                                                   |                                                 |
| <b>Total</b>                                                             |          |                                                                               |                                                             |    |                                                   |                                                 |

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in)                                                                                                                                                                        | (a) 2021 | (b) 2022 | (c) 2023 | (d) 2024 | (e) 2025 | (f) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....                                                                                                  |          |          |          |          |          |           |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....                                                                                                     |          |          |          |          |          |           |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...                                                                                               |          |          |          |          |          |           |
| <b>4 Total.</b> Add lines 1 through 3 .....                                                                                                                                                                        |          |          |          |          |          |           |
| <b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) ..... |          |          |          |          |          |           |
| <b>6 Public support.</b> Subtract line 5 from line 4.                                                                                                                                                              |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in)                                                                                                                                                       | (a) 2021 | (b) 2022 | (c) 2023 | (d) 2024 | (e) 2025 | (f) Total |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>7</b> Amounts from line 4 .....                                                                                                                                                                |          |          |          |          |          |           |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...                                                      |          |          |          |          |          |           |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on ...                                                                                   |          |          |          |          |          |           |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....                                                                                   |          |          |          |          |          |           |
| <b>11 Total support.</b> Add lines 7 through 10                                                                                                                                                   |          |          |          |          |          |           |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) .....                                                                                                                   |          |          |          |          | 12       |           |
| <b>13 First 5 years.</b> 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 <b>stop here</b> ..... |          |          |          |          |          |           |

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

|                                                                                                                                                                                                                                                                                                                                                                                                                 |    |   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|
| <b>14</b> Public support percentage for 2025 (line 6, column (f), divided by line 11, column (f)) .....                                                                                                                                                                                                                                                                                                         | 14 | % |
| <b>15</b> Public support percentage from 2024 Schedule A, Part II, line 14 .....                                                                                                                                                                                                                                                                                                                                | 15 | % |
| <b>16a 33 1/3% support test - 2025.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....                                                                                                                                                                        |    |   |
| <b>b 33 1/3% support test - 2024.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....                                                                                                                                                                     |    |   |
| <b>17a 10% -facts-and-circumstances test - 2025.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization .....    |    |   |
| <b>b 10% -facts-and-circumstances test - 2024.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization ..... |    |   |
| <b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....                                                                                                                                                                                                                                                              |    |   |

Schedule A (Form 990) 2025

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

(Complete only if you checked the box on line 10 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) 2021    | (b) 2022    | (c) 2023    | (d) 2024     | (e) 2025     | (f) Total    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|-------------|--------------|--------------|--------------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....                                                                       | 2,688,564.  | 2,208,289.  | 2,513,468.  | 1,967,306.   | 3,387,027.   | 12,764,654.  |
| <b>2</b> 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 ..... | 74,404,644. | 79,486,671. | 91,427,090. | 99,060,635.  | 104,034,990. | 448,414,030. |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....                                                                             |             |             |             |              |              |              |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....                                                                          |             |             |             |              |              |              |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....                                                                  |             |             |             |              |              |              |
| <b>6 Total.</b> Add lines 1 through 5 .....                                                                                                                                             | 77,093,208. | 81,694,960. | 93,940,558. | 101,027,941. | 107,422,017. | 461,178,684. |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....                                                                                                | 235,000.    | 197,630.    | 214,137.    | 140,000.     | 77,550.      | 864,317.     |
| <b>b</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.           |
| <b>c</b> Add lines 7a and 7b .....                                                                                                                                                      | 235,000.    | 197,630.    | 214,137.    | 140,000.     | 77,550.      | 864,317.     |
| <b>8 Public support.</b> (Subtract line 7c from line 6.) .....                                                                                                                          |             |             |             |              |              | 460,314,367. |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in)                                                                                                      | (a) 2021    | (b) 2022    | (c) 2023    | (d) 2024     | (e) 2025     | (f) Total    |
|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|-------------|--------------|--------------|--------------|
| <b>9</b> Amounts from line 6 .....                                                                                                               | 77,093,208. | 81,694,960. | 93,940,558. | 101,027,941. | 107,422,017. | 461,178,684. |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ..... | 381,374.    | 401,426.    | 557,330.    | 798,610.     | 1,248,517.   | 3,387,257.   |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....                           |             |             |             |              |              |              |
| <b>c</b> Add lines 10a and 10b .....                                                                                                             | 381,374.    | 401,426.    | 557,330.    | 798,610.     | 1,248,517.   | 3,387,257.   |
| <b>11</b> Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on .....      |             |             |             |              |              |              |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....                                  |             | 3,231.      | 119.        |              |              | 3,350.       |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) .....                                                                                   | 77,474,582. | 82,099,617. | 94,498,007. | 101,826,551. | 108,670,534. | 464,569,291. |

**14 First 5 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**

|                                                                                                         |           |         |
|---------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>15</b> Public support percentage for 2025 (line 8, column (f), divided by line 13, column (f)) ..... | <b>15</b> | 99.08 % |
| <b>16</b> Public support percentage from 2024 Schedule A, Part III, line 15 .....                       | <b>16</b> | 99.21 % |

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

|                                                                                                              |           |       |
|--------------------------------------------------------------------------------------------------------------|-----------|-------|
| <b>17</b> Investment income percentage for 2025 (line 10c, column (f), divided by line 13, column (f)) ..... | <b>17</b> | .73 % |
| <b>18</b> Investment income percentage from 2024 Schedule A, Part III, line 17 .....                         | <b>18</b> | .59 % |

**19a 33 1/3% support tests - 2025.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☒

**b 33 1/3% support tests - 2024.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

**Part IV Supporting Organizations**

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>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.</i>                                                                                                                                                                                                                    |     |    |
| <b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>                                                                                                                                                                                                                                                 |     |    |
| <b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>                                                                                                                                                                                                                                                                                                                                                                                       |     |    |
| <b>b</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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>                                                                                                                                                                                                                                                               |     |    |
| <b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>                                                                                                                                                                                                                                                                                                        |     |    |
| <b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>                                                                                                                                                                                                                                                                                                                                    |     |    |
| <b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>                                                                                                                                                                                                            |     |    |
| <b>c</b> 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)? <i>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.</i>                                                                                                                                                                               |     |    |
| <b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c 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).</i> |     |    |
| <b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?                                                                                                                                                                                                                                                                                                                                                                             |     |    |
| <b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?                                                                                                                                                                                                                                                                                                                                                                                                                                    |     |    |
| <b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>                                                              |     |    |
| <b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>                                                                                                                                                                                                  |     |    |
| <b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>                                                                                                                                                                                                                                                                                                                                                            |     |    |
| <b>9a</b> 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))? <i>If "Yes," provide detail in Part VI.</i>                                                                                                                                                                                                                                         |     |    |
| <b>b</b> Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>                                                                                                                                                                                                                                                                                                                              |     |    |
| <b>c</b> Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>                                                                                                                                                                                                                                                                                                   |     |    |
| <b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>                                                                                                                                                                                                                                                  |     |    |
| <b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>                                                                                                                                                                                                                                                                                                                                                       |     |    |

**Part IV Supporting Organizations** (continued)

|                                                                                                                                                                                    | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>11</b> Has the organization accepted a gift or contribution from any of the following persons?                                                                                  |     |    |
| <b>a</b> A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization? |     |    |
| <b>11a</b>                                                                                                                                                                         |     |    |
| <b>b</b> A family member of a person described on line 11a above?                                                                                                                  |     |    |
| <b>11b</b>                                                                                                                                                                         |     |    |
| <b>c</b> A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in <b>Part VI</b> .                             |     |    |
| <b>11c</b>                                                                                                                                                                         |     |    |

**Section B. Type I Supporting Organizations**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> 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 officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. |     |    |
| <b>1</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| <b>2</b> 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 <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.                                                                                                                                                                                                                                                                                                                                                                         |     |    |
| <b>2</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |     |    |

**Section C. Type II Supporting Organizations**

|                                                                                                                                                                                                                                                                                                                                                                                      | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> 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 <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). |     |    |
| <b>1</b>                                                                                                                                                                                                                                                                                                                                                                             |     |    |

**Section D. All Type III Supporting Organizations**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? |     |    |
| <b>1</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| <b>2</b> 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 <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).                                                                                                                       |     |    |
| <b>2</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| <b>3</b> By reason of the relationship described on line 2, above, 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 <b>Part VI</b> the role the organization's supported organizations played in this regard.                                                                                |     |    |
| <b>3</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |    |

**Section E. Type III Functionally Integrated Supporting Organizations**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |    |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--|
| <b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).                                                                                                                                                                                                                                                                                                                                                           |     |    |  |
| <b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.                                                                                                                                                                                                                                                                                                                                                                                             |     |    |  |
| <b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.                                                                                                                                                                                                                                                                                                                                                                      |     |    |  |
| <b>c</b> <input type="checkbox"/> The organization supported a governmental supported organization. Describe in <b>Part VI</b> how you supported a governmental supported organization (see instructions).                                                                                                                                                                                                                                                                                           |     |    |  |
| <b>2</b> Activities Test. Answer lines 2a and 2b below.                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |    |  |
| <b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of its supported organization(s)? If "Yes," then in <b>Part VI</b> identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to each of its supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | Yes | No |  |
| <b>2a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |  |
| <b>b</b> Did the activities described on line 2a, above, 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 <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.                                                                               |     |    |  |
| <b>2b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |  |
| <b>3</b> Parent of Supported Organizations. Answer lines 3a, 3b, and 3c below.                                                                                                                                                                                                                                                                                                                                                                                                                       |     |    |  |
| <b>a</b> Are the organization and its supported organization(s) part of an integrated system (for example, a hospital system)? If "Yes," provide details in <b>Part VI</b> .                                                                                                                                                                                                                                                                                                                         |     |    |  |
| <b>3a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |  |
| <b>b</b> Did the organization direct the policies, programs, and activities of each of its supported organizations? If "Yes," describe in <b>Part VI</b> the role played by the organization in this regard.                                                                                                                                                                                                                                                                                         |     |    |  |
| <b>3b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |  |
| <b>c</b> Did the organization have the power to regularly appoint or elect (and remove) a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No," provide details in <b>Part VI</b> .                                                                                                                                                                                                                                                             |     |    |  |
| <b>3c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |  |

**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 ( *explain in Part VI*). 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<br>(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                               | <b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)                                                                                                                                      | 8              |                                |

| Section B - Minimum Asset Amount |                                                                                                                                 | (A) Prior Year | (B) Current Year<br>(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): |                |                                |
| 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                                | <b>Total</b> (add lines 1a, 1b, and 1c)                                                                                         | 1d             |                                |
| e                                | <b>Discount</b> claimed for blockage or other factors<br>( <i>explain in detail in Part VI</i> ):                               |                |                                |
| 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 0.015 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 0.035.                                                                                                       | 6              |                                |
| 7                                | Recoveries of prior-year distributions                                                                                          | 7              |                                |
| 8                                | <b>Minimum Asset Amount</b> (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 0.85 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                                | <b>Distributable Amount.</b> 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). |   |              |

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations** (continued)**Section D - Distributions**

|          |                                                                                                                                                     | Current Year |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| <b>1</b> | Amounts paid to supported organizations to accomplish exempt purposes                                                                               | <b>1</b>     |
| <b>2</b> | Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity               | <b>2</b>     |
| <b>3</b> | Administrative expenses paid to accomplish exempt purposes of supported organizations                                                               | <b>3</b>     |
| <b>4</b> | Amounts paid to acquire exempt-use assets                                                                                                           | <b>4</b>     |
| <b>5</b> | Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i> )                                                      | <b>5</b>     |
| <b>6</b> | <b>Total annual distributions.</b> Add lines 1 through 5.                                                                                           | <b>6</b>     |
| <b>7</b> | Distributions to attentive supported organizations to which the organization is responsive ( <i>provide details in Part VI</i> ). See instructions. | <b>7</b>     |
| <b>8</b> | Distributable amount for 2025 from Section C, line 6                                                                                                | <b>8</b>     |
| <b>9</b> | Line 7 amount divided by line 8 amount                                                                                                              | <b>9</b>     |

| <b>Section E - Distribution Allocations</b> (see instructions)                                                                                                                           | (i)<br>Excess Distributions | (ii)<br>Underdistributions<br>Pre-2025 | (iii)<br>Distributable<br>Amount for 2025 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|----------------------------------------|-------------------------------------------|
| <b>1</b> Distributable amount for 2025 from Section C, line 6                                                                                                                            |                             |                                        |                                           |
| <b>2</b> Underdistributions, if any, for years prior to 2025 (reasonable cause required - <i>explain in Part VI</i> ). See instructions.                                                 |                             |                                        |                                           |
| <b>3</b> Excess distributions carryover, if any, to 2025                                                                                                                                 |                             |                                        |                                           |
| <b>a</b> From 2020                                                                                                                                                                       |                             |                                        |                                           |
| <b>b</b> From 2021                                                                                                                                                                       |                             |                                        |                                           |
| <b>c</b> From 2022                                                                                                                                                                       |                             |                                        |                                           |
| <b>d</b> From 2023                                                                                                                                                                       |                             |                                        |                                           |
| <b>e</b> From 2024                                                                                                                                                                       |                             |                                        |                                           |
| <b>f</b> <b>Total</b> of lines 3a through 3e                                                                                                                                             |                             |                                        |                                           |
| <b>g</b> Applied to under distributions of prior years                                                                                                                                   |                             |                                        |                                           |
| <b>h</b> Applied to 2025 distributable amount                                                                                                                                            |                             |                                        |                                           |
| <b>i</b> Carryover from 2020 not applied (see instructions)                                                                                                                              |                             |                                        |                                           |
| <b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from line 3f.                                                                                                                          |                             |                                        |                                           |
| <b>4</b> Distributions for 2025 from Section D, line 6: \$                                                                                                                               |                             |                                        |                                           |
| <b>a</b> Applied to underdistributions of prior years                                                                                                                                    |                             |                                        |                                           |
| <b>b</b> Applied to 2025 distributable amount                                                                                                                                            |                             |                                        |                                           |
| <b>c</b> Remainder. Subtract lines 4a and 4b from line 4.                                                                                                                                |                             |                                        |                                           |
| <b>5</b> Remaining underdistributions for years prior to 2025, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions. |                             |                                        |                                           |
| <b>6</b> Remaining underdistributions for 2025. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.                        |                             |                                        |                                           |
| <b>7</b> <b>Excess distributions carryover to 2026.</b> Add lines 3j and 4c.                                                                                                             |                             |                                        |                                           |
| <b>8</b> Breakdown of line 7:                                                                                                                                                            |                             |                                        |                                           |
| <b>a</b> Excess from 2021                                                                                                                                                                |                             |                                        |                                           |
| <b>b</b> Excess from 2022                                                                                                                                                                |                             |                                        |                                           |
| <b>c</b> Excess from 2023                                                                                                                                                                |                             |                                        |                                           |
| <b>d</b> Excess from 2024                                                                                                                                                                |                             |                                        |                                           |
| <b>e</b> Excess from 2025                                                                                                                                                                |                             |                                        |                                           |

Schedule A (Form 990) 2025

**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, 3b, and 3c; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5 and 7; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

**Schedule B  
(Form 990)**

(Rev. December 2024)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

**Attach to Form 990, 990-EZ, or 990-PF.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.**

OMB No. 1545-0047

|                          |                                |
|--------------------------|--------------------------------|
| Name of the organization | Employer identification number |
| BROOKSBY VILLAGE, INC.   | 52-2126755                     |

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

☒ 501(c)( 3 ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (Rev. 12-2024)

|                        |                                |
|------------------------|--------------------------------|
| Name of organization   | Employer identification number |
| BROOKSBY VILLAGE, INC. | 52-2126755                     |

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                         |
|------------|-----------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          |                                   | \$ 77,550.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 2          |                                   | \$ 72,300.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 3          |                                   | \$ 30,100.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 4          |                                   | \$ 10,250.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 5          |                                   | \$ 21,915.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 6          |                                   | \$ 11,059.                 | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

|                        |                                |
|------------------------|--------------------------------|
| Name of organization   | Employer identification number |
| BROOKSBY VILLAGE, INC. | 52-2126755                     |

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                         |
|------------|-----------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7          |                                   | \$ 12,795.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 8          |                                   | \$ 10,000.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 9          |                                   | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 10         |                                   | \$ 6,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 11         |                                   | \$ 48,845.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 12         |                                   | \$ 9,401.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |

|                        |                                |
|------------------------|--------------------------------|
| Name of organization   | Employer identification number |
| BROOKSBY VILLAGE, INC. | 52-2126755                     |

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4 | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                         |
|------------|-----------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 13         |                                   | \$ 20,166.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 14         |                                   | \$ 1,000,000.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 15         |                                   | \$ 44,750.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 16         |                                   | \$ 181,201.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 17         |                                   | \$ 21,900.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 18         |                                   | \$ 5,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |

Employer identification number

52-2126755

## Part II

[illegible]

|                        |                                |
|------------------------|--------------------------------|
| Name of organization   | Employer identification number |
| BROOKSBY VILLAGE, INC. | 52-2126755                     |

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

|                                         |                     |                                          |                                     |
|-----------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (e) Transfer of gift                    |                     |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (e) Transfer of gift                    |                     |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (e) Transfer of gift                    |                     |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (a) No. from Part I                     | (b) Purpose of gift | (c) Use of gift                          | (d) Description of how gift is held |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
| (e) Transfer of gift                    |                     |                                          |                                     |
| Transferee's name, address, and ZIP + 4 |                     | Relationship of transferor to transferee |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |
|                                         |                     |                                          |                                     |

# SCHEDULE D

(Form 990)

(Rev. December 2024)

Department of the Treasury  
Internal Revenue Service

## Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

Open to Public  
Inspection

Name of the organization

BROOKSBY VILLAGE, INC.

Employer identification number

52-2126755

### Part I

**Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on 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" on 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 (for example, recreation or education) ☐ Preservation of a 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 Tax Year |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| a Total number of conservation easements .....                                                                                                             | 2a                              |
| b Total acreage restricted by conservation easements .....                                                                                                 | 2b                              |
| c Number of conservation easements on a certified historic structure included on line 2a .....                                                             | 2c                              |
| d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register ..... | 2d                              |

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

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

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

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year .....

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year .....

8 Does each conservation easement reported on line 2d 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" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB 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 FASB 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 on 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 FASB ASC 958 relating to these items:

a Revenue included on 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 make significant use of its collection items (check all that apply).

**a** ☐ Public exhibition

**d** ☐ Loan or exchange program

**b** ☐ Scholarly research

**e** ☐ Other \_\_\_\_\_

**c** ☐ Preservation for future generations

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

**5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements** Complete if the organization answered "Yes" on 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:

**c** Beginning balance

**d** Additions during the year

**e** Distributions during the year

**f** Ending balance

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

**2a** Did the organization include an amount on Form 990, Part X, line 21, 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" on Form 990, Part IV, line 10.

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

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

**a** Board designated or quasi-endowment \_\_\_\_\_ %

**b** Permanent endowment \_\_\_\_\_ %

**c** Term endowment \_\_\_\_\_ %

The percentages on 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? ☐ Yes ☐ No

(ii) Related organizations? ☐ Yes ☐ No

**b** If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

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

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

**Part VI Land, Buildings, and Equipment**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property                                                                               | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|-------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| <b>1a</b> Land                                                                                        |                                      | 18,561,174.                     |                              | 18,561,174.    |
| <b>b</b> Buildings                                                                                    |                                      | 462,992,406.                    | 222,071,473.                 | 240,920,933.   |
| <b>c</b> Leasehold improvements                                                                       |                                      |                                 |                              |                |
| <b>d</b> Equipment                                                                                    |                                      | 11,795,662.                     | 7,851,161.                   | 3,944,501.     |
| <b>e</b> Other                                                                                        |                                      | 13,490,384.                     | 168,368.                     | 13,322,016.    |
| <b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)) |                                      |                                 |                              | 276,748,624.   |

**Part VII Investments - Other Securities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security)    | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|-------------------------------------------------------------------------|----------------|-----------------------------------------------------------|
| (1) Financial derivatives .....                                         |                |                                                           |
| (2) Closely held equity interests .....                                 |                |                                                           |
| (3) Other .....                                                         |                |                                                           |
| (A) BENEFICIAL INTEREST IN COMERICA                                     |                |                                                           |
| (B) LEGACY FOUNDATION                                                   | 59,378.        | END-OF-YEAR MARKET VALUE                                  |
| (C) BENEFICIAL INTEREST IN NATIONAL CCRC                                |                |                                                           |
| (D) BUSINESS TRUST I                                                    | 271,399,817.   | END-OF-YEAR MARKET VALUE                                  |
| (E) BENEFICIAL INTEREST IN NATIONAL CCRC                                |                |                                                           |
| (F) STATUTORY TIER IV TRUST                                             | 14,939,654.    | END-OF-YEAR MARKET VALUE                                  |
| (G) FIXED INCOME SECURITIES                                             | 2,822,919.     | END-OF-YEAR MARKET VALUE                                  |
| (H)                                                                     |                |                                                           |
| <b>Total.</b> (Col. (b) must equal Form 990, Part X, line 12, col. (B)) | 289,221,768.   |                                                           |

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment                                           | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|-------------------------------------------------------------------------|----------------|-----------------------------------------------------------|
| (1)                                                                     |                |                                                           |
| (2)                                                                     |                |                                                           |
| (3)                                                                     |                |                                                           |
| (4)                                                                     |                |                                                           |
| (5)                                                                     |                |                                                           |
| (6)                                                                     |                |                                                           |
| (7)                                                                     |                |                                                           |
| (8)                                                                     |                |                                                           |
| (9)                                                                     |                |                                                           |
| <b>Total.</b> (Col. (b) must equal Form 990, Part X, line 13, col. (B)) |                |                                                           |

**Part IX Other Assets**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description                                                           | (b) Book value |
|---------------------------------------------------------------------------|----------------|
| (1)                                                                       |                |
| (2)                                                                       |                |
| (3)                                                                       |                |
| (4)                                                                       |                |
| (5)                                                                       |                |
| (6)                                                                       |                |
| (7)                                                                       |                |
| (8)                                                                       |                |
| (9)                                                                       |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, line 15, col. (B)) |                |

**Part X Other Liabilities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability                                           | (b) Book value |
|---------------------------------------------------------------------------|----------------|
| (1) Federal income taxes                                                  |                |
| (2) RESIDENT ENTRANCE FEES                                                | 478,035,184.   |
| (3) FUNDS HELD FOR RESIDENTS                                              | 524,041.       |
| (4) CLAIMS RESERVE                                                        | 1,246,762.     |
| (5) RESIDENT REFUNDS PAYABLE                                              | 9,786,737.     |
| (6) DEFERRED MANAGEMENT FEES                                              | 218,927.       |
| (7) COMMUNITY FEES                                                        | 48,896,161.    |
| (8) ACCUMULATED AMORTIZATION                                              | -37,555,595.   |
| (9)                                                                       |                |
| <b>Total.</b> (Column (b) must equal Form 990, Part X, line 25, col. (B)) | 501,152,217.   |

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

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

|          |                                                                                                      |           |              |
|----------|------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements .....                       | <b>1</b>  | 145,818,793. |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12:                                  |           |              |
| <b>a</b> | Net unrealized gains (losses) on investments .....                                                   | <b>2a</b> | 17,582.      |
| <b>b</b> | Donated services and use of facilities .....                                                         | <b>2b</b> |              |
| <b>c</b> | Recoveries of prior year grants .....                                                                | <b>2c</b> |              |
| <b>d</b> | Other (Describe in Part XIII.) .....                                                                 | <b>2d</b> | 36,143,582.  |
| <b>e</b> | Add lines 2a through 2d .....                                                                        | <b>2e</b> | 36,161,164.  |
| <b>3</b> | Subtract line 2e from line 1 .....                                                                   | <b>3</b>  | 109,657,629. |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line 1:                                 |           |              |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b .....                               | <b>4a</b> | 24,010.      |
| <b>b</b> | Other (Describe in Part XIII.) .....                                                                 | <b>4b</b> |              |
| <b>c</b> | Add lines 4a and 4b .....                                                                            | <b>4c</b> | 24,010.      |
| <b>5</b> | Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) ..... | <b>5</b>  | 109,681,639. |

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

|          |                                                                                                       |           |              |
|----------|-------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b> | Total expenses and losses per audited financial statements .....                                      | <b>1</b>  | 112,324,133. |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25:                                     |           |              |
| <b>a</b> | Donated services and use of facilities .....                                                          | <b>2a</b> |              |
| <b>b</b> | Prior year adjustments .....                                                                          | <b>2b</b> |              |
| <b>c</b> | Other losses .....                                                                                    | <b>2c</b> |              |
| <b>d</b> | Other (Describe in Part XIII.) .....                                                                  | <b>2d</b> | 3,290.       |
| <b>e</b> | Add lines 2a through 2d .....                                                                         | <b>2e</b> | 3,290.       |
| <b>3</b> | Subtract line 2e from line 1 .....                                                                    | <b>3</b>  | 112,320,843. |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line 1:                                    |           |              |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b .....                                | <b>4a</b> | 24,010.      |
| <b>b</b> | Other (Describe in Part XIII.) .....                                                                  | <b>4b</b> |              |
| <b>c</b> | Add lines 4a and 4b .....                                                                             | <b>4c</b> | 24,010.      |
| <b>5</b> | Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) ..... | <b>5</b>  | 112,344,853. |

**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.

**PART IV, LINE 2B:**

PROSPECTIVE RESIDENTS ARE REQUIRED TO MAKE CERTAIN INSTALLMENT PAYMENTS  
PRIOR TO THE FINAL SETTLEMENT OF THE GIVEN UNIT. THOSE ADVANCE DEPOSITS  
ARE REPORTED ON FORM 990, PART X, LINE 21.

**PART X, LINE 2:**

BROOKSBY VILLAGE, INC. ("BBV") IS EXEMPT FROM FEDERAL INCOME TAXES UNDER  
SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE AND THE APPLICABLE STATE  
INCOME TAX REGULATIONS. PEABODY CAMPUS, LLC ("PBC") IS A SINGLE MEMBER  
LIMITED LIABILITY COMPANY AND HAS ELECTED TO BE DISREGARDED FOR FEDERAL  
AND STATE INCOME TAX PURPOSES. PBC'S FINANCIAL STATEMENT ACTIVITY IS  
REFLECTED ON BBV'S BOOKS AND RECORDS. MANAGEMENT HAS EVALUATED BBV'S TAX  
POSITIONS AND HAS CONCLUDED THAT BBV HAS TAKEN NO UNCERTAIN TAX POSITIONS  
THAT WOULD REQUIRE RECOGNITION OR DISCLOSURE IN THE CONSOLIDATED FINANCIAL  
STATEMENTS.

**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

|                                                                          |             |
|--------------------------------------------------------------------------|-------------|
| SPECIAL FUNDRAISING & GAMING EXPENSES NETTED WITH REVENUE<br>ON FORM 990 | 14,483.     |
| ADJUSTMENT TO NET ASSETS WITH DONOR RESTRICTIONS                         | -11,193.    |
| CHANGE IN BENEFICIAL INTEREST IN BUSINESS TRUST                          | 35,576,963. |
| UNREALIZED GAIN ON SWAPS                                                 | -1,248,861. |
| CHANGE IN RESTRICTED NET INVESTMENT RETURN                               | 94,781.     |
| CHANGE IN BENEFICIAL INTEREST IN STATUTORY TIER IV TRUST                 | 1,717,409.  |
| TOTAL TO SCHEDULE D, PART XI, LINE 2D                                    | 36,143,582. |

3,290.

SCHEDULE G
(Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization: BROOKSBY VILLAGE, INC.
Employer identification number: 52-2126755

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
a Mail solicitations
b Internet and email solicitations
c Phone solicitations
d In-person solicitations
e Solicitation of nongovernment grants
f Solicitation of government grants
g Special fundraising events
2 a Did the organization have a written or oral agreement with any individual...
b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col. (i), (vi) Amount paid to (or retained by) organization. Includes a Total row at the bottom.

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

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

|                 |                                                                       | (a) Event #1                | (b) Event #2             | (c) Other events    | (d) Total events<br>(add col. (a) through<br>col. (c)) |
|-----------------|-----------------------------------------------------------------------|-----------------------------|--------------------------|---------------------|--------------------------------------------------------|
|                 |                                                                       | ANNUAL GALA<br>(event type) | LUNCHEON<br>(event type) | 2<br>(total number) |                                                        |
| Revenue         | 1 Gross receipts .....                                                | 53,695.                     | 14,965.                  | 6,170.              | 74,830.                                                |
|                 | 2 Less: Contributions .....                                           | 8,790.                      | 2,250.                   |                     | 11,040.                                                |
|                 | 3 Gross income (line 1 minus line 2) .....                            | 44,905.                     | 12,715.                  | 6,170.              | 63,790.                                                |
| Direct Expenses | 4 Cash prizes .....                                                   |                             |                          |                     |                                                        |
|                 | 5 Noncash prizes .....                                                |                             |                          |                     |                                                        |
|                 | 6 Rent/facility costs .....                                           |                             |                          |                     |                                                        |
|                 | 7 Food and beverages .....                                            | 8,790.                      | 1,895.                   |                     | 10,685.                                                |
|                 | 8 Entertainment .....                                                 | 2,500.                      | 600.                     |                     | 3,100.                                                 |
|                 | 9 Other direct expenses .....                                         | 698.                        |                          |                     | 698.                                                   |
|                 | 10 Direct expense summary. Add lines 4 through 9 in column (d) .....  |                             |                          |                     | 14,483.                                                |
|                 | 11 Net income summary. Subtract line 10 from line 3, column (d) ..... |                             |                          |                     | 49,307.                                                |

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

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

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

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

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

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

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

- 11** Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No

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

**13** Indicate the percentage of gaming activity conducted in:

|                                      |            |   |
|--------------------------------------|------------|---|
| <b>a</b> The organization's facility | <b>13a</b> | % |
| <b>b</b> An outside facility         | <b>13b</b> | % |

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

Name \_\_\_\_\_

Address \_\_\_\_\_

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ..... ☐ **Yes** ☐ **No**
- b** If "Yes," enter the amount of gaming revenue received by the organization \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party \$ \_\_\_\_\_
- c** If "Yes," enter the name and address of the third party: \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

- 16** Gaming manager information:

Name \_\_\_\_\_

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

Description of services provided

☐ Director/officer      ☐ Employee      ☐ Independent contractor

- 17** Mandatory distributions:
- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ..... ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ \_\_\_\_\_

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

|                |                                                    |
|----------------|----------------------------------------------------|
| <b>Part IV</b> | <b>Supplemental Information</b> <i>(continued)</i> |
|----------------|----------------------------------------------------|

SCHEDULE I  
(Form 990)

(Rev. December 2024)  
Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.  
Attach to Form 990.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**Open to Public  
Inspection**

Name of the organization

BROOKSBY VILLAGE, INC.

**Employer identification number**

52-2126755

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ..... ☒ **Yes** ☐ **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

| <b>1 (a)</b> Name and address of organization or government | <b>(b)</b> EIN | <b>(c)</b> IRC section (if applicable) | <b>(d)</b> Amount of cash grant | <b>(e)</b> Amount of noncash assistance | <b>(f)</b> Method of valuation (book, FMV, appraisal, other) | <b>(g)</b> Description of noncash assistance | <b>(h)</b> Purpose of grant or assistance |
|-------------------------------------------------------------|----------------|----------------------------------------|---------------------------------|-----------------------------------------|--------------------------------------------------------------|----------------------------------------------|-------------------------------------------|
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |
|                                                             |                |                                        |                                 |                                         |                                                              |                                              |                                           |

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table .....
- 3** Enter total number of other organizations listed in the line 1 table .....

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (Rev. 12-2024)

Part III

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

| (a) Type of grant or assistance        | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of noncash assistance |
|----------------------------------------|--------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|---------------------------------------|
| EDUCATIONAL SCHOLARSHIPS - SEE PART IV | 156                      | 329,800.                 | 0.                                |                                                       |                                       |
|                                        |                          |                          |                                   |                                                       |                                       |
|                                        |                          |                          |                                   |                                                       |                                       |
|                                        |                          |                          |                                   |                                                       |                                       |
|                                        |                          |                          |                                   |                                                       |                                       |
|                                        |                          |                          |                                   |                                                       |                                       |

Part IV

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

SCHEDULE I, PART I, LINE 2:

THE SCHOLAR'S FUND IS A RESIDENT RUN AND FUNDED PROGRAM TO PROVIDE FINANCIAL SUPPORT AND RECOGNITION TO STUDENTS SEEKING TO CONTINUE THEIR EDUCATION WHO HAVE DEMONSTRATED A STRONG PERSONAL COMMITMENT TO SERVING OUR SENIOR POPULATION. STUDENT SCHOLAR CANDIDATES ARE REQUIRED TO BE EMPLOYEES IN GOOD STANDING. TO BE ELIGIBLE, A STUDENT MUST MEET A MINIMUM STANDARD OF HOURS WORKED, ACHIEVE CERTAIN LEVELS OF ACADEMIC SUCCESS, MAINTAIN A MINIMUM NUMBER OF CREDIT HOURS OF ENROLLMENT AND COMPLETION OF COURSEWORK. ELIGIBLE COSTS ARE REVIEWED AND VERIFIED BEFORE PAYMENTS ARE MADE FROM THE FUND FOR SUBSEQUENT SEMESTERS OR TERMS OF ENROLLMENT. THE STUDENT SCHOLAR CANDIDATES MUST MAINTAIN "GOOD STANDING" THROUGHOUT THEIR PARTICIPATION IN THE SCHOLARSHIP APPLICATION AND AWARD PROGRAM, AS DEFINED FOR EMPLOYEES IN THE EMPLOYMENT POLICIES AND PROCEDURES DOCUMENTS. DUE DATES FOR DOCUMENT SUBMISSION AND EVALUATION MUST BE ADHERED TO, TO ASSURE QUALIFICATION FOR THE INITIAL AWARD AND SUBSEQUENT SEMESTERS. GAPS IN ENROLLMENT BEYOND TWO SEMESTERS REQUIRE SPECIAL APPROVAL. THE PROGRAM REQUIRES ENROLLMENT AT RECOGNIZED TRADE SCHOOLS, COLLEGES OR UNIVERSITIES AFTER HIGH SCHOOL. A MAXIMUM

|                |                                 |
|----------------|---------------------------------|
| <b>Part IV</b> | <b>Supplemental Information</b> |
|----------------|---------------------------------|

AWARD LEVEL EACH SEMESTER AND THROUGHOUT THE POST-HIGH SCHOOL EDUCATION  
FOR EACH STUDENT IS IN PLACE SUBJECT TO AVAILABLE FUNDS IN THE PROGRAM.

**SCHEDULE J  
(Form 990)**

(Rev. December 2024)  
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" on Form 990, Part IV, line 23.**  
**Attach to Form 990.**  
**Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**Open to Public  
Inspection**

Name of the organization

BROOKSBY VILLAGE, INC.

Employer identification number

52-2126755

**Part I Questions Regarding Compensation**

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

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

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment? .....

**b** Participate in or receive payment from a supplemental nonqualified retirement plan? .....

**c** Participate in or receive payment from an equity-based compensation arrangement? .....

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

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

**a** The organization? .....

**b** Any related organization? .....

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

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

**a** The organization? .....

**b** Any related organization? .....

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

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

**For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

**Schedule J (Form 990) (Rev. 12-2024)**

**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 on 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 aren't 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 and/or 1099-NEC 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 on prior Form 990 |
|------------------------------------------------------|------|--------------------------------------------------------------------|-------------------------------------|-------------------------------------|------------------------------------------------|-------------------------|---------------------------------|-----------------------------------------------------------------------|
|                                                      |      | (i) Base compensation                                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |                                                |                         |                                 |                                                                       |
| (1) SCOTT SAWICKI<br>ASSISTANT SECRETARY             | (i)  | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
|                                                      | (ii) | 281,533.                                                           | 53,798.                             | 450.                                | 24,694.                                        | 22,248.                 | 382,723.                        | 0.                                                                    |
| (2) DANIEL TYLER<br>ASSISTANT TREASURER (BEG 4/1/25) | (i)  | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
|                                                      | (ii) | 271,896.                                                           | 50,601.                             | 300.                                | 22,432.                                        | 10,555.                 | 355,784.                        | 0.                                                                    |
| (3) TRACIE BETTANO<br>EXECUTIVE DIRECTOR             | (i)  | 212,923.                                                           | 46,500.                             | 2,665.                              | 9,398.                                         | 35,105.                 | 306,591.                        | 0.                                                                    |
|                                                      | (ii) | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
| (4) TIMOTHY CURTIS<br>DIRECTOR, FINANCE              | (i)  | 140,790.                                                           | 17,000.                             | 1,943.                              | 4,939.                                         | 24,442.                 | 189,114.                        | 0.                                                                    |
|                                                      | (ii) | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
| (5) ZINA JACQUE<br>DIRECTOR                          | (i)  | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
|                                                      | (ii) | 180,833.                                                           | 0.                                  | 0.                                  | 0.                                             | 0.                      | 180,833.                        | 0.                                                                    |
| (6) REBECCA MATSIKO<br>LICENSED PRACTICAL NURSE      | (i)  | 151,688.                                                           | 5,141.                              | 572.                                | 5,042.                                         | 15,405.                 | 177,848.                        | 0.                                                                    |
|                                                      | (ii) | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
| (7) FEYISSA KEWIESSA<br>REGISTERED NURSE             | (i)  | 146,148.                                                           | 2,074.                              | 752.                                | 3,889.                                         | 15,643.                 | 168,506.                        | 0.                                                                    |
|                                                      | (ii) | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
| (8) SHANE PRESTON<br>NURSE PRACTITIONER, EHWB        | (i)  | 132,709.                                                           | 5,800.                              | 467.                                | 4,162.                                         | 10,644.                 | 153,782.                        | 0.                                                                    |
|                                                      | (ii) | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
| (9) MARY COLINS<br>CHAIR & PRESIDENT/SECRETARY       | (i)  | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
|                                                      | (ii) | 150,833.                                                           | 0.                                  | 0.                                  | 0.                                             | 0.                      | 150,833.                        | 0.                                                                    |
| (10) STEPHANIE REEL<br>DIRECTOR                      | (i)  | 0.                                                                 | 0.                                  | 0.                                  | 0.                                             | 0.                      | 0.                              | 0.                                                                    |
|                                                      | (ii) | 150,833.                                                           | 0.                                  | 0.                                  | 0.                                             | 0.                      | 150,833.                        | 0.                                                                    |
|                                                      | (i)  |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (ii) |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (i)  |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (ii) |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (i)  |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (ii) |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (i)  |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (ii) |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (i)  |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |
|                                                      | (ii) |                                                                    |                                     |                                     |                                                |                         |                                 |                                                                       |

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.

PART I, LINE 7:

THE EMPLOYEES LISTED ON FORM 990, PART VII, SECTION A, LINE 1A RECEIVED A DISCRETIONARY BONUS DURING THE YEAR.

SCHEDULE J, PART II:

TRACIE BETTANO AND TIMOTHY CURTIS ARE LISTED IN SCHEDULE J, PART II AND ARE EMPLOYEES OF ERICKSON SENIOR LIVING, LLC ("ESL"), AN UNRELATED ORGANIZATION TO BROOKSBY VILLAGE, INC., IN ACCORDANCE WITH THE MANAGEMENT AGREEMENT BETWEEN BROOKSBY VILLAGE, INC. AND ESL. SEE SCHEDULE O EXPLANATION FOR FORM 990, PART VI, SECTION A, LINE 3. THEREFORE, FOR IRS MATCHING PURPOSES, ESL IS THE ISSUER OF THE FORM W-2. UNDER THE MANAGEMENT AGREEMENT, BROOKSBY VILLAGE, INC. REIMBURSES ESL FOR THE COST OF SERVICES PERFORMED FOR BROOKSBY VILLAGE, INC.

**Supplemental Information on Tax-Exempt Bonds**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions,  
explanations, and any additional information in Part VI.  
Attach to Form 990.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

Open to Public  
Inspection

|                                                    |                                              |
|----------------------------------------------------|----------------------------------------------|
| Name of the organization<br>BROOKSBY VILLAGE, INC. | Employer identification number<br>52-2126755 |
|----------------------------------------------------|----------------------------------------------|

| 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) Pooled financing |    |
|                                            |                |             |                 |                 |                            | Yes          | No | Yes                     | No | Yes                  | No |
| VA SMALL BUSINESS FINANCING<br>A AUTHORITY | 54-1300845     | NONE        | 10/15/20        | 71,611,628.     | REFUND OF PRIOR ISSUE      |              | X  |                         | X  | X                    |    |
| VA SMALL BUSINESS FINANCING<br>B AUTHORITY | 54-1300845     | NONE        | 10/15/20        | 34,688,287.     | NEW MONEY                  |              | X  |                         | X  | X                    |    |
| C                                          |                |             |                 |                 |                            |              |    |                         |    |                      |    |
| D                                          |                |             |                 |                 |                            |              |    |                         |    |                      |    |

| Part II Proceeds |                                                                                                                                        |             |             |     |    |     |    |     |    |
|------------------|----------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------|-----|----|-----|----|-----|----|
|                  |                                                                                                                                        | A           | B           | C   | D  |     |    |     |    |
| 1                | Amount of bonds retired .....                                                                                                          | 5,110,277.  | 125,046.    |     |    |     |    |     |    |
| 2                | Amount of bonds legally defeased .....                                                                                                 |             |             |     |    |     |    |     |    |
| 3                | Total proceeds of issue .....                                                                                                          | 71,611,628. | 34,688,287. |     |    |     |    |     |    |
| 4                | Gross proceeds in reserve funds .....                                                                                                  |             |             |     |    |     |    |     |    |
| 5                | Capitalized interest from proceeds .....                                                                                               |             |             |     |    |     |    |     |    |
| 6                | Proceeds in refunding escrows .....                                                                                                    |             |             |     |    |     |    |     |    |
| 7                | Issuance costs from proceeds .....                                                                                                     | 671,944.    | 154,918.    |     |    |     |    |     |    |
| 8                | Credit enhancement from proceeds .....                                                                                                 |             |             |     |    |     |    |     |    |
| 9                | Working capital expenditures from proceeds .....                                                                                       |             |             |     |    |     |    |     |    |
| 10               | Capital expenditures from proceeds .....                                                                                               |             | 34,533,369. |     |    |     |    |     |    |
| 11               | Other spent proceeds .....                                                                                                             | 70,939,684. |             |     |    |     |    |     |    |
| 12               | Other unspent proceeds .....                                                                                                           |             |             |     |    |     |    |     |    |
| 13               | Year of substantial completion .....                                                                                                   | 2013        | 2023        |     |    |     |    |     |    |
|                  |                                                                                                                                        | Yes         | No          | Yes | No | Yes | No | Yes | No |
| 14               | Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)? ..... | X           |             |     | X  |     |    |     |    |
| 15               | Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)? .....   |             | X           |     | X  |     |    |     |    |
| 16               | Has the final allocation of proceeds been made? .....                                                                                  | X           |             | X   |    |     |    |     |    |
| 17               | Does the organization maintain adequate books and records to support the final allocation of proceeds? .....                           | X           |             | X   |    |     |    |     |    |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule K (Form 990) (Rev. 12-2024)

**Part III Private Business Use**

|                                                                                                                                                                                                                                                     | A   |    | B   |    | C   |    | D   |    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
|                                                                                                                                                                                                                                                     | Yes | No | Yes | No | Yes | No | Yes | No |
| <b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? .....                                                                                                           | X   |    | X   |    |     |    |     |    |
| <b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property? .....                                                                                                                                  | X   |    | X   |    |     |    |     |    |
| <b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? .....                                                                                                                    | X   |    | X   |    |     |    |     |    |
| <b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? .....                                                   | X   |    | X   |    |     |    |     |    |
| <b>c</b> Are there any research agreements that may result in private business use of bond-financed property? .....                                                                                                                                 |     | X  |     | X  |     |    |     |    |
| <b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? ....                                                                |     |    |     |    |     |    |     |    |
| <b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....                                                                      | %   |    | %   |    | %   |    | %   |    |
| <b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ..... | %   |    | %   |    | %   |    | %   |    |
| <b>6</b> Total of lines 4 and 5 .....                                                                                                                                                                                                               | %   |    | %   |    | %   |    | %   |    |
| <b>7</b> Does the bond issue meet the private security or payment test? .....                                                                                                                                                                       |     | X  |     | X  |     |    |     |    |
| <b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued? .....                                                             |     | X  |     | X  |     |    |     |    |
| <b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of .....                                                                                                                                              | %   |    | %   |    | %   |    | %   |    |
| <b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? .....                                                                                                                            |     |    |     |    |     |    |     |    |
| <b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? .....                           | X   |    | X   |    |     |    |     |    |

**Part IV Arbitrage**

|                                                                                                                             | A   |    | B   |    | C   |    | D   |    |
|-----------------------------------------------------------------------------------------------------------------------------|-----|----|-----|----|-----|----|-----|----|
|                                                                                                                             | Yes | No | Yes | No | Yes | No | Yes | No |
| <b>1</b> Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? ..... |     | X  |     | X  |     |    |     |    |
| <b>2</b> If "No" to line 1, did the following apply? .....                                                                  |     |    |     |    |     |    |     |    |
| <b>a</b> Rebate not due yet? .....                                                                                          |     | X  |     | X  |     |    |     |    |
| <b>b</b> Exception to rebate? .....                                                                                         |     | X  |     | X  |     |    |     |    |
| <b>c</b> No rebate due? .....                                                                                               | X   |    | X   |    |     |    |     |    |
| If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed .....                                 |     |    |     |    |     |    |     |    |
| <b>3</b> Is the bond issue a variable rate issue? .....                                                                     | X   |    | X   |    |     |    |     |    |

**Part IV Arbitrage** (continued)

|                                                                                                                                | A   |    | B           |    | C   |    | D   |    |
|--------------------------------------------------------------------------------------------------------------------------------|-----|----|-------------|----|-----|----|-----|----|
|                                                                                                                                | Yes | No | Yes         | No | Yes | No | Yes | No |
| <b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? ..... |     | X  | X           |    |     |    |     |    |
| <b>b</b> Name of provider .....                                                                                                |     |    | TRUIST BANK |    |     |    |     |    |
| <b>c</b> Term of hedge .....                                                                                                   |     |    | 12.0000000  |    |     |    |     |    |
| <b>d</b> Was the hedge superintegrated? .....                                                                                  |     |    |             | X  |     |    |     |    |
| <b>e</b> Was the hedge terminated? .....                                                                                       |     |    |             | X  |     |    |     |    |
| <b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)? .....                                        |     | X  |             | X  |     |    |     |    |
| <b>b</b> Name of provider .....                                                                                                |     |    |             |    |     |    |     |    |
| <b>c</b> Term of GIC .....                                                                                                     |     |    |             |    |     |    |     |    |
| <b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? .....                     |     |    |             |    |     |    |     |    |
| <b>6</b> Were any gross proceeds invested beyond an available temporary period? .....                                          |     | X  |             | X  |     |    |     |    |
| <b>7</b> Has the organization established written procedures to monitor the requirements of section 148? .....                 | X   |    | X           |    |     |    |     |    |

**Part V Procedures To Undertake Corrective Action**

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

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K. See instructions.

PART I, LINE A, COLUMN (C):

CUSIP #S 928104MG0, 928104MH8, 928104MJ4, 928104MK1, 928104ML9,  
 928104MM7, 928104MN5, 928104MP0, 928104MQ8, 928104MR6, 928104MS4,  
 928104MT2, 928104MU9, 928104MV7, 928104MW5, 928104MX3, 928104MY1,  
 928104MZ8, 928104NA2, 928104NB0, 928104NC8, 928104ND6.

PART II, LINE 3, COLUMN (A):

THE AMOUNT SHOWN REPRESENTS THE SHARE OF BOND PROCEEDS ALLOCABLE TO THE  
 ORGANIZATION FROM THE \$381,030,000 VIRGINIA SMALL BUSINESS FINANCING  
 AUTHORITY SERIES 2020A, THE PROCEEDS OF WHICH WERE ALLOCABLE TO THE  
 ORGANIZATION AND CERTAIN OF ITS AFFILIATES.

PART II, LINE 3, COLUMN (B):

THE AMOUNT SHOWN REPRESENTS THE SHARE OF BOND PROCEEDS ALLOCABLE TO THE  
 ORGANIZATION FROM THE \$118,800,000 VIRGINIA SMALL BUSINESS FINANCING  
 AUTHORITY SERIES 2020B, THE PROCEEDS OF WHICH WERE ALLOCABLE TO THE  
 ORGANIZATION AND CERTAIN OF ITS AFFILIATES. SERIES B WAS ISSUED AS A  
 DRAWDOWN BOND AND THE SERIES A & B ARE PART OF THE SAME ISSUE.

PART III, COLUMNS A &amp; B, LINE 1:

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K. See instructions. *(continued)*

THE ORGANIZATION IS A MEMBER OF A DISREGARDED ENTITY WHICH OWNS BOND FINANCED PROPERTY.

PART IV, COLUMN A, LINE 2C:  
REBATE REPORT OF JANUARY 22, 2026 FOR THE PERIOD THROUGH OCTOBER 15, 2025.

PART IV, COLUMN B, LINE 2C:  
REBATE REPORT OF APRIL 22, 2026 FOR THE PERIOD THROUGH OCTOBER 15, 2025.

PART III, COLUMNS A & B, LINES 4 & 6:  
THE PERCENTAGE IS LESS THAN 3%.

## SCHEDULE L

(Form 990)

(Rev. December 2024)

Department of the Treasury  
Internal Revenue Service

## Transactions With Interested Persons

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

Attach to Form 990 or Form 990-EZ.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

Open to Public  
Inspection

Name of the organization

BROOKSBY VILLAGE, INC.

Employer identification number

52-2126755

**Part I Excess Benefit Transactions** (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only)

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

| 1<br>(a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? |    |
|--------------------------------------|---------------------------------------------------------------|--------------------------------|----------------|----|
|                                      |                                                               |                                | Yes            | No |
| (1)                                  |                                                               |                                |                |    |
| (2)                                  |                                                               |                                |                |    |
| (3)                                  |                                                               |                                |                |    |
| (4)                                  |                                                               |                                |                |    |
| (5)                                  |                                                               |                                |                |    |
| (6)                                  |                                                               |                                |                |    |

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

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

**Part II Loans to and/or From Interested Persons**Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26; or if the organization  
reported an amount on Form 990, Part X, line 5, 6, or 22.

| (a) Name of<br>interested person | (b) Relationship<br>with organization | (c) Purpose<br>of loan | (d) Loan to or<br>from the<br>organization? |      | (e) Original<br>principal amount | (f) Balance due | (g) In<br>default? |    | (h) Approved<br>by board or<br>committee? |    | (i) Written<br>agreement? |    |
|----------------------------------|---------------------------------------|------------------------|---------------------------------------------|------|----------------------------------|-----------------|--------------------|----|-------------------------------------------|----|---------------------------|----|
|                                  |                                       |                        | To                                          | From |                                  |                 | Yes                | No | Yes                                       | No | Yes                       | No |
| (1)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (2)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (3)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (4)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (5)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (6)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (7)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (8)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (9)                              |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |
| (10)                             |                                       |                        |                                             |      |                                  |                 |                    |    |                                           |    |                           |    |

Total \$

**Part III Grants or Assistance Benefiting Interested Persons**

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

| (a) Name of interested person | (b) Relationship between<br>interested person and<br>the organization | (c) Amount of<br>assistance | (d) Type of<br>assistance | (e) Purpose of<br>assistance |
|-------------------------------|-----------------------------------------------------------------------|-----------------------------|---------------------------|------------------------------|
| (1)                           |                                                                       |                             |                           |                              |
| (2)                           |                                                                       |                             |                           |                              |
| (3)                           |                                                                       |                             |                           |                              |
| (4)                           |                                                                       |                             |                           |                              |
| (5)                           |                                                                       |                             |                           |                              |
| (6)                           |                                                                       |                             |                           |                              |
| (7)                           |                                                                       |                             |                           |                              |
| (8)                           |                                                                       |                             |                           |                              |
| (9)                           |                                                                       |                             |                           |                              |
| (10)                          |                                                                       |                             |                           |                              |

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

Schedule L (Form 990) (Rev. 12-2024)



SCHEDULE O  
(Form 990)

(Rev. December 2024)

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 Form 990-EZ.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

Open to Public  
Inspection

|                          |                                |
|--------------------------|--------------------------------|
| Name of the organization | Employer identification number |
| BROOKSBY VILLAGE, INC.   | 52-2126755                     |

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:  
MISSION STATEMENT - HOME IS BELONGING, PEACE OF MIND, LOVE AND  
ACCEPTANCE. WELCOME HOME!

VISION STATEMENT - BROOKSBY VILLAGE, INC. CELEBRATES AGING! GROUNDED IN  
INCLUSION, INNOVATION AND ADVOCACY, WE CREATE UNPARALLELED VALUE AND  
OPPORTUNITIES FOR EVERY LIFE WE TOUCH. AS PART OF THE NATIONAL SENIOR  
COMMUNITIES ENTERPRISE, WE LEVERAGE OUR STRONG FINANCIAL FOUNDATION AND  
GOVERNANCE FOR THE BENEFIT OF SENIORS AND THOSE WHO SUPPORT THEM.

FORM 990, PART VI, SECTION A, LINE 1A:  
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.

UNDER THE BYLAWS OF THE ORGANIZATION, THE BOARD HAS DELEGATED AUTHORITY TO  
AN EXECUTIVE COMMITTEE COMPRISED OF THE ORGANIZATION'S CHAIR, VICE CHAIRS,  
PRESIDENT, SECRETARY AND TREASURER. THE EXECUTIVE COMMITTEE HAS AND MAY  
EXERCISE ALL OF THE POWERS AND AUTHORITY OF THE BOARD IN THE MANAGEMENT OF  
THE BUSINESS AND AFFAIRS OF THE ORGANIZATION EXCEPT FOR THOSE ACTIONS  
RESERVED SOLELY TO THE MEMBER OR THE DIRECTORS UNDER THE GENERAL LAWS OF  
THE STATE OF MARYLAND.

FORM 990, PART VI, SECTION A, LINE 1B:  
ENTER THE NUMBER OF VOTING MEMBERS INCLUDED ON LINE 1A, ABOVE, WHO ARE  
INDEPENDENT.

THE BOARD MEMBERS THAT ARE DEEMED NOT INDEPENDENT ON THE FORM 990 ARE THOSE  
INDIVIDUALS WHO RECEIVE COMPENSATION AS AN OFFICER OR OTHER EMPLOYEE FROM A  
RELATED ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 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?

AS REPORTED ON SCHEDULE O OF THE ORGANIZATION'S 2023 AND 2024 FORMS 990,  
THE ORGANIZATION IS A PARTY TO AN AMENDED AND RESTATED MANAGEMENT AND  
MARKETING AGREEMENT (MMA) WITH ERICKSON SENIOR LIVING, LLC ("ESL"), A  
MARYLAND LIMITED LIABILITY COMPANY THAT MANAGES LARGE-SCALE CONTINUING CARE  
RETIREMENT COMMUNITIES. THE MMA ORIGINALLY BECAME EFFECTIVE JANUARY 1,  
2023. ON APRIL 30, 2024, THE PARTIES ENTERED INTO AMENDMENTS RELATING TO  
ONE PROVISION IN THE MMA AND THE ADDITION OF A COMPLETED EXHIBIT.

TAX-EXEMPT BONDS HAVE BEEN ISSUED FOR THE BENEFIT OF THE ORGANIZATION, AND  
THE MANAGEMENT AGREEMENT COMPLIES WITH REV. PROC. 2017-13.

THE ORGANIZATION ENTERED INTO A DEVELOPMENT SERVICES AGREEMENT DATED AS OF  
DECEMBER 16, 2021 WITH ERICKSON LIVING DEVELOPMENT, LLC, AN AFFILIATE OF  
ESL, TO REPOSITION KINGSBURY COURT.

THE FOLLOWING OFFICERS ARE LISTED IN PART VII, AS NON-COMPENSATED OFFICERS

|                                                    |                                              |
|----------------------------------------------------|----------------------------------------------|
| Name of the organization<br>BROOKSBY VILLAGE, INC. | Employer identification number<br>52-2126755 |
|----------------------------------------------------|----------------------------------------------|

OF THE FILING ORGANIZATION, JOHN HALL, PAMELA STINER, NEAL GANTERT, AND MARK EMBLEY. THEIR DUTIES ARE CONSIDERED PERFORMED PRO BONO. TRACIE BETTANO, EXECUTIVE DIRECTOR AND TIMOTHY CURTIS, DIRECTOR, FINANCE ARE LEASED EMPLOYEES FROM THE MANAGEMENT COMPANY. THE FILING ORGANIZATION REIMBURSES THE MANAGEMENT COMPANY FOR THEIR COMPENSATION WHICH IS REPORTED ON FORM 990, PART VII, SECTION A.

FORM 990, PART VI, SECTION A, LINE 6:  
 DID THE ORGANIZATION HAVE MEMBERS OR STOCKHOLDERS?

BROOKSBY VILLAGE INC.'S SOLE MEMBER IS NATIONAL SENIOR COMMUNITIES, INC. ("NSC"). NSC IS A MARYLAND NON-STOCK CORPORATION. NSC IS A "SUPPORTING ORGANIZATION" WITH RESPECT TO BROOKSBY VILLAGE, AS WELL AS CERTAIN OTHER ORGANIZATIONS SPECIFIED IN ITS GOVERNING DOCUMENTS. AS REQUIRED BY THE REGULATIONS RELATING TO "SUPPORTING ORGANIZATIONS," CERTAIN MEMBERS OF THE BOARD OF DIRECTORS OF NSC WILL ALSO BE MEMBERS OF THE BOARD OF DIRECTORS OF THE ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 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?

THE BOARD OF DIRECTORS MAY NOMINATE A SLATE OF CANDIDATES FOR CONSIDERATION BY THE MEMBER, BUT THE MEMBER HAS SOLE DISCRETION TO ELECT DIRECTORS WHETHER OR NOT NOMINATED BY THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 7B:  
 ARE ANY GOVERNANCE DECISIONS OF THE ORGANIZATION RESERVED TO (OR SUBJECT TO APPROVAL BY) MEMBERS, STOCKHOLDERS, OR PERSONS OTHER THAN THE GOVERNING BODY?

CERTAIN EXTRAORDINARY ACTIONS OF THE CORPORATION REQUIRE THE APPROVAL OF THE MEMBER UNDER APPLICABLE STATE LAW. UNDER THE ORGANIZATION'S BYLAWS, CERTAIN GOVERNANCE DECISIONS ARE MADE BY THE BOARD WITH THE CONSENT OF THE MEMBER AS SHARED POWERS AND CERTAIN GOVERNANCE DECISIONS ARE RESERVED TO THE MEMBER. SHARED POWERS INCLUDE AMENDMENTS TO ANY OF THE COMMUNITY DOCUMENTS (EXCEPT WHERE IT INVOLVES A RESERVED POWER), APPROVAL OF ALL CONTRACTS WITH OR PAYMENTS TO THE MEMBER OR OTHER RELATED ENTITIES (OTHER THAN GOVERNANCE COSTS OF THE MEMBER), AUTHORIZING THE FILING OF ANY BANKRUPTCY, CHANGES TO SHARED POWERS, A SIGNIFICANT EXPANSION OR NEW LINE OF BUSINESS JUST INVOLVING THE ORGANIZATION, AND SELECTION OF THE MANAGEMENT COMPANY. RESERVED POWERS OF THE MEMBER INCLUDE: APPROVAL OF POLICIES AFFECTING MORE THAN ONE COMMUNITY; SPONSORSHIP OF A NEW COMMUNITY; PAYMENT OF REASONABLE AMOUNTS TO COVER THE MEMBER'S OPERATING COSTS; THE EXECUTION OF JOINT PURCHASE CONTRACTS OR SIMILAR AGREEMENTS ALONG WITH AFFILIATE(S); THE DISPOSITION OR PLEDGE OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS (OTHER THAN A PLEDGE IN CONNECTION WITH AN ASSET OR FINANCING TRANSACTION); COMPENSATION OF OFFICERS, DIRECTORS AND ADVISORY COMMITTEE MEMBERS; AND APPROVAL OF CONTRACTS, AMENDMENTS, ETC. AFFECTING THE ORGANIZATION AND ONE OR MORE RELATED ENTITIES OR THE RESIDENTS OF THEIR COMMUNITIES.

FORM 990, PART VI, SECTION B, LINE 11B:  
 HAS THE ORGANIZATION PROVIDED A COMPLETE COPY OF THIS FORM 990 TO ALL MEMBERS OF ITS GOVERNING BODY BEFORE FILING THE FORM?

|                          |                                |
|--------------------------|--------------------------------|
| Name of the organization | Employer identification number |
| BROOKSBY VILLAGE, INC.   | 52-2126755                     |

THE CHAIR OF THE AUDIT, INVESTMENT, AND TREASURY COMMITTEE APPOINTS THE REVIEWER OF THE FORM 990. ONCE THAT REVIEW IS COMPLETE, THE FULL BOARD IS GIVEN THE OPPORTUNITY TO REVIEW THE FINAL VERSION OF FORM 990 BEFORE IT IS FILED AND ASK QUESTIONS OF THE REVIEWER REGARDING THE FORM.

FORM 990, PART VI, SECTION B, LINE 12C:

DID THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITOR AND ENFORCE COMPLIANCE WITH THE POLICY?

ALL DIRECTORS, OFFICERS, KEY EMPLOYEES, EMPLOYEES AND VOLUNTEERS IN A POSITION TO EXERCISE SUBSTANTIAL INFLUENCE OVER BROOKSBY VILLAGE, INC.'S AFFAIRS, COMMITTEE MEMBERS, PROSPECTIVE DIRECTORS, AND SENIOR STAFF PROVIDING SERVICES TO THE ORGANIZATION UNDER A MANAGEMENT AGREEMENT COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY AND AS POTENTIAL CONFLICTS ARISE DURING THE YEAR. THE DIRECTOR CONFLICT OF INTEREST STATEMENTS ARE REVIEWED BY THE BOARD CHAIR. IF THE CONFLICT INVOLVES A COVERED EMPLOYEE, THE CHAIR DETERMINES WHETHER A CONFLICT EXISTS AND, IF SO, HOW IT IS TO BE HANDLED, OR THE CHAIR MAY REFER THE MATTER TO THE BOARD OF DIRECTORS FOR CONSIDERATION. FOR ALL OTHER CONFLICTS, THE BOARD OF DIRECTORS OR A COMMITTEE OF DISINTERESTED DIRECTORS WILL DETERMINE WHETHER A CONFLICT ACTUALLY EXISTS. A COVERED PERSON MAY NOT PARTICIPATE IN ANY DISCUSSION OR DEBATE BY THE BOARD BUT MAY ANSWER QUESTIONS OR PROVIDE CLARIFYING INFORMATION UNLESS ANY BOARD MEMBER OBJECTS.

FORM 990, PART VI, SECTION B, LINE 15:

DID THE PROCESS FOR DETERMINING COMPENSATION OF THE ORGANIZATION'S CEO, EXECUTIVE DIRECTOR, OR TOP MANAGEMENT OFFICIAL, OR OTHER OFFICERS OR KEY EMPLOYEES, INCLUDE A REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS SUBSTANTIATION OF THE DELIBERATION AND DECISION?

THE BOARD HAS APPROVED A DIRECTORS' COMPENSATION POLICY WHICH ESTABLISHES THE PROCESS BY WHICH ALL DIRECTOR COMPENSATION IS DETERMINED. AN INDEPENDENT COMPENSATION CONSULTANT IS PERIODICALLY RETAINED TO PERFORM AN ANALYSIS OF ANN'S CHOICE, INC.'S COMPENSATION USING COMPARABLES OF BOTH FOR-PROFIT AND NON-PROFIT PEERS. A COMMITTEE OF THE NSC BOARD REVIEWS THE CONSULTANT'S REPORT AND MAKES A RECOMMENDATION TO THE ORGANIZATION AS TO APPROPRIATE COMPENSATION OF DIRECTORS. THE COMMITTEE OF THE NSC BOARD HAS ACCESS TO THE CONSULTANT'S REPORT AND AN OPPORTUNITY TO QUESTION THE CONSULTANT ABOUT THE PROCESS, METRICS, AND COMPARABLES THAT WERE USED IN DETERMINING THE RECOMMENDED COMPENSATION. THE BOARD THEN VOTES ON THE COMPENSATION RECOMMENDATIONS AND A CONTEMPORANEOUS RECORD IS MADE OF THE MEETING AND THE VOTE. A NEW COMPENSATION STUDY WAS UNDERTAKEN IN THE FALL OF 2024 WHICH DID NOT RECOMMEND ANY CHANGES TO THE CURRENT STRUCTURE IN 2024. COMPENSATION IS APPROACHED ON AN OVERALL BASIS AND THE TOTAL VALUE OF ALL FORMS OF COMPENSATION IS ESTABLISHED AND MONITORED. THERE IS A COMPREHENSIVE COMPENSATION REVIEW PERFORMED ANNUALLY BY MANAGEMENT FOR THE COMMUNITY BOARD. COMPENSATION OF KEY EMPLOYEES IS REVIEWED, DOCUMENTED, AND APPROVED BY THE BOARD DURING THE BUDGET APPROVAL PROCESS. OFFICERS ARE NOT COMPENSATED AS OFFICERS OF THE ORGANIZATION. COMPENSATION FOR INDIVIDUALS REPORTED ON FORM 990 WHO ARE EMPLOYEES OF RELATED ORGANIZATIONS OR INDEPENDENT CONTRACTORS IS DETERMINED THROUGH THE COMPENSATION PROCESSES OF THEIR EMPLOYER.

FORM 990, PART VI, SECTION C, LINE 19:

DESCRIBE WHETHER (AND IF SO, HOW) THE ORGANIZATION MADE ITS GOVERNING

|                                                    |                                              |
|----------------------------------------------------|----------------------------------------------|
| Name of the organization<br>BROOKSBY VILLAGE, INC. | Employer identification number<br>52-2126755 |
|----------------------------------------------------|----------------------------------------------|

DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC DURING THE TAX YEAR.

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND THE FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST FROM THE EXECUTIVE DIRECTOR'S OFFICE, FOR THE DISCLOSURE PERIOD SPECIFIED UNDER SECTION 6104(D).

FORM 990, PART VII, SECTION A:  
REPORTABLE COMPENSATION FROM THE ORGANIZATION AND FROM RELATED ORGANIZATIONS.

THE COMPENSATION INCLUDED IN COLUMNS D AND E FOR THE BOARD DIRECTORS IS FOR SERVICES PERFORMED FOR THE FILING ORGANIZATION AND ALL RELATED ORGANIZATIONS INCLUDED ON SCHEDULE R, PART II.

THE COMPENSATION FOR THE ASSISTANT SECRETARY AND ONE OF THE ASSISTANT TREASURERS INCLUDED IN COLUMNS D AND E IS FOR SERVICES PERFORMED FOR NATIONAL SENIOR COMMUNITIES, INC, A RELATED ORGANIZATION. NATIONAL SENIOR COMMUNITIES SUPPORTS EIGHTEEN COMMUNITIES.

FORM 990, PART VII, SECTION B:  
INDEPENDENT CONTRACTORS COMPENSATION.

THE AMOUNT INCLUDED IN COLUMN (C) FOR ERICKSON SENIOR LIVING IS FOR PAYMENTS MADE FOR MANAGEMENT SERVICES AND THE DIRECT AND SHARED COSTS ALLOCATED TO THE COMMUNITY. DIRECT AND SHARED COSTS INCLUDE SALARIES AND BENEFITS FOR MANAGEMENT PERSONNEL, AND THE USE OF SERVICES SUCH AS FINANCE, LEGAL, HUMAN RESOURCES, INFORMATION SERVICES, AND OPERATIONS.

FORM 990, PART IX, LINE 11G, OTHER FEES:

CONTRACT PROFESSIONAL SERVICES:

|                                                        |             |
|--------------------------------------------------------|-------------|
| PROGRAM SERVICE EXPENSES                               | 5,398,211.  |
| MANAGEMENT AND GENERAL EXPENSES                        | 6,188,469.  |
| FUNDRAISING EXPENSES                                   | 0.          |
| TOTAL EXPENSES                                         | 11,586,680. |
| TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A | 11,586,680. |

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

|                                                          |             |
|----------------------------------------------------------|-------------|
| UNREALIZED GAIN ON SWAPS                                 | -1,248,861. |
| CHANGE IN BENEFICIAL INTEREST IN BUSINESS TRUST I        | 35,576,963. |
| CHANGE IN RESTRICTED NET INVESTMENT RETURN               | 94,781.     |
| CHANGE IN BENEFICIAL INTEREST IN STATUTORY TIER IV TRUST | 1,717,409.  |
| TOTAL TO FORM 990, PART XI, LINE 9                       | 36,140,292. |

**SCHEDULE R  
(Form 990)**

(Rev. January 2025)

Department of the Treasury  
Internal Revenue Service**Related Organizations and Unrelated Partnerships**  
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
Attach to Form 990.Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**Open to Public  
Inspection**

Name of the organization

BROOKSBY VILLAGE, INC.

Employer identification number

52-2126755

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

| (a)<br>Name, address, and EIN (if applicable)<br>of disregarded entity              | (b)<br>Primary activity     | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling<br>entity |
|-------------------------------------------------------------------------------------|-----------------------------|-----------------------------------------------------|---------------------|---------------------------|-------------------------------------|
| PEABODY CAMPUS, LLC - 52-2095425<br>100 BROOKSBY VILLAGE DRIVE<br>PEABODY, MA 01960 | OWNER OF LAND AND BUILDINGS | MARYLAND                                            | 0.                  | 259,482,107.              | BROOKSBY VILLAGE, INC.              |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |
|                                                                                     |                             |                                                     |                     |                           |                                     |

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

| (a)<br>Name, address, and EIN<br>of related organization                                         | (b)<br>Primary activity                 | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status (if section<br>501(c)(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512(b)(13)<br>controlled<br>entity? |    |
|--------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------|-------------------------------|-----------------------------------------------------------|-------------------------------------|----------------------------------------------------|----|
|                                                                                                  |                                         |                                                     |                               |                                                           |                                     | Yes                                                | No |
| ANN'S CHOICE, INC - 52-2324152<br>10000 ANN'S CHOICE WAY<br>WARMINSTER, PA 18974                 | CONTINUING CARE RETIREMENT<br>COMMUNITY | PENNSYLVANIA                                        | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                    | X  |
| ASHBY PONDS, INC - 20-5609803<br>21170 ASHBY PONDS BLVD.<br>ASHBURN, VA 20147                    | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                    | X  |
| AVERY POINT, INC - 92-2254866<br>1000 AVERY POINT WAY<br>RICHMOND, VA 23233                      | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                    | X  |
| CEDAR CREST VILLAGE, INC - 52-2184915<br>1 CEDAR CREST VILLAGE DRIVE<br>POMPTON PLAINS, NJ 07444 | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                    | X  |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) (Rev. 1-2025)

**Part II** Continuation of Identification of Related Tax-Exempt Organizations

| (a)<br>Name, address, and EIN<br>of related organization                                                          | (b)<br>Primary activity                 | (c)<br>Legal domicile (state or<br>foreign country) | (d)<br>Exempt Code<br>section | (e)<br>Public charity<br>status (if section<br>501(c)(3)) | (f)<br>Direct controlling<br>entity | (g)<br>Section 512(b)(13)<br>controlled<br>organization? |    |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------|-------------------------------|-----------------------------------------------------------|-------------------------------------|----------------------------------------------------------|----|
|                                                                                                                   |                                         |                                                     |                               |                                                           |                                     | Yes                                                      | No |
| EAGLE'S TRACE, INC - 03-0498683<br>14703 EAGLE VISTA DRIVE<br>HOUSTON, TX 77077                                   | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| FOX RUN VILLAGE, INC - 52-2291271<br>41000 13 MILE ROAD<br>NOVI, MI 48377                                         | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| GREENSPRING VILLAGE, INC. - 52-2095427<br>7440 SPRING VILLAGE DRIVE<br>SPRINGFIELD, VA 22150                      | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| HIGHLAND SPRINGS, INC - 51-0536892<br>8000 FRANKFORD ROAD<br>DALLAS, TX 75252                                     | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| LANTERN HILL, INC. - 37-1742780<br>535 MOUNTAIN AVENUE<br>NEW PROVIDENCE, NJ 07974                                | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| LINDEN PONDS, INC - 14-1849849<br>300 LINDEN PONDS WAY<br>HINGHAM, MA 02043                                       | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| MARIS GROVE, INC - 55-0878964<br>100 MARIS GROVE WAY<br>GLEN MILLS, PA 19342                                      | CONTINUING CARE RETIREMENT<br>COMMUNITY | PENNSYLVANIA                                        | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| NATIONAL SENIOR COMMUNITIES, INC -<br>20-4356247, 816 CONNECTICUT AVE NW, SUITE<br>700, WASHINGTON, DC 20006-2745 | SUPPORTING ORGANIZATION                 | MARYLAND                                            | 501(C)(3)                     | LINE 12C,<br>III-FI                                       | N/A                                 |                                                          | X  |
| OAK CREST VILLAGE, INC - 52-1874053<br>8800 WALTHER BOULEVARD<br>PARKVILLE, MD 21234                              | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| RIDERWOOD VILLAGE, INC - 52-2126753<br>3110 GRACEFIELD ROAD<br>SILVER SPRING, MD 20904                            | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| SEABROOK VILLAGE, INC - 52-2126751<br>3000 ESSEX ROAD<br>TINTON FALLS, NJ 07753                                   | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |
| TALLGRASS CREEK, INC - 87-0765641<br>13800 METCALF AVENUE<br>OVERLAND PARK, KS 66223                              | CONTINUING CARE RETIREMENT<br>COMMUNITY | MARYLAND                                            | 501(C)(3)                     | LINE 10                                                   | NATIONAL SENIOR<br>COMMUNITIES, INC |                                                          | X  |

|                |                                                                           |
|----------------|---------------------------------------------------------------------------|
| <b>Part II</b> | <b>Continuation of Identification of Related Tax-Exempt Organizations</b> |
|----------------|---------------------------------------------------------------------------|

[illegible]

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

| (a)<br>Name, address, and EIN<br>of related organization                                                        | (b)<br>Primary activity      | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity       | (e)<br>Predominant income<br>(related, unrelated,<br>excluded from tax under<br>sections 512-514) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V-UBI<br>amount in box<br>20 of Schedule<br>K-1 (Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|-----------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------|------------------------------------------|-----------------------------------------|----|-------------------------------------------------------------------------|-------------------------------------------|----|--------------------------------|
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          | Yes                                     | No |                                                                         | Yes                                       | No |                                |
| NATIONAL CCRC BUSINESS TRUST<br>I - 26-6455718, 816<br>CONNECTICUT AVE, NW, SUITE<br>700, WASHINGTON, DC        | CHARITABLE<br>BUSINESS TRUST | MD                                                           | NATIONAL<br>SENIOR<br>COMMUNITIES,<br>INC | EXCLUDED                                                                                          | 14,813,661.                     | 235,534,691.                             |                                         | X  | N/A                                                                     |                                           | X  | 14.56%                         |
| NATIONAL CCRC STATUTORY TIER<br>IV TRUST - 85-3943847, 816<br>CONNECTICUT AVE, NW, SUITE<br>700, WASHINGTON, DC | CHARITABLE<br>BUSINESS TRUST | MD                                                           | NATIONAL<br>SENIOR<br>COMMUNITIES,<br>INC | EXCLUDED                                                                                          | 361,711.                        | 12,827,646.                              |                                         | X  | N/A                                                                     |                                           | X  | 17.50%                         |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |
|                                                                                                                 |                              |                                                              |                                           |                                                                                                   |                                 |                                          |                                         |    |                                                                         |                                           |    |                                |

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

| (a)<br>Name, address, and EIN<br>of related organization                                                                | (b)<br>Primary activity                    | (c)<br>Legal domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section<br>512(b)(13)<br>controlled<br>entity? |    |
|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------------|-------------------------------------|--------------------------------------------------------|---------------------------------|------------------------------------------|--------------------------------|-------------------------------------------------------|----|
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                | Yes                                                   | No |
| THE TALON BAR COMPANY - 56-2520131<br>701 MAIDEN CHOICE LANE<br>BALTIMORE, MD 21228                                     | LIQUOR LICENSE HOLDER<br>FOR EAGLE'S TRACE | TX                                                        | N/A                                 | C CORP                                                 | N/A                             | N/A                                      | N/A                            |                                                       | X  |
| MATTHEWS NSC RETIREMENT COMMUNITY, INC -<br>92-2269292, 816 CONNECTICUT AVE NW, SUITE<br>700, WASHINGTON, DC 20006-2745 | CONTINUING CARE<br>RETIREMENT COMMUNITY    | MD                                                        | N/A                                 | C CORP                                                 | N/A                             | N/A                                      | N/A                            |                                                       | X  |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |
|                                                                                                                         |                                            |                                                           |                                     |                                                        |                                 |                                          |                                |                                                       |    |

**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.

|                                                                                                                                                                                       | Yes       | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|
| <b>1</b> 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?                          |           |    |
| <b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity .....                                            | <b>1a</b> | X  |
| <b>b</b> Gift, grant, or capital contribution to related organization(s) .....                                                                                                        | <b>1b</b> | X  |
| <b>c</b> Gift, grant, or capital contribution from related organization(s) .....                                                                                                      | <b>1c</b> | X  |
| <b>d</b> Loans or loan guarantees to or for related organization(s) .....                                                                                                             | <b>1d</b> | X  |
| <b>e</b> Loans or loan guarantees by related organization(s) .....                                                                                                                    | <b>1e</b> | X  |
| <b>f</b> Dividends from related organization(s) .....                                                                                                                                 | <b>1f</b> | X  |
| <b>g</b> Sale of assets to related organization(s) .....                                                                                                                              | <b>1g</b> | X  |
| <b>h</b> Purchase of assets from related organization(s) .....                                                                                                                        | <b>1h</b> | X  |
| <b>i</b> Exchange of assets with related organization(s) .....                                                                                                                        | <b>1i</b> | X  |
| <b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....                                                                                             | <b>1j</b> | X  |
| <b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....                                                                                           | <b>1k</b> | X  |
| <b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....                                                                         | <b>1l</b> | X  |
| <b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....                                                                          | <b>1m</b> | X  |
| <b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....                                                                          | <b>1n</b> | X  |
| <b>o</b> Sharing of paid employees with related organization(s) .....                                                                                                                 | <b>1o</b> | X  |
| <b>p</b> Reimbursement paid to related organization(s) for expenses .....                                                                                                             | <b>1p</b> | X  |
| <b>q</b> Reimbursement paid by related organization(s) for expenses .....                                                                                                             | <b>1q</b> | X  |
| <b>r</b> Other transfer of cash or property to related organization(s) .....                                                                                                          | <b>1r</b> | X  |
| <b>s</b> Other transfer of cash or property from related organization(s) .....                                                                                                        | <b>1s</b> | X  |
| <b>2</b> If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds. |           |    |

| (a)<br>Name of related organization | (b)<br>Transaction<br>type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-------------------------------------|----------------------------------|------------------------|----------------------------------------------|
| (1)                                 |                                  |                        |                                              |
| (2)                                 |                                  |                        |                                              |
| (3)                                 |                                  |                        |                                              |
| (4)                                 |                                  |                        |                                              |
| (5)                                 |                                  |                        |                                              |
| (6)                                 |                                  |                        |                                              |

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

[illegible]

**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

## PART III, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIP:

## NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:

NATIONAL CCRC BUSINESS TRUST I

EIN: 26-6455718

816 CONNECTICUT AVE, NW, SUITE 700

WASHINGTON, DC 20006-2745

DIRECT CONTROLLING ENTITY: NATIONAL SENIOR COMMUNITIES, INC

## NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:

NATIONAL CCRC STATUTORY TIER IV TRUST

EIN: 85-3943847

816 CONNECTICUT AVE, NW, SUITE 700

WASHINGTON, DC 20006-2745

DIRECT CONTROLLING ENTITY: NATIONAL SENIOR COMMUNITIES, INC