

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2010 calendar year, or tax year beginning _____ **and ending** _____

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ASBURY FOUNDATION, INC		D Employer identification number 52-1862674
	Doing Business As		
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 20030 CENTURY BLVD. 300		E Telephone number 301-250-4050
	City or town, state or country, and ZIP + 4 GERMANTOWN, MD 20874		
	F Name and address of principal officer: DOUGLAS C. MYERS SAME AS C ABOVE		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			G Gross receipts \$ 10,273,429.
J Website: WWW.THEASBURYFOUNDATION.ORG			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
L Year of formation: 1994			H(c) Group exemption number ▶
M State of legal domicile: MD			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O FOR ORGANIZATION'S MISSION STATEMENT.</u>
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 14
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 9
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a) 5 10
	6 Total number of volunteers (estimate if necessary) 6 13
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.
b Net unrelated business taxable income from Form 990-T, line 34 7b 0.	
Revenue	8 Contributions and grants (Part VIII, line 1h) Prior Year 4,053,931. Current Year 3,631,818.
	9 Program service revenue (Part VIII, line 2g) 0. 0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) -1,099,533. 824,137.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) -23,770. -30,385.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 2,930,628. 4,425,570.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0.
	14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 894,858. 899,525.
	16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,250,508.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 751,626. 1,350,983.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 1,646,484. 2,250,508.	
19 Revenue less expenses. Subtract line 18 from line 12 1,284,144. 2,175,062.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16) Beginning of Current Year 19,719,895. End of Year 20,971,626.
	21 Total liabilities (Part X, line 26) 4,824,757. 5,222,756.
	22 Net assets or fund balances. Subtract line 21 from line 20 14,895,138. 15,748,870.

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	KIM EHRENFRIED, ASSISTANT TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name BERNADETTE O'TOOLE, CPA	Preparer's signature <i>Bernadette O'Toole</i>	Date 11/11/11	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name LARSONALLEN LLP	Firm's EIN	Phone no. 215-643-3900		
	Firm's address 18 SENTRY PARK WEST, SUITE 300 BLUE BELL, PA 19422-2240				

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 to any question in this Part III []

1 Briefly describe the organization's mission: TO SECURE CHARITABLE SUPPORT TO ENHANCE THE QUALITY OF LIFE FOR SENIORS SERVED BY THE AFFILIATES OF ASBURY COMMUNITIES.

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 [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 \$ including grants of \$) (Revenue \$) ASBURY FOUNDATION IS A SUPPORTING ORGANIZATION OF ASBURY ATLANTIC, INC., ASBURY SOLOMONS, INC. AND INVERNESS VILLAGE, INC. TO PROMOTE CHARITABLE GIVING AND HELP FUND CHARITABLE PROGRAMS.

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

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

4d Other program services. (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	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>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where 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>		X
7	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>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
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>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	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>	X	
19	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>		X
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		
20b			

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	X
a 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> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance requirements.

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 in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a		14
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b		9
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a		X
b		
10b		
11a	X	
b		
12a	X	
b	X	
12b	X	
c	X	
12c	X	
13	X	
14	X	
15		
a	X	
15a	X	
b	X	
15b	X	
16a		X
b		
16b		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **NONE**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MICHAEL CONNELL, CFO - 301-250-2028**
20030 CENTURY BLVD, GERMANTOWN, MD 20874

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

Check if Schedule O contains a response to any question in this Part VII

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
LOUIS F. GRAMMES DIRECTOR	1.00	X					0.	0.	0.	
NICHOLAS J. SERENYI CHAIR	1.00	X		X			0.	0.	0.	
STEVEN B. JACKSON DIRECTOR	1.00	X					0.	0.	0.	
J. LAURENCE KENT DIRECTOR	1.00	X					0.	0.	0.	
TOM E. LEWIS DIRECTOR	1.00	X					0.	0.	0.	
PHYLLIS V. SCHWEIZER DIRECTOR	1.00	X					0.	0.	0.	
JOHN SCHULZE VICE CHAIR	1.00	X		X			0.	0.	0.	
TITA HERSHNER EBERLY DIRECTOR	1.00	X					0.	0.	0.	
MARY ELLEN ELWELL DIRECTOR	1.00	X					0.	0.	0.	
KATHRYN B. GORRELL DIRECTOR	1.00	X					0.	0.	0.	
JUDY BANKSON DIRECTOR	1.00	X					0.	0.	0.	
REV. JOAN SMITH DIRECTOR	1.00	X					0.	0.	0.	
DENNIS YOCUM DIRECTOR	1.00	X					0.	0.	0.	
DOUGLAS C. MYERS PRESIDENT	50.00	X		X			203,201.	0.	11,641.	
ANDREW JOSEPH ASSISTANT SECRETARY	1.00			X			0.	187,352.	13,008.	
MICHAEL CONNELL TREASURER	1.00			X			0.	274,308.	15,246.	
DOUGLAS LEIDIG ASSISTANT TREASURER	1.00			X			0.	339,009.	12,746.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
PEGGY CRESPI KAPLAN SECRETARY	1.00			X				0.	280,330.	13,672.
KIM EHRENFRIED ASSISTANT TREASURER	1.00			X				0.	153,551.	10,728.
1b Sub-total								203,201.	1,234,550.	77,041.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								203,201.	1,234,550.	77,041.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
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	X	
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		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. **NONE**

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	100,216.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3531602.				
	g	Noncash contributions included in lines 1a-1f: \$		128,926.				
	h	Total. Add lines 1a-1f		3631818.				
Program Service Revenue				Business Code				
	2 a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
g	Total. Add lines 2a-2f							
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		132,386.			132,386.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
		b	Less: rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less: cost or other basis and sales expenses					
		c	Gain or (loss)					
	d	Net gain or (loss)			691,751.		691,751.	
	8 a	Gross income from fundraising events (not including \$ 100,216. of contributions reported on line 1c). See Part IV, line 18	a		14,729.			
		b	Less: direct expenses	b	45,114.			
		c	Net income or (loss) from fundraising events			-30,385.		-30,385.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
b		Less: direct expenses	b					
c		Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances	a						
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code					
11 a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See instructions.			4425570.	0.	0.	793,752.	

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) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	214,842.			214,842.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	569,146.			569,146.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	15,783.			15,783.
9 Other employee benefits	49,906.			49,906.
10 Payroll taxes	49,848.			49,848.
11 Fees for services (non-employees):				
a Management	79,570.			79,570.
b Legal	675.			675.
c Accounting	2,835.			2,835.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	43,710.			43,710.
12 Advertising and promotion	2,452.			2,452.
13 Office expenses	77,129.			77,129.
14 Information technology	60,871.			60,871.
15 Royalties				
16 Occupancy	1,168.			1,168.
17 Travel	22,894.			22,894.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,133.			1,133.
23 Insurance	4,121.			4,121.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a TRANSFERS TO (FROM) AFO	712,360.			712,360.
b TEMPORARY RESTRICTION E	310,539.			310,539.
c EDUCATION AND TRAINING	3,883.			3,883.
d DUES AND SUBSCRIPTIONS	2,865.			2,865.
e				
f All other expenses	24,778.			24,778.
25 Total functional expenses. Add lines 1 through 24f	2,250,508.	0.	0.	2,250,508.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing		1
	2 Savings and temporary cash investments		2
	3 Pledges and grants receivable, net	182,585.	3 124,996.
	4 Accounts receivable, net		4
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6
	7 Notes and loans receivable, net		7
	8 Inventories for sale or use		8
	9 Prepaid expenses and deferred charges	31.	9 11,705.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 56,434.	
	b Less: accumulated depreciation	10b 23,345.	10c 33,089.
	11 Investments - publicly traded securities	9,442,401.	11 10,362,342.
	12 Investments - other securities. See Part IV, line 11		12
	13 Investments - program-related. See Part IV, line 11		13
	14 Intangible assets		14
	15 Other assets. See Part IV, line 11	10,077,994.	15 10,439,494.
16 Total assets. Add lines 1 through 15 (must equal line 34)	19,719,895.	16 20,971,626.	
Liabilities	17 Accounts payable and accrued expenses	3,722.	17 5,347.
	18 Grants payable		18
	19 Deferred revenue	4,821,035.	19 5,217,409.
	20 Tax-exempt bond liabilities		20
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22
	23 Secured mortgages and notes payable to unrelated third parties		23
	24 Unsecured notes and loans payable to unrelated third parties		24
	25 Other liabilities. Complete Part X of Schedule D		25
	26 Total liabilities. Add lines 17 through 25	4,824,757.	26 5,222,756.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	150,000.	27 150,000.
	28 Temporarily restricted net assets	1,537,613.	28 799,149.
	29 Permanently restricted net assets	13,207,525.	29 14,799,721.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		30
	31 Paid-in or capital surplus, or land, building, or equipment fund		31
	32 Retained earnings, endowment, accumulated income, or other funds		32
33 Total net assets or fund balances	14,895,138.	33 15,748,870.	
34 Total liabilities and net assets/fund balances	19,719,895.	34 20,971,626.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,425,570.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,250,508.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,175,062.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,895,138.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,321,330.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	15,748,870.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2010

Open to Public Inspection

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. ▶ See separate instructions.

Name of the organization ASBURY FOUNDATION, INC	Employer identification number 52-1862674
---	---

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

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

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

	Yes	No
11g(i)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11g(ii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11g(iii)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
 - (ii) A family member of a person described in (i) above? _____
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
ASBURY ATLANTIC, INC	52-06079569		X		X		X		0.
ASBURY SOLOMONS	52-18626759		X		X		X		0.
INVERNESS VILLAGE	73-15398029		X		X		X		0.
Total									0.

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. 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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

ASBURY FOUNDATION, INC

Employer identification number 52-1862674

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

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

Table with 2 columns: Description, Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution..., 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located..., 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIV, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Description, Amount. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	22,632,606.	21,954,643.	21,994,377.		
b Contributions	2,218,711.	1,242,577.	562,983.		
c Net investment earnings, gains, and losses	-734,517.	-564,614.	-602,717.		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	24,116,800.	22,632,606.	21,954,643.		

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 100.00 %
- c Term endowment _____ %

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

by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		
3b		

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

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		30,811.		30,811.
c Leasehold improvements				
d Equipment		25,623.	23,345.	2,278.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				33,089.

Part VII Investments - Other Securities. 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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	8,379,274.
(2) FUNDS HELD IN TRUST	1,684,127.
(3) PLEDGES RECEIVABLE	183,232.
(4) OTHER RECEIVABLES	192,861.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	10,439,494.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	4,425,570.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,250,508.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,175,062.
4	Net unrealized gains (losses) on investments	4	123,516.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-1,444,846.
9	Total adjustments (net). Add lines 4 through 8	9	-1,321,330.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	853,732.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	2,992,510.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	1,165,191.
e	Add lines 2a through 2d	2e	1,165,191.
3	Subtract line 2e from line 1	3	1,827,319.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	2,598,251.
c	Add lines 4a and 4b	4c	2,598,251.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	4,425,570.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	2,295,622.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	45,114.
e	Add lines 2a through 2d	2e	45,114.
3	Subtract line 2e from line 1	3	2,250,508.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,250,508.

Part XIV Supplemental Information

Complete this part to 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: THE INTENDED USE OF THE ORGANIZATION'S ENDOWMENT FUNDS

IS TO PROVIDE BENEVOLENT CARE.

PART X, LINE 2: ASBURY COMMUNITIES AND AFFILIATES, EXCEPT THE ASBURY

GROUP, INC. (TAG), ARE EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO

SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC); ACCORDINGLY, NO

PROVISION FOR INCOME TAXES IS REQUIRED. TAG IS ORGANIZED AS A FOR-PROFIT

ENTITY AND IS SUBJECT TO FEDERAL AND STATE INCOME TAXES. INCOME TAXES FOR

Part XIV Supplemental Information (continued)

TAG ARE RECORDED AS DEFERRED TAX ASSETS AND LIABILITIES IN THE ACCOMPANYING CONSOLIDATED BALANCE SHEETS TO REFLECT TEMPORARY BOOK AND TAX DIFFERENCES.

THE COMPANY HAS IMPLEMENTED PROCESSES TO ENSURE COMPLIANCE WITH THE INTERNAL REVENUE SERVICE INTERMEDIATE SANCTIONS PROVISIONS FOR ALL ITS SUPPORTED ORGANIZATIONS, INCLUDING THE COMPANY. THIS INCLUDES AN INDEPENDENT REVIEW BY THE BOARD'S COMPENSATION COMMITTEE OF ALL COMPENSATION ARRANGEMENTS WITH DISQUALIFIED PERSONS, RETENTION OF OUTSIDE COUNSEL AND OUTSIDE COMPENSATION CONSULTANTS TO PROVIDE INDEPENDENT THIRD-PARTY REVIEW AND ADVISEMENT, AND THE IMPLEMENTATION OF A DETAILED CONFLICT-OF-INTEREST POLICY AND ANNUAL DISCLOSURE PROCESS FOR ALL DISQUALIFIED PERSONS.

THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION MUST BE RECOGNIZED ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED UPON EXAMINATION BY THE TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE RESOLUTION. THE COMPANY IS NOT AWARE OF ANY TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE COMPANY'S RESULTS OF OPERATIONS OR FINANCIAL POSITION.

THE COMPANY'S INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES. THE COMPANY IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS. THE TAX RETURNS FOR THE YEARS 2007 TO 2009 ARE OPEN TO EXAMINATION BY FEDERAL, LOCAL, AND STATE AUTHORITIES.

Part XIV Supplemental Information (continued)

PART XI, LINE 8 - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF GIFT ANNUITIES	-624,442.
NET ASSETS RELEASED FROM RESTRICTIONS USED FOR PURCHASE OF CAPITAL ITEMS	-820,404.
TOTAL TO SCHEDULE D, PART XI, LINE 8	-1,444,846.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

NET ASSETS RELEASED FOR OPERATIONS	344,787.
NET ASSETS RELEASED FOR CAPITAL ITEMS	820,404.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	1,165,191.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

CONTRIBUTIONS - TEMPORARILY RESTRICTED	426,727.
CONTRIBUTIONS - PERMANENTLY RESTRICTED	2,216,638.
DIRECT EXPENSES FROM FUNDRAISING EVENTS	-45,114.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	2,598,251.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT EXPENSES FROM FUNDRAISING EVENTS	45,114.
---	---------

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		CARING CLASSIC GOLF (event type)	INVERNESS VILLAGE BLUE (event type)	1 (total number)		
Revenue	1	Gross receipts	83,045.	19,150.	12,750.	114,945.
	2	Less: Charitable contributions	73,943.	14,627.	11,646.	100,216.
	3	Gross income (line 1 minus line 2)	9,102.	4,523.	1,104.	14,729.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes	5,562.			5,562.
	6	Rent/facility costs	15,439.			15,439.
	7	Food and beverages	9,111.			9,111.
	8	Entertainment			2,000.	2,000.
	9	Other direct expenses	3,470.	4,552.	4,980.	13,002.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(45,114)
	11	Net income summary. Combine line 3, column (d), and line 10				-30,385.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))	
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 _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				()
	8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

	<input type="checkbox"/> Yes	<input type="checkbox"/> No
13a The organization's facility	%	%
13b An outside facility	%	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____
 Address ▶ _____

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

Name ▶ _____
 Address ▶ _____

- 16 Gaming manager information:
- Name ▶ _____
- Gaming manager compensation ▶ \$ _____
- Description of services provided ▶ _____
- _____
- _____
- Director/officer Employee Independent contractor

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

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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2010

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

ASBURY FOUNDATION, INC

Employer identification number

52-1862674

Part I Questions Regarding Compensation

	Yes	No
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <p> <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Travel for companions <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) </p>		
<p>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</p>	1b	
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2	
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.</p> <p> <input checked="" type="checkbox"/> Compensation committee <input checked="" 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 </p>		
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>		
<p>a Receive a severance payment or change-of-control payment from the organization or a related organization?</p>	4a	X
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	X
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c	X
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>		
<p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>		
<p>a The organization?</p>	5a	X
<p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5b	X
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>		
<p>a The organization?</p>	6a	X
<p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6b	X
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9	

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 DOUGLAS C. MYERS	(i) 202,762.	0.	439.	6,245.	5,396.	214,842.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
2 ANDREW JOSEPH	(i) 182,457.	4,500.	395.	5,824.	7,184.	200,360.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
3 MICHAEL CONNELL	(i) 253,822.	20,000.	486.	7,350.	7,896.	289,554.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
4 DOUGLAS LEIDIG	(i) 333,469.	5,000.	540.	7,350.	5,396.	351,755.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
5 PEGGY CRESPI KAPLAN	(i) 273,008.	5,000.	2,322.	7,350.	6,322.	294,002.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
6 KIM EHRENFRIED	(i) 148,744.	4,500.	307.	4,909.	5,819.	164,279.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization **ASBURY FOUNDATION, INC** Employer identification number **52-1862674**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	5	93,670.	MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential	X	1	35,256.	APPRAISAL
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

ASBURY FOUNDATION, INC

Employer identification number
52-1862674

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO SECURE CHARITABLE SUPPORT TO ENHANCE THE QUALITY OF LIFE FOR SENIORS
SERVED BY THE ASBURY AFFILIATES

FORM 990, PART I, LINE 6

ON THE PART I SUMMARY, LINE 6, WE HAVE LISTED 13 TOTAL VOLUNTEERS.
THESE ARE OUR OUTSIDE BOARD OF DIRECTORS THAT DONATE THEIR TIME AND
EXPERIENCE. THESE DIRECTORS ARE VOLUNTEERS THAT PERFORM AN INDEPENDENT,
OBJECTIVE FUNCTION, KEEPING AN EYE ON THE ORGANIZATION'S STRUCTURE,
FINANCES, AND THE RESULTS OF THE CARE AND SERVICES WE DELIVER.

FORM 990, PART VI, SECTION A, LINE 1: THE EXECUTIVE COMMITTEE OF THE
BOARD OF DIRECTORS CAN ACT IN PLACE OF THE BOARD BETWEEN MEETINGS. ALL
MEMBERS OF THE EXECUTIVE COMMITTEE ARE MEMBERS OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 1: WE REPORTED 9 INDEPENDENT VOTING
MEMBERS OF THE GOVERNING BODY. THE NON-INDEPENDENT BOARD MEMBERS CONSIST OF
ONE EMPLOYEE OF THE FOUNDATION, ONE RESIDENT OF ASBURY SOLOMONS, TWO
RESIDENTS OF BETHANY VILLAGE AND ONE RESIDENT OF ASBURY METHODIST VILLAGE.

FORM 990, PART VI, SECTION B, LINE 11: ASBURY COMMUNITIES HAS A SYSTEM
WIDE AUDIT COMMITTEE. THE ASBURY COMMUNITIES BOARD OF DIRECTORS HAS
DELEGATED A REVIEW OF THE FORM 990 TO THE SYSTEM AUDIT COMMITTEE. ASBURY
RECORDED THE OCTOBER 12TH AUDIT COMMITTEE MEETING REVIEW OF THE ASBURY

Name of the organization ASBURY FOUNDATION, INC	Employer identification number 52-1862674
--	--

COMMUNITIES, INC. (ACOMM) DRAFT 990 VIA THE 1-800 CONFERENCE LINE. THE ACOMM, FOUNDATION, ASBURY ATLANTIC, ASBURY SOLOMONS, AND INVERNESS VILLAGE BOARD OF DIRECTORS WERE CONTACTED VIA EMAIL THAT THE DRAFT FORM 990S WERE OUT ON BOARDLINK AND PROVIDED THE LINK TO THE RECORDING OF THE AUDIT COMMITTEE MEETING IF BOARD MEMBERS CHOSE TO LISTEN TO THE MEETING AS THEY REVIEWED ANY OF THE FORM 990S. ALL DIRECTORS MAY POSE QUESTIONS OR ASK FOR CLARIFICATION FROM THE STAFF AND AUDIT COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 12C: THE ASBURY COMMUNITIES CONFLICT OF INTEREST POLICY WAS APPROVED BY THE BOARD OF DIRECTORS. THE COMPLIANCE OFFICER IS GENERALLY RESPONSIBLE FOR THE POLICY PROCESS. ALL THE ENTITIES WITHIN THE ASBURY COMMUNITIES GROUP ARE SUBJECT TO THE POLICY. ANNUALLY, THE COMPLIANCE OFFICER CONDUCTS A COMPREHENSIVE CONFLICT DISCLOSURE PROCESS COVERING ALL MEMBERS OF THE GOVERNING BOARDS, SYSTEM WIDE COMMITTEES, AND INDIVIDUALS IN MANAGEMENT POSITIONS. ANNUALLY, EACH MEMBER OF THE GOVERNING BODY COMPLETES A DETAILED QUESTIONNAIRE DESIGNED TO IDENTIFY ANY ACTUAL OR POTENTIAL CONFLICTS OF INTEREST. A FULL REPORT OF RESPONSES TO THIS QUESTIONNAIRE IS REVIEWED BY THE COMPLIANCE OFFICER AND PROVIDED TO THE AUDIT COMMITTEE. A SUMMARY IS THEN PRESENTED TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING. IN CASE CONFLICT OF INTEREST ARISE, THE MEMBER OF GOVERNING BODY WILL BE ASKED TO RESIGN FROM THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 15: THE SYSTEM WIDE COMPENSATION COMMITTEE MEETS WITH THE INDEPENDENT COMPENSATION CONSULTANT, AND BASED ON INFORMATION PROVIDED TO THE COMMITTEE MAKES RECOMMENDATIONS REGARDING COMPENSATION AND BENEFITS TO THE EXECUTIVE COMMITTEE WHICH IS CHARGED WITH MAKING DECISIONS REGARDING COMPENSATION. THE SYSTEM WIDE COMPENSATION COMMITTEE IS COMPOSED OF 5 VOTING MEMBERS, THE CHIEF PEOPLE OFFICER

Name of the organization ASBURY FOUNDATION, INC	Employer identification number 52-1862674
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(NON-VOTING), A RETAINED ATTORNEY (NON-VOTING; RECORDS PROCEEDINGS IN MINUTES), AND IS ADVISED BY TOWER WATSON (A COMPENSATION CONSULTING FIRM). THE SYSTEM WIDE OMPENSATION COMMITTEE HOLDS 4 MEETINGS EACH YEAR (JAN, MARCH, JULY, AND NOV). IN THE NOVEMBER MEETING THEY REVIEW TOWER WATSON DATA AND REPORTS IN ORDER TO MAKE RECOMMENDATIONS REGARDING SALARIES AND BENEFITS. THE EXECUTIVE COMMITTEE OF THE ASBURY FOUNDATION ANNUALLY REVIEWS THE PERFORMANCE AND SETS THE COMPENSATION OF THE PRESIDENT BASED ON RECOMMENDATIONS OF THE SYSTEM-WIDE COMPENSATION COMMITTEE.

FORM 990, PART VI, SECTION C, LINE 19: FINANCIAL STATEMENTS ARE AVAILABLE FOR PUBLIC VIEWING ON THE WEBSITE. GOVERNING DOCUMENTS AND CONFLICTS OF INTEREST POLICY ARE AVAILABLE UPON REQUEST.

FORM 990, PART VI, SECTION A, LINE 2
A DIRECTOR OF THE FOUNDATION IS AN EMPLOYEE OF THE COMPANY THAT MANAGES ASBURY'S 401(K) PLAN. HE IS ALSO AN ADVISOR TO ASBURY AND HIS FIRM IS COMPENSATED FOR THEIR SERVICES ON AN ARMS LENGTH TRANSACTION BASIS.

FORM 990, PART VII, SECTION A
THE OFFICERS THAT HAVE COMPENSATION FROM RELATED ORGANIZATIONS REPORTED IN PART VII, SECTION A, COLUMN E OF THE FORM 990 PROVIDE EXECUTIVE MANAGEMENT SUPPORT AND OVERALL GUIDANCE TO INVERNESS VILLAGE AND ASBURY FOUNDATION, INC. AS WELL AS THE OTHER RELATED ORGANIZATIONS OF ASBURY COMMUNITIES, INC. THERE ARE OVER 1,900 TOTAL EMPLOYEES IN THE ASBURY COMMUNITIES, INC. SYSTEM. THE 2010 CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR ASBURY COMMUNITIES, INC. HAD TOTAL REVENUES OF \$162.1 MILLION AND TOTAL ASSETS IN EXCESS OF \$540 MILLION.

Name of the organization

ASBURY FOUNDATION, INC

Employer identification number

52-1862674

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 123,516.

CHANGE IN VALUE OF GIFT ANNUITIES -624,442.

NET ASSETS RELEASED FROM RESTRICTIONS USED FOR PURCHASE OF CAPITAL ITEMS -820,404.

TOTAL TO FORM 990, PART XI, LINE 5 -1,321,330.

FORM 990, PART XII, LINE 8A

THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

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

		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b	Gift, grant, or capital contribution to other organization(s)		X
c	Gift, grant, or capital contribution from other organization(s)		X
d	Loans or loan guarantees to or for other organization(s)	X	
e	Loans or loan guarantees by other organization(s)		X
f	Sale of assets to other organization(s)		
g	Purchase of assets from other organization(s)		X
h	Exchange of assets		X
i	Lease of facilities, equipment, or other assets to other organization(s)		X
j	Lease of facilities, equipment, or other assets from other organization(s)		X
k	Performance of services or membership or fundraising solicitations for other organization(s)		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	X	
m	Sharing of facilities, equipment, mailing lists, or other assets		X
n	Sharing of paid employees		X
o	Reimbursement paid to other organization for expenses		X
p	Reimbursement paid by other organization for expenses		X
q	Other transfer of cash or property to other organization(s)		
r	Other transfer of cash or property from other organization(s)		X

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

