

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2018
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2018 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"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization PLYMOUTH HOUSING GROUP AND SUBSIDIARIES Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2113 THIRD AVENUE City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98121 F Name and address of principal officer: DIANE PIETROWSKI SAME AS C ABOVE	D Employer identification number 91-1122621 E Telephone number (206) 374-9409 G Gross receipts \$ 35,002,845. H(a) Is this a group return for subordinates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> H(b) Are all subordinates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list. (see instructions) H(c) Group exemption number ▶
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		
J Website: ▶ WWW.PLYMOUTHHOUSING.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1980 M State of legal domicile: WA

Part I Summary

1	Briefly describe the organization's mission or most significant activities: DEVELOPS AND MANAGES AFFORDABLE HOUSING FOR HOMELESS AND VERY LOW INCOME INDIVIDUALS.	
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 24
4	Number of independent voting members of the governing body (Part VI, line 1b)	4 24
5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5 244
6	Total number of volunteers (estimate if necessary)	6 1025
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a 218,148.
7b	Net unrelated business taxable income from Form 990-T, line 38	7b 0.
8	Contributions and grants (Part VIII, line 1h)	16,447,948. 27,811,272.
9	Program service revenue (Part VIII, line 2g)	6,580,199. 5,581,790.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	352,983. 491,091.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	101,941. -486,080.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	23,483,071. 33,398,073.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,586,575. 12,444,232.
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)	7,095,921. 8,148,811.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0. 26,875.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 738,552.	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,449,377. 5,084,497.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	22,131,873. 25,704,415.
19	Revenue less expenses. Subtract line 18 from line 12	1,351,198. 7,693,658.
20	Total assets (Part X, line 16)	Beginning of Current Year 52,665,583. End of Year 65,037,837.
21	Total liabilities (Part X, line 26)	27,510,605. 32,745,320.
22	Net assets or fund balances. Subtract line 21 from line 20	25,154,978. 32,292,517.

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 DIANE PIETROWSKI, CHIEF FINANCIAL OFFICER Type or print name and title	Date 8/19/19
Paid Preparer Use Only	Print/Type preparer's name JESSICA COOPER Preparer's signature Date Check <input type="checkbox"/> if self-employed PTIN P01011828	Firm's name ▶ DAUBY O'CONNOR & ZALESKI, LLC Firm's EIN ▶ 35-1750664 Firm's address ▶ 501 CONGRESSIONAL BLVD #300 CARMEL, IN 46032 Phone no. (317) 848-5700

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: PLYMOUTH WORKS TO ELIMINATE HOMELESSNESS & ADDRESS ITS CAUSES BY PRESERVING, DEVELOPING & OPERATING SAFE, QUALITY, SUPPORTIVE HOUSING & BY PROVIDING HOMELESS ADULTS WITH OPPORTUNITIES TO STABILIZE & IMPROVE THEIR LIVES.

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 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 \$ 16,333,576. including grants of \$ 12,444,232.) (Revenue \$) SOCIAL SERVICES - PLYMOUTH OPERATES OVER 860 HOUSING UNITS FOR INDIVIDUALS EXITING HOMELESSNESS, MANY OF WHOM HAVE SIGNFICANT PHYSICAL AND BEHAVIORAL HEALTH NEEDS, DISABILITIES, REPEAT INTERACTION WITH HOSPITALS, PSYCHIATRIC INSTITUTIONS, AND SHELTERS, AND INVOLVEMENT WITH THE CRIMINAL JUSTICE SYSTEM. PLYMOUTH PROVIDES A RANGE OF SUPPORTIVE SERVICES TO HELP TENANTS REMAIN STABLY HOUSED. PLYMOUTH'S CASE MANAGEMENT APPROACH EMPHASIZES PROACTIVE, ASSERTIVE ENGAGEMENT WITH TENANTS. STAFF NURTURE TRUSTING LONG-TERM RELATIONSHIPS TO PROVIDE A BASE FOR INCREASED STABILITY AND RECOVERY. SERVICES ARE VOLUNTARY BUT STAFF ARE PROACTIVE AND PERSISTENT IN BUILDING A RELATIONSHIP, OFFERING SERVICES AND SUPPORT. STAFF ARE TRAINED IN MOTIVATIONAL INTERVIEWING TECHNIQUES, HARM REDUCTION, DE-ESCALATION, AND TRAUMA INFORMED CARE.

4b (Code:) (Expenses \$ 6,397,371. including grants of \$) (Revenue \$ 6,625,548.) HOUSING PROVIDER - IN 2018, PLYMOUTH HOUSING GROUP (PHG) MANAGED 1,051 LOW-INCOME UNITS IN DOWNTOWN SEATTLE OR SURROUNDING NEIGHBORHOODS. OF THESE, 532 UNITS IN 7 BUILDINGS WERE OWNED BY PHG, 495 UNITS IN 6 BUILDINGS WERE OWNED BY TAX CREDIT LIMITED PARTNERSHIPS OR LIMITED LIABILITY COMPANIES IN WHICH PHG IS THE MANAGING GENERAL PARTNER OR MAIN MEMBER, AND 24 UNITS IN ONE BUILDING WERE OWNED BY A SINGLE-ASSET ENTITY FORMED TO OWN A HUD-FINANCED PROPERTY, WITH PHG AS THE PROJECT SPONSOR. ALL PHG TENANTS HAVE INCOMES BELOW 60% OF THE AREA MEDIAN INCOME (AMI), WITH OVER 800 UNITS TARGETING, AND AFFORDABLE TO, HOUSHOLDS WITH LESS THAN 30% AMI. OVER 860 UNITS SERVE INDIVIDUALS COMING FROM HOMELESSNESS, MANY OF WHOM HAVE SPECIAL NEEDS INCLUDING MENTAL ILLNESS, PHYSICAL DISABILITY, INVOLVEMENT WITH THE CRIMINAL

4c (Code:) (Expenses \$ 680,426. including grants of \$) (Revenue \$ 502,204.) HOUSING DEVELOPMENT - IN 2018, PLYMOUTH BEGAN CONSTRUCTION ON A PROPERTY LOCATED AT 501 RAINIER IN SEATTLE, KNOWN AS 501 RAINIER SUPPORTIVE HOUSING. WHEN COMPLETED IN 2020, THIS PROPERTY WILL PROVIDE 105 UNITS OF LOW-INCOME RESIDENTIAL HOUSING SERVING RESIDENTS WHO ARE COMING FROM HOMELESSNESS. PLYMOUTH ALSO SIGNED A PURCHASE AND SALE AGREEMENT IN SEPTEMBER 2018 TO ACQUIRE A PROPERTY LOCATED AT 619 12TH AVENUE. THIS SITE WILL EVENTUALLY BE DEVELOPED TO PROVIDE 100 UNITS OF RESIDENTIAL HOUSING FOR VERY LOW-INCOME RESIDENTS.

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

4e Total program service expenses 23,411,373.

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 <i>Schedule B, Schedule of Contributors</i> ?	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>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <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, 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? <i>If "Yes," complete Schedule D, Part IV</i>	X	
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, 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 and XII</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 and XII 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, 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>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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 hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and Schedule O completion.

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

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, W-2G forms, and backup withholding rules.

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

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 2a through 16 regarding employee reporting, tax returns, business income, foreign accounts, prohibited transactions, and charitable contributions.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 5 columns: Question ID, Question Text, Yes, No. Rows include 1a (24), 1b (24), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 5 columns: Question ID, Question Text, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed WA
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.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, 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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PAUL LAMBROS EXECUTIVE DIRECTOR	40.00			X			205,289.	0.	22,817.	
(2) SEAN HERON DEPUTY DIRECTOR	40.00			X			129,253.	0.	9,989.	
(3) DIANE PIETROWSKI CHIEF FINANCIAL OFFICER	40.00			X			145,876.	0.	16,471.	
(4) TAMMIE S. SCHACHER CHIEF ADMINISTRATIVE OFFICER	40.00			X			101,813.	0.	17,945.	
(5) LYNN M BECK CHIEF DEVELOPMENT OFFICER	40.00			X			119,699.	0.	15,148.	
(6) ANDREA CARNES CHIEF OPERATIONS OFFICER	40.00			X			44,127.	66,348.	14,455.	
(7) TIM PARHAM DIRECTOR OF REAL ESTATE DEVELOPMENT	40.00			X			108,103.	1,413.	16,466.	
(8) ELEANOR MOSELEY POLLNOW PRESIDENT	2.00	X					0.	0.	0.	
(9) JANE ZALUTSKY VICE PRESIDENT	2.00	X					0.	0.	0.	
(10) STEPHANIE KRISTEN SECRETARY	2.00	X					0.	0.	0.	
(11) LAURA BACHMAN TREASURER	2.00	X					0.	0.	0.	
(12) KRISTIN ACKER TRUSTEE	2.00	X					0.	0.	0.	
(13) MICHAEL BIESHEUVEL TRUSTEE	2.00	X					0.	0.	0.	
(14) TIM BURGESS TRUSTEE	2.00	X					0.	0.	0.	
(15) DIANE CASTANES TRUSTEE	2.00	X					0.	0.	0.	
(16) MATTHEW CAZIER TRUSTEE	2.00	X					0.	0.	0.	
(17) KAREN CHANG TRUSTEE	2.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MICHELLE CHEN TRUSTEE	2.00	X					0.	0.	0.	
(19) REBECCA DELOZIER CLEMENTS TRUSTEE	2.00	X					0.	0.	0.	
(20) KRISTIN FLEISCHAUER TRUSTEE	2.00	X					0.	0.	0.	
(21) JESSICA GIBSON TRUSTEE	2.00	X					0.	0.	0.	
(22) RONNIE HENDERSON TRUSTEE	2.00	X					0.	0.	0.	
(23) DOROTHY HOLLAND MANN TRUSTEE	2.00	X					0.	0.	0.	
(24) JOHN MCHALE TRUSTEE	2.00	X					0.	0.	0.	
(25) JON OKADA TRUSTEE	2.00	X					0.	0.	0.	
(26) CRAIG PARSONS TRUSTEE	2.00	X					0.	0.	0.	
1b Sub-total							854,160.	67,761.	113,291.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							854,160.	67,761.	113,291.	

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 **6**

	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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
WEINSTEIN AU LLC, 2200 WESTERN AVE, SUITE 301, SEATTLE, WA 98121	ARCHITECT	609,501.
PRIME ELECTRIC INC 13301 SE 26TH ST, BELLEVUE, WA 98005	ELECTRICAL CONSTRUCTION	113,097.

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(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			
(27) EDWIN RATCLIFF TRUSTEE	2.00	X						0.	0.	0.
(28) SEARETHA SIMONS TRUSTEE	2.00	X						0.	0.	0.
(29) CAROLYN STEWART TRUSTEE	2.00	X						0.	0.	0.
(30) BEN STRAUGHAN TRUSTEE	2.00	X						0.	0.	0.
(31) EDWARD THOMAS TRUSTEE	2.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

DRAFT

Part VIII Statement of Revenue

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

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a	120,000.				
	b	Membership dues	1b					
	c	Fundraising events	1c	2,331,834.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	15,836,332.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	9,523,106.				
	g	Noncash contributions included in lines 1a-1f: \$		176,958.				
	h	Total. Add lines 1a-1f			27,811,272.			
Program Service Revenue				Business Code				
	2 a	RENTAL INCOME		531110	3,426,521.	3,208,373.	218,148.	
	b	MANAGEMENT FEES		531310	951,719.	951,719.		
	c	ADMINISTRATION FEES		531390	701,346.	701,346.		
	d	DEVELOPER FEES		531390	502,204.	502,204.		
	e							
	f	All other program service revenue						
g	Total. Add lines 2a-2f			5,581,790.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			504,204.	440,365.	63,839.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
			1,105,597.					
		b	Less: rental expenses		851,570.			
	c	Rental income or (loss)			254,027.			
	d	Net rental income or (loss)			254,027.	1,105,597.	-851,570.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			70,236.	61,376.				
		b	Less: cost or other basis and sales expenses		70,333.	74,392.		
	c	Gain or (loss)			-97.	-13,016.		
d	Net gain or (loss)			-13,113.		-13,113.		
8 a	Gross income from fundraising events (not including \$ 2,331,834. of contributions reported on line 1c). See Part IV, line 18	a		114,605.				
b	Less: direct expenses	b		566,565.				
c	Net income or (loss) from fundraising events			-451,960.		-451,960.		
9 a	Gross income from gaming activities. See Part IV, line 19	a		42,415.				
b	Less: direct expenses	b		41,912.				
c	Net income or (loss) from gaming activities			503.		503.		
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	PARTNERSHIP K-1 ACTIVITY			531110	-288,650.	-288,650.		
b								
c								
d	All other revenue			900099				
e	Total. Add lines 11a-11d				-288,650.			
12	Total revenue. See instructions				33,398,073.	6,620,954.	218,148.	
							-1,252,301.	

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	180,664.	180,664.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	12,263,568.	12,263,568.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	921,920.	533,226.	274,399.	114,295.
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	5,394,263.	4,484,258.	743,017.	166,988.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	242,741.	184,706.	46,759.	11,276.
9 Other employee benefits	955,078.	812,682.	114,395.	28,001.
10 Payroll taxes	634,809.	527,576.	83,949.	23,284.
11 Fees for services (non-employees):				
a Management				
b Legal	23,104.	13,918.	9,186.	
c Accounting	49,808.	42,100.	7,606.	102.
d Lobbying				
e Professional fundraising services. See Part IV, line 17	26,875.			26,875.
f Investment management fees	61,719.	7,581.	-4,454.	58,592.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	82,752.	30,164.	48,590.	3,998.
12 Advertising and promotion	45,326.	225.	5,021.	40,080.
13 Office expenses	196,237.	113,825.	21,226.	61,186.
14 Information technology	248,545.	200,766.	30,755.	17,024.
15 Royalties				
16 Occupancy	1,646,610.	1,526,956.	34,283.	85,371.
17 Travel	74,857.	72,741.	638.	1,478.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	65,476.	41,042.	21,577.	2,857.
20 Interest	236,342.	236,342.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,945,936.	1,870,461.	69,525.	5,950.
23 Insurance	125,498.	114,303.	9,664.	1,531.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a LICENSES & FEES	120,651.	72,512.	32,104.	16,035.
b BAD DEBTS	67,166.	49,977.		17,189.
c BELLTOWN CRUSH	39,194.			39,194.
d OTHER EXPENSES	39,052.	31,780.	6,250.	1,022.
e All other expenses	16,224.			16,224.
25 Total functional expenses. Add lines 1 through 24e	25,704,415.	23,411,373.	1,554,490.	738,552.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,590,215.	1	1,649,179.
	2	Savings and temporary cash investments	25,669.	2	25,930.
	3	Pledges and grants receivable, net	1,290,968.	3	7,687,658.
	4	Accounts receivable, net	1,129,943.	4	3,903,326.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net	9,683,882.	7	8,908,440.
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	1,159,670.	9	1,224,427.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 54,811,729.		
	b	Less: accumulated depreciation	10b 25,346,800.	10c	29,464,929.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11	4,259,521.	13	3,609,573.
	14	Intangible assets	275,488.	14	356,333.
	15	Other assets. See Part IV, line 11	7,079,470.	15	8,208,042.
16	Total assets. Add lines 1 through 15 (must equal line 34)	52,665,583.	16	65,037,837.	
Liabilities	17	Accounts payable and accrued expenses	1,371,397.	17	1,627,836.
	18	Grants payable	117,253.	18	11,783.
	19	Deferred revenue	98,053.	19	171,355.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	35,440.
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	24,121,041.	23	28,121,325.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,802,861.	25	2,777,581.
	26	Total liabilities. Add lines 17 through 25	27,510,605.	26	32,745,320.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	25,154,978.	27	27,538,712.
	28	Temporarily restricted net assets	0.	28	4,753,805.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	25,154,978.	33	32,292,517.	
34	Total liabilities and net assets/fund balances	52,665,583.	34	65,037,837.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	33,398,073.
2	Total expenses (must equal Part IX, column (A), line 25)	2	25,704,415.
3	Revenue less expenses. Subtract line 2 from line 1	3	7,693,658.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,154,978.
5	Net unrealized gains (losses) on investments	5	-876.
6	Donated services and use of facilities	6	16,205.
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-571,448.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	32,292,517.

Part XII Financial Statements and Reporting

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

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

Form 990 (2018)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization PLYMOUTH HOUSING GROUP AND SUBSIDIARIES
Employer identification number 91-1122621

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 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 or 990-EZ).)
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 X 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 in 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).

Table with 6 columns: (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? (Yes/No), (v) Amount of monetary support (see instructions), (vi) Amount of other support (see instructions). Includes a Total row.

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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	11525074.	11921801.	13081480.	16477838.	27810829.	80817022.
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	11525074.	11921801.	13081480.	16477838.	27810829.	80817022.
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.						80817022.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4	11525074.	11921801.	13081480.	16477838.	27810829.	80817022.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	352,547.	355,844.	415,967.	352,983.	491,092.	1968433.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						82785455.
12 Gross receipts from related activities, etc. (see instructions)					12	4,786,374.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	97.62 %
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	96.39 %

16a **33 1/3% support test - 2018.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b **33 1/3% support test - 2017.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a **10% -facts-and-circumstances test - 2018.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b **10% -facts-and-circumstances test - 2017.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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 VI.)						
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 2018 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2018.** 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 - 2017.** 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 in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <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>		
2 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>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
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>		
c 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>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
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>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <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>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 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>		
7 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 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in 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>		
c Did a disqualified person (as defined in 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>		
10a 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 10b below.</i>		
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)

- 11 Has the organization accepted a gift or contribution from any of the following persons?
- a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?
 - b A family member of a person described in (a) above?
 - c A 35% controlled entity of a person described in (a) or (b) above? *If "Yes" to a, b, or c, provide detail in Part VI.*

	Yes	No
11a		
11b		
11c		

Section B. Type I Supporting Organizations

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

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

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

	Yes	No
1		

Section D. All Type III Supporting Organizations

- 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (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?
- 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? *If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).*
- 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.*

	Yes	No
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

- 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).
- a The organization satisfied the Activities Test. Complete line 2 below.
 - b The organization is the parent of each of its supported organizations. Complete line 3 below.
 - c The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

- a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*
 - b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*
- 3 Parent of Supported Organizations. Answer (a) and (b) below.
- a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in Part VI.*
 - b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? *If "Yes," describe in Part VI the role played by the organization in this regard.*

	Yes	No
2a		
2b		
3a		
3b		

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

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

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

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2019. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

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

Lined area for supplemental information.

FINAL

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527
 ▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization **PLYMOUTH HOUSING GROUP AND SUBSIDIARIES** Employer identification number **91-1122621**

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political campaign activity expenditures ▶ \$ _____

3 Volunteer hours for political campaign activities _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527-exempt function activities ▶ \$ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____

4 Did the filing organization file Form 1120-POL for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2018

LHA

832041 11-08-18

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		7,478.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		1,621.
i Other activities?		X	
j Total. Add lines 1c through 1i			9,099.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

OUR STAFF ADVOCATED FOR LOW-INCOME HOUSING AND TENANT SERVICES, INCLUDING: MEETINGS WITH ELECTED OFFICIALS AND STAFF. TESTIMONY AT PUBLIC HEARINGS AND MEETINGS. MESSAGES TO ELECTED OFFICIALS AND STAFF. ACTION ALERTS ABOUT ADVOCACY TO ELECTED OFFICIALS. ISSUE RESEARCH AND DISSEMINATION OF RESEARCH.

Part IV Supplemental Information *(continued)*

FINAL

SCHEDULE D
(Form 990)

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 for instructions and the latest information.

OMB No. 1545-0047

2018
Open to Public Inspection

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES

Employer identification number
91-1122621

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).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06 and not on a historic structure listed in the National Register	2d

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, 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 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

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

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

(i) Revenue included 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 SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

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

Schedule D (Form 990) 2018

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" 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:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, 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 on 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
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages 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:
- | | Yes | No |
|--|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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
1a Land		6,422,470.		6,422,470.
b Buildings		42,830,648.	21,718,060.	21,112,588.
c Leasehold improvements		2,106,192.	1,051,171.	1,055,021.
d Equipment		3,394,426.	2,525,434.	868,992.
e Other		57,993.	52,135.	5,858.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				29,464,929.

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

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) INVESTMENT IN TAX CREDIT		
(2) PARTNERSHIPS	-132,570.	COST
(3) OTHER INTERCOMPANY		
(4) RECEIVABLES	3,742,143.	END-OF-YEAR MARKET VALUE
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶ 3,609,573.		

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) SECURITY DEPOSITS	158,313.
(2) RESERVES	8,049,729.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ 8,208,042.	

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) DUE TO PHG	1,343,000.
(3) DEFERRED COMMERCIAL RENT PAYABLE	122,533.
(4) ADVANCE FOR SPC PROGRAM	1,154,307.
(5) SECURITY DEPOSITS	157,741.
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ 2,777,581.	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

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

1	Total revenue, gains, and other support per audited financial statements		1	40,158,814.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		-876.
b	Donated services and use of facilities	2b		16,205.
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		6,926,076.
e	Add lines 2a through 2d	2e		6,941,405.
3	Subtract line 2e from line 1	3		33,217,409.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		180,664.
c	Add lines 4a and 4b	4c		180,664.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		33,398,073.

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.

1	Total expenses and losses per audited financial statements		1	37,722,917.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		12,199,166.
e	Add lines 2a through 2d	2e		12,199,166.
3	Subtract line 2e from line 1	3		25,523,751.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		180,664.
c	Add lines 4a and 4b	4c		180,664.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		25,704,415.

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:

PLYMOUTH PROVIDES PAYMENT MANAGEMENT SERVICES FOR RESIDENTS WHO STRUGGLE TO MANAGE THEIR SOCIAL SECURITY OR SUPPLEMENTAL SECURITY INCOME PAYMENTS.

PART X, LINE 2:

PLYMOUTH AND OPEN DOOR VENTURES ARE EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND STATE INCOME TAX AND HAVE BEEN CLASSIFIED AS OTHER THAN A PRIVATE FOUNDATION. ACCORDINGLY, NO PROVISION FOR FEDERAL AND STATE TAXES ON REVENUE AND INCOME HAS BEEN RECOGNIZED IN THE ACCOMPANYING FINANCIAL STATEMENTS. GENERALLY, THE FEDERAL AND STATE TAX RETURNS WERE SUBJECT TO EXAMINATIONS FROM THREE YEARS AFTER THE LATER OF THE ORIGINAL OR EXTENDED DUE DATE OR THE DATE

Part XIII Supplemental Information *(continued)*

FILED WITH THE APPLICABLE TAX AUTHORITY.

EVEN THOUGH PLYMOUTH IS RECOGNIZED AS TAX EXEMPT, IT STILL MAY BE LIABLE FOR TAX ON ITS UNRELATED BUSINESS INCOME (UBI). PHG EVALUATES UNCERTAIN TAX POSITIONS THROUGH ITS REVIEW OF THE SOURCES OF INCOME TO IDENTIFY UBI AND CERTAIN OTHER MATTERS, INCLUDING THOSE WHICH MAY AFFECT ITS TAX EXEMPT STATUS. THE EFFECT OF THE UNCERTAINTY WOULD BE RECORDED IF THE OUTCOME WAS CONSIDERED PROBABLE AND REASONABLY ESTIMABLE. AS OF DECEMBER 31, 2018 AND 2017, PHG HAD NO UNCERTAIN TAX POSITIONS REQUIRING ACCRUAL.

HOUSING AT LINGS LLC, ST. CHARLES HOTEL LLC, SECOND & STEWART LLC, THIRD & BLANCHARD LLC, FIRST & CEDAR LLC, PONTIUS LLC, 2013 THIRD AVENUE LLC, AND CHERRY STREET LLC ARE TREATED AS PASS-THROUGH ENTITIES FOR INCOME TAX PURPOSES AND, AS SUCH, ARE NOT SUBJECT TO INCOME TAXES. RATHER, ALL ITEMS OF TAXABLE INCOME, DEDUCTIONS AND TAX CREDITS ARE PASSED THROUGH TO AND ARE REPORTED BY THEIR OWNERS ON THEIR RESPECTIVE INCOME TAX RETURNS. THESE ENTITIES' FEDERAL TAX STATUSES AS PASS-THROUGH ENTITIES ARE BASED ON THEIR LEGAL STATUS AS LIMITED PARTNERSHIPS AND LIMITED LIABILITY COMPANIES. ACCORDINGLY, THESE ENTITIES ARE NOT REQUIRED TO TAKE ANY TAX POSITIONS IN ORDER TO QUALIFY AS PASS-THROUGH ENTITIES. THESE ENTITIES ARE REQUIRED TO FILE AND DO FILE TAX RETURNS WITH THE INTERNAL REVENUE SERVICE AND OTHER TAXING AUTHORITIES. ACCORDINGLY, THESE CONSOLIDATED FINANCIAL STATEMENTS DO NOT REFLECT A PROVISION FOR INCOME TAXES AND THESE ENTITIES HAVE NO OTHER TAX POSITIONS WHICH THEY MUST CONSIDER FOR DISCLOSURE. THERE HAS BEEN NO INTEREST OR PENALTIES RECOGNIZED IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES OR CONSOLIDATED STATEMENTS OF FINANCIAL POSITION FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017. GENERALLY, THE FEDERAL RETURNS ARE SUBJECT TO EXAMINATION FOR THREE YEARS AFTER THE LATER OF THE ORIGINAL OR

Part XIII Supplemental Information (continued)

EXTENDED DUE DATE OR THE DATE FILED WITH THE APPLICABLE TAX AUTHORITY.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

REVENUE FROM AFFILIATES	5,210,901.
FUNDRAISING EVENT EXPENSE	566,565.
GAMING EXPENSE	41,912.
RENTAL EXPENSE	805,020.
G/L ON SALE OF SECURITIES	455.
INSURANCE CLAIMS	2,500.
PROPERTY SALES GAIN/LOSS	10,516.
PARTNERSHIP K-1 ACTIVITY	288,207.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	6,926,076.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

GRANTS	180,664.
--------	----------

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENT EXPENSE	566,565.
EXPENSES FROM AFFILIATES	10,441,904.
RENTAL EXPENSE	805,020.
G/L ON SECURITIES	455.
GAMING EXPENSE	41,912.
INSURANCE CLAIMS	2,500.
PROPERTY SALES GAIN/LOSS	10,516.
ALLOWANCE FOR BAD DEBT	330,294.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	12,199,166.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

Schedule D (Form 990) 2018

Part XIII Supplemental Information *(continued)*

GRANTS 180,664.

FINAL

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

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.

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES

Employer identification number
91-1122621

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 non-government grants
- f Solicitation of government grants
- g Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(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
		Yes	No			
JOAN CAINE DBA SIRIUS ADVICE - 14729 38TH AVE NE, LAKE	CAPITAL CAMPAIGN CONSULTING		X	10,828,743.	26,875.	10,801,868.
Total				10,828,743.	26,875.	10,801,868.

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.

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

Schedule G (Form 990 or 990-EZ) 2018

SEE PART IV FOR CONTINUATIONS

832081 10-03-18

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
		SEATTLE DANCES (event type)	ANNUAL LUNCHEON (event type)	1 (total number)	(add col. (a) through col. (c))
Revenue	1	1,077,401.	1,185,770.	183,268.	2,446,439.
	2	1,036,301.	1,128,770.	166,763.	2,331,834.
	3	41,100.	57,000.	16,505.	114,605.
Direct Expenses	4				
	5				
	6	61,244.	14,014.	9,555.	84,813.
	7	86,697.	80,880.	21,080.	188,657.
	8	21,720.	90,300.	3,400.	115,420.
	9	80,253.	48,756.	48,666.	177,675.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			566,565.
	11	Net income summary. Subtract line 10 from line 3, column (d)			-451,960.

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 bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1			42,415.
Direct Expenses	2				
	3			41,412.	41,412.
	4				
	5			500.	500.
	6	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 30.00 % <input type="checkbox"/> No	
7	Direct expense summary. Add lines 2 through 5 in column (d)			41,912.	
8	Net gaming income summary. Subtract line 7 from line 1, column (d)			503.	

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

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:
- | | | |
|-------------------------------|-----|----------|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | 100.00 % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ DIANA JOHAN, PLYMOUTH HOUSING GROUP

Address ▶ 2113 THIRD AVENUE - SEATTLE, WA 98121

- 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 ▶ SHOKO TOYAMA, PLYMOUTH HOUSING GROUP

Gaming manager compensation ▶ \$ 796.

Description of services provided ▶ PLANS AND OVERSEES EVENTS.

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.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: JOAN CAINE DBA SIRIUS ADVICE

(I) ADDRESS OF FUNDRAISER: 14729 38TH AVE NE, LAKE FOREST PARK, WA 98155

Part IV Supplemental information (continued)

FINAL

**SCHEDULE I
(Form 990)**

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 for the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES

Employer identification number
91-1122621

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. Yes No

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.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARCHDIOCESAN HOUSING AUTHORITY DBA CATHOLIC HOUSING SERVICES - 100 23RD AVENUE SOUTH - SEATTLE, WA 98144	91-1099134	501(C)(3)	180,664.	0.			CHS PROVIDED HOUSING CASE MANAGEMENT SERVICES TO TENANTS COMING FROM HOMELESSNESS.

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

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

Schedule I (Form 990) (2018)

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
RENT SUBSIDY FOR VERY LOW-INCOME, DISABLED TENANTS	1247	12,179,849.	0.	FAIR MARKET VALUE	PLYMOUTH RECEIVES GRANT ASSISTANCE FROM THE GOVERNMENT TO PROVIDE RENT SUBSIDIES TO QUALIFIED TENANTS. PLYMOUTH

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

PART I, LINE 2:

PLYMOUTH CLOSELY MONITORS CLIENT ELIGIBILITY FOR RENT SUBSIDIES AND SOCIAL SERVICES SUPPORT PROVIDED USING GRANT FUNDS. IN ADDITION, PLYMOUTH HAS SEVERAL CONTROLS IN PLACE TO MAKE SURE ONLY ACTUAL STAFF TIME AND OTHER ALLOWABLE COSTS ARE CHARGED TO GRANTS.

(F) DESCRIPTION OF NON-CASH ASSISTANCE: PLYMOUTH RECEIVES GRANT ASSISTANCE FROM THE GOVERNMENT TO PROVIDE RENT SUBSIDIES TO QUALIFIED

Part IV Supplemental Information

TENANTS. PLYMOUTH DISTRIBUTES THE GRANT OUT TO TENANTS BY MAKING RENT
SUBSIDY PAYMENTS DIRECTLY TO THE TENANTS' LANDLORDS.

FINAL

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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 for instructions and the latest information.

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES

Employer identification number

91-1122621

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

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input 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		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2018

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 (j). 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 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) PAUL LAMBROS EXECUTIVE DIRECTOR	(i)	195,289.	10,000.	0.	10,524.	12,293.	228,106.
	(ii)	0.	0.	0.	0.	0.	0.
(2) DIANE PIETROWSKI CHIEF FINANCIAL OFFICER	(i)	144,876.	1,000.	0.	7,324.	9,147.	162,347.
	(ii)	0.	0.	0.	0.	0.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(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 VII SECTION A

NONTAXABLE BENEFITS FOR PAUL LAMBROS INCLUDES HEALTH CARE BENEFITS OF

\$12,293 AND 403(B) BENEFITS OF \$10,524.

EXAMPLE

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2018

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.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization **PLYMOUTH HOUSING GROUP AND SUBSIDIARIES** Employer identification number **91-1122621**

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	11	70,333.	FAIR 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				
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 ▶ (<u>DONATED ITEMS</u>)	X	172	104,843.	FAIR MARKET VALUE
26 Other ▶ (<u>RAFFLE PRIZES</u>)	X	24	24,191.	FAIR MARKET VALUE
27 Other ▶ (<u>RAFFLE PRIZES</u>)	X	83	15,600.	FAIR MARKET VALUE
28 Other ▶ ()				

FINAL

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 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard 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 didn't 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) 2018

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B:

PLYMOUTH HOUSING GROUP HAS AN ACCOUNT AT A STOCK BROKERAGE COMPANY TO
ACCEPT DONATIONS OF STOCK. THE STOCK BROKERAGE SELLS THE DONATED STOCK
AND SENDS PLYMOUTH THE PROCEEDS.

FINAL

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES

Employer identification number
91-1122621

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

STAFF MEET WITH NEW TENANTS TO COMPLETE AN ASSESSMENT AND HOUSING SERVICES PLAN FOCUSING ON THE TENANT'S SELF-IDENTIFIED NEEDS AND GOALS.

STAFF WORK WITH TENANTS TO MEET THEIR GOALS BY HELPING THEM ACCESS NEEDED COMMUNITY SERVICES SUCH AS: MEDICAL, DENTAL, BEHAVIORAL HEALTH

CARE AND TREATMENT, VETERANS SERVICES, LEGAL SERVICES, FOOD BANKS, CHORE SERVICES, PAYEE SERVICES, EMPLOYMENT AND VOLUNTEER OPPORTUNITIES.

STAFF ALSO WORK WITH TENANTS TO QUALIFY FOR INCOME SUPPORT PROGRAMS AND IMPROVE SKILLS NEEDED TO MAINTAIN STABLE HOUSING, EITHER THROUGH DIRECT

SUPPORT OR REFERRAL TO COMMUNITY PARTNERS. STAFF OFFER SUPPORT FOR TENANTS STRUGGLING WITH PERSONAL CRISES, THOSE FACING CHRONIC ILLNESS

AND DEATH, MAKING END OF LIFE DECISIONS, AND SEEKING RECONNECTION WITH FAMILY MEMEBERS. PLYMOUTH ALSO OPERATES THE SHELTER PLUS CARE PROGRAM

(SPC) AND THE SCATTERED SITE PROGRAM (SSP), WHICH ARE SUPPORTIVE HOUSING PROGRAMS FOR HOMELESS, DISABLED AND LOW-INCOME INDIVIDUALS AND

FAMILIES. SPC & SSP PROGRAMS PROVIDE HOUSING SUBSIDY AND CASE MANAGEMENT SERVICES TO OVER 1,247 TENANTS THROUGHOUT KING COUNTY.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

JUSTICE SYSTEM AND/OR CHEMICAL DEPENDENCY ISSUES. PHG OFFERS ON-SITE CASE MANAGEMENT TO THESE INDIVIDUALS TO ENSURE THEIR HOUSING STABILITY

AND PREVENT RELAPSES INTO HOMELESSNESS. DURING 2018, PHG OWNED AND MANAGED THE FOLLOWING AFFORDABLE HOUSING PROPERTIES IN SEATTLE: (1) CAL

ANDERSON HOUSE, 24 UNITS; (2) DAVID COLWELL BUILDING 126 UNITS; (3) HADDON HALL, 55 UNITS; (4) HUMPHREY HOUSE, 84 UNITS; (5) LEWISTON

APARTMENTS, 54 UNITS; (6) PACIFIC APARTMENTS, 112 UNITS; (7) PLYMOUTH

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

Schedule O (Form 990 or 990-EZ) (2018)

832211 10-10-18

Name of the organization PLYMOUTH HOUSING GROUP AND SUBSIDIARIES	Employer identification number 91-1122621
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ON FIRST HILL, 80 UNITS; (8) PLYMOUTH ON STEWART APARTMENTS, 87 UNITS;
 (9) PLYMOUTH PLACE APARTMENTS, 73 UNITS, (10) ST CHARLES APARTMENTS, 64
 UNITS, (11) SCARGO APARTMENTS, 48 UNITS; (12) SIMONS SENIOR APARTMENTS,
 95 UNITS FOR SENIORS AND VETERANS; (13) SYLVIA ODOM'S PLACE, 65 UNITS
 FOR TENANTS WHO HAVE PARTICIPATED IN PLYMOUTH'S HOUSING OPTIONS PROGRAM
 AND HAVE MOVED TO THIS BUILDING FOR MORE INDEPENDENT, YET STILL
 SUPPORTIVE, LIVING; AND (14) WILLIAMS APARTMENTS, 84 UNITS FOR TENANTS
 WHO ARE IN RECOVERY FROM ALCOHOL OR CHEMICAL DEPENDENCY, WITH SET ASIDE
 UNITS FOR VETERANS.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FINANCE COMMITTEE OF THE BOARD REVIEWS AND ACCEPTS THE FORM 990. COPIES
 OF THE FORM 990 ARE ALSO PROVIDED TO THE FULL BOARD BEFORE THE 990 IS FILED
 WITH THE IRS.

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

CONFLICT OF INTEREST FORMS ARE COMPLETED ANNUALLY BY BOARD MEMBERS,
 OFFICERS & KEY EMPLOYEES. FORMS NOTING A POSSIBLE CONFLICT ARE REVIEWED BY
 THE EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER. CONFLICTS WHICH MIGHT
 AFFECT BOARD DECISION MAKING ARE PRESENTED TO THE BOARD PRESIDENT TO
 DETERMINE A COURSE OF ACTION.

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

THE COMPENSATION FOR THE EXECUTIVE DIRECTOR IS DETERMINED BY THE EXECUTIVE
 COMMITTEE OF THE BOARD, WITH INPUT FROM THE FULL BOARD. THE COMMITTEE
 REVIEWS DATA REGARDING COMPENSATION FOR SIMILARLY QUALIFIED PERSONS IN
 COMPARABLE POSITIONS AND DOCUMENTS ITS DECISION REGARDING THE EXECUTIVE
 DIRECTOR'S COMPENSATION. THE EXECUTIVE DIRECTOR IS NOT INVOLVED IN THIS

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES

Employer identification number

91-1122621

COMPENSATION REVIEW/APPROVAL PROCESS.

THE LAST COMPENSATION REVIEW OCCURRED ON DECEMBER 5, 2017.

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

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE MADE AVAILABLE UPON REQUEST.

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

ST. CHARLES HOTEL LLC - NON-CONTROLLING INTEREST PURCHASED

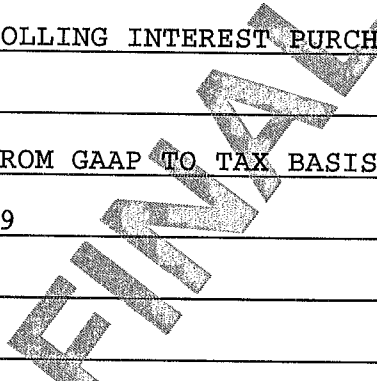
ON 12/31/2018 -634,171.

CONVERSION OF INVESTMENT ASSETS FROM GAAP TO TAX BASIS 62,723.

TOTAL TO FORM 990, PART XI, LINE 9 -571,448.

FORM 990, PART XII, LINE 2C

THE AUDITED FINANCIAL STATEMENTS ARE REVIEWED AND APPROVED BY THE FINANCE COMMITTEE OF THE BOARD OF TRUSTEES. THERE ARE NO CHANGES TO THIS POLICY FROM PREVIOUS YEARS.



**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
 Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 Attach to Form 990.

OMB No. 1545-0047
2018
 Open to Public Inspection

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

PLYMOUTH HOUSING GROUP AND SUBSIDIARIES
 Employer identification number
91-1122621

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
UPTOWN HOUSING LLC - 83-2904995 2113 THIRD AVE SEATTLE, WA 98121	PROPERTY PURCHASED FOR DEVELOPMENT	WASHINGTON	0.	0.	PLYMOUTH HOUSING GROUP
ST. CHARLES HOTEL LLC - 91-2176773 2113 THIRD AVE SEATTLE, WA 98121	PROPERTY PURCHASED FOR DEVELOPMENT	WASHINGTON	-209,727.	0.	PLYMOUTH HOUSING GROUP

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
OPEN DOOR VENTURES - 91-1608508 2113 THIRD AVENUE SEATTLE, WA 98121	LOW-INCOME HOUSING	WASHINGTON	501(C)(3)	LINE 7	PLYMOUTH HOUSING GROUP		X

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

Schedule R (Form 990) 2018

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
PONTIUS, LLC - 27-4429735 2113 THIRD AVENUE SEATTLE, WA 98121	LOW-INCOME HOUSING	WA	PLYMOUTH HOUSING GROUP	RELATED	-59.	656,538.		X	N/A	X	.01%
SECOND & STEWART LLC - 20-0510064, 2113 THIRD AVENUE, SEATTLE, WA 98121	LOW-INCOME HOUSING	WA	PLYMOUTH HOUSING GROUP	RELATED	-225,022.	2,657,652.		X	N/A	X	.01%
THIRD & BLANCHARD LLC - 20-3066686, 2113 THIRD AVENUE, SEATTLE, WA 98121	LOW-INCOME HOUSING	WA	PLYMOUTH HOUSING GROUP	RELATED	-76.	4,010,210.		X	N/A	X	.01%
FIRST & CEDAR LLC - 26-3836845, 2113 THIRD AVENUE, SEATTLE, WA 98121	LOW-INCOME HOUSING	WA	PLYMOUTH HOUSING GROUP	RELATED	-59.	767.	X		N/A	X	.01%

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

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

Part III Continuation of Identification of Related Organizations Taxable as a Partnership

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
2013 3RD AVENUE - 46-0730936												
2113 THIRD AVENUE	LOW-INCOME		PLYMOUTH									
SEATTLE, WA 98121	HOUSING	WA	HOUSING GROUP	RELATED	-60.	9,991.		X	N/A	X		.01%
CHERRY ST LLC - 47-2694720												
2113 THIRD AVENUE	LOW-INCOME		PLYMOUTH									
SEATTLE, WA 98121	HOUSING	WA	HOUSING GROUP	RELATED	-99.	2,388,242.		X	N/A	X		.01%
HOUSING AT LINGS LLC -												
82-0716073, 501 RAINIER												
AVENUE SOUTH, SEATTLE, WA	LOW-INCOME		PLYMOUTH									
98144	HOUSING	WA	HOUSING GROUP	RELATED	0.	3,625,955.		X	N/A	X		.01%

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

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

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

- a** Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
(1) OPEN DOOR VENTURES	O	64,406.	FAIR MARKET VALUE	X	
(2) HOUSING AT LINCX LLC	D	10,532,163.	FAIR MARKET VALUE	X	
(3) MADISON & BOYLSTON	D	104,539.	FAIR MARKET VALUE	X	
(4) ST FRANCIS HOUSE	D	86,532.	FAIR MARKET VALUE	X	
(5) THIRD & BLANCHARD	D	3,938,819.	FAIR MARKET VALUE	X	
(6) FIRST & CEDAR LLC	D	1,164,912.	FAIR MARKET VALUE	X	

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) PONTIUS LLC	D	632,213.	FAIR MARKET VALUE
(8) CHERRY ST LLC	D	2,413,728.	FAIR MARKET VALUE
(9) SECOND & STEWART LLC	D	2,882,519.	FAIR MARKET VALUE
(10) ST CHARLES HOTEL LLC	H	634,171.	NET BOOK VALUE
(11) SEVENTH & CHERRY LLC	L	90,890.	FAIR MARKET VALUE
(12) ST CHARLES HOTEL LLC	L	71,129.	FAIR MARKET VALUE
(13) SECOND & STEWART LLC	L	101,802.	FAIR MARKET VALUE
(14) THIRD & BLANCHARD	L	106,923.	FAIR MARKET VALUE
(15) FIRST & CEDAR LLC	L	96,499.	FAIR MARKET VALUE
(16) 2013 THIRD AVENUE, LLC	L	73,287.	FAIR MARKET VALUE
(17) PONTIUS LLC	L	89,809.	FAIR MARKET VALUE
(18) PONTIUS LLC	B	807,611.	CASH
(19) 2013 THIRD AVENUE, LLC	A	14.	CASH
(20)			
(21)			
(22)			
(23)			
(24)			

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

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

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

UNFILED

Part VII Supplemental Information.

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

FINAL