Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 10-01-2010 and ending 09-30-2011

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

C Name of organization
GOODWIN HOUSE INCORPORATED

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 4800 FILLMORE AVENUE | Room/suite

City or town, state or country, and ZIP + 4
ALEXANDRIA, VA 22311

D Employer identification number
54-0623670

E Telephone number
(703) 824-1355

G Gross receipts $ 71,865,557

F Name and address of principal officer
KATHLEEN ANDERSON CEO
4800 FILLMORE AVENUE
ALEXANDRIA,VA 22311

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW GOODWINHOUSE ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1955 | **M** State of legal domicile VA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
TO PROVIDE EXEMPLARY SERVICES, BOTH RESIDENTIAL AND HEALTHCARE, TO OLDER ADULTS OF DIVERSE FAITHS THROUGH THE ESTABLISHMENT AND OPERATION OF CONTINUING CARE RETIREMENT COMMUNITIES IN THE NORTHERN VIRGINIA REGION AND TO BROADEN AND EXTEND THE ORGANIZATION'S CHARITABLE PURPOSE BY COORDINATING AND OVERSEEING ACTIVITIES OF ITS AFFILIATED CHARITABLE ORGANIZATIONS

2 Check this box ▶☐ 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	16
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	871
6	Total number of volunteers (estimate if necessary)	6	1,374
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	1,094,159	897,613
	9	Program service revenue (Part VIII, line 2g)	47,922,700	58,072,104
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,384,505	3,228,012
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,252,166	852,074
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	51,653,530	63,049,803
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	25,193,747	26,817,585
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	29,789,955	32,968,477
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	54,983,702	59,786,062
	19	Revenue less expenses Subtract line 18 from line 12	-3,330,172	3,263,741

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	311,302,098	308,158,498
	21	Total liabilities (Part X, line 26)	322,444,543	317,250,457
	22	Net assets or fund balances Subtract line 21 from line 20	-11,142,445	-9,091,959

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

****** | 2012-03-05
Signature of officer | Date

RICHARD T CARTER CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶ ☐	PTIN
BERNADETTE O'TOOLECPA	BERNADETTE O'TOOLECPA			

Firm's name ▶ CLIFTONLARSONALLEN LLP | Firm's EIN ▶

Firm's address ▶ 610 WGERMANTOWN PIKESTE 400 PLYMOUTH MTG, PA 19462 | Phone no ▶ (215) 643-3900

May the IRS discuss this return with the preparer shown above? (see instructions) ☑ Yes ☐ No

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . ☑

1 Briefly describe the organization's mission

THE MISSION OF GOODWIN HOUSE INCORPORATED IS TO SUPPORT, HONOR AND UPLIFT THE LIVES OF OLDER ADULTS AND THE PEOPLE WHO CARE FOR THEM THROUGH A FAITH-BASED, NONPROFIT ORGANIZATION AFFILIATED WITH THE EPISCOPAL CHURCH

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 55,744,637 including grants of $) (Revenue $ 57,447,982)

THE PRIMARY EXEMPT PURPOSE OF GHI IS ACHIEVED THROUGH THE PROVISION OF A CONTINUUM OF CARE AND SERVICE FOR OLDER ADULTS AT TWO CONTINUING CARE RETIREMENT COMMUNITIES (CCRCS) -- GOODWIN HOUSE ALEXANDRIA IN ALEXANDRIA, VIRGINIA, AND GOODWIN HOUSE BAILEY'S CROSSROADS IN FALLS CHURCH, VIRGINIA A CONTINUING CARE RETIREMENT COMMUNITY PROVIDES LIFE-LONG CARE IN A CONTINUUM OF HOUSING, SERVICES, AND HEALTH CARE TO OLDER ADULTS IN FISCAL YEAR 2011, GHI SERVED MORE THAN 1,000 OLDER ADULTS RANGING FROM 65 TO 103 YEARS OF AGE THE CCRC CONTINUUM IS PROVIDED AT GOODWIN HOUSE ALEXANDRIA AND GOODWIN HOUSE BAILEY'S CROSSROADS THROUGH RESIDENTIAL LIVING (603 APARTMENTS), ASSISTED LIVING (84APARTMENTS), MEMORY SUPPORT HOUSEHOLDS FOR RESIDENTS WITH DEMENTIA AND ALZHEIMER'S DISEASE (28 DWELLINGS), AND NURSING AND REHABILITATIVE CARE (137 PERSON CAPACITY) A SIGNIFICANT EXPANSION AT GOODWIN HOUSE BAILEY'S CROSSROADS WAS COMPLETED IN 2010, INCLUDING A NEW HEALTH, WELLNESS, AND MEMORY SUPPORT CENTER AND 106 NEW RESIDENTIAL LIVING APARTMENT RESIDENCES GHI CELEBRATED ITS 56TH ANNIVERSARY AS A NON-PROFIT CORPORATION IN FISCAL YEAR 2011 GOODWIN HOUSE ALEXANDRIA HAS BEEN IN SERVICE TO OLDER ADULTS FOR 44 YEARS AND GOODWIN HOUSE BAILEY'S CROSSROADS FOR 24 YEARS BOTH COMMUNITIES HAVE ACHIEVED FULL FIVE-YEAR RE-ACCREDITATION BY CCAC-CARF, THE CONTINUING CARE ACCREDITATION COMMISSION-COMMISSION ON ACCREDITATION OF REHABILITATION FACILITIES, A NATIONALLY RECOGNIZED ACCREDITATION BODY GHI AND ITS SUBSIDIARY CORPORATIONS ARE EACH GOVERNED BY A VOLUNTEER, COMMUNITY-BASED BOARD OF TRUSTEES OR BOARD OF DIRECTORS GOODWIN HOUSE HOME CARE PROVIDES COMPANION AND LIVING SUPPORT SERVICES TAILORED TO MEET RESIDENT NEEDS ELDER CARE MANAGEMENT, PERSONAL CARE, LAUNDRY, PERSONAL ESCORTS TO APPOINTMENTS, COMPANION SERVICES, SHOPPING, AND SOCIALIZATION ARE SOME OF THE SERVICES FROM THE GOODWIN HOUSE HOME CARE TEAM APPROXIMATELY 38,883 HOURS OF SERVICE WERE PROVIDED IN FISCAL YEAR 2011 BY 15 FULL-TIME CERTIFIED NURSING ASSISTANTS VALET LAUNDRY SERVICES WERE PROVIDED BY ONE FULL-TIME HOMEMAKER AND ONE PART-TIME HOMEMAKER GOODWIN HOUSE HOSPICE PROVIDES COMPASSIONATE AND PALLIATIVE CARE TO RESIDENTS AND EMOTIONAL SUPPORT TO THEIR FAMILIES, WITH A MISSION OF ASSURING THAT DEATH OCCURS PAIN-FREE AND WITH DIGNITY, AND THAT THE FAMILIES OF HOSPICE RESIDENTS ARE SUPPORTED DURING AND AFTER THE DEATH OF THEIR LOVED ONES GOODWIN HOUSE HOSPICE PROVIDED 3,902 HOSPICE SERVICE DAYS TO 70 RESIDENTS IN FISCAL YEAR 2011 AND ADDITIONALLY PROVIDED INFORMATION AND SUPPORT TO SEVEN FAMILIES OF NON-HOSPICE RESIDENTS GOODWIN HOUSE HOSPICE HAS PROVIDED HOSPICE SERVICE TO 548 RESIDENTS IN 13 YEARS OF SERVICE GOODWIN HOUSE COMMUNITY SERVICES GHI SERVES AN ADDITIONAL 174 OLDER ADULTS THROUGH GOODWIN HOUSE COMMUNITY SERVICES, A SUBSIDIARY CORPORATION WHICH PROVIDES MANAGEMENT SERVICES TO A SISTER NON-PROFIT CORPORATION THAT PROVIDES HOUSING TO LOW AND MODERATE INCOME SENIORS IN NORTHERN VIRGINIA GHI PROVIDES SUPPORT TO THE MANAGEMENT TEAM AND BOARD IN THE AREAS OF FINANCIAL OVERSIGHT, BOOKKEEPING AND PAYROLL, FINANCIAL REPORTING, RESIDENT SERVICES, HUMAN RESOURCE MANAGEMENT, FACILITY MANAGEMENT, AND STRATEGIC PLANNING CLINICAL PASTORAL EDUCATION GHI EXTENDS ITS CHARITABLE PURPOSE THROUGH ITS NATIONALLY ACCREDITED CLINICAL PASTORAL EDUCATION PROGRAM, WHICH IN 13 YEARS HAS TRAINED MORE THAN 160 STUDENTS FROM ACROSS THE U S AND OVERSEAS IN PASTORAL CARE WITH OLDER ADULTS, AND SERVES AS A TRAINING PROGRAM FOR STUDENTS FROM A VARIETY OF REGIONAL THEOLOGICAL SEMINARIES GHI IS ONE OF A SMALL NUMBER OF CONTINUING CARE RETIREMENT COMMUNITIES TO OFFER A FULLY ACCREDITED CLINICAL PASTORAL EDUCATION PROGRAM AND FURTHER, TO LINK THAT PROGRAM WITH ITS GOODWIN HOUSE HOSPICE PROGRAM

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

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

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

4e **Total program service expenses** ▶$ 55,744,637

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9	Yes	
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		No
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☐ **Yes** ☑ **No**			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a 128			
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b 0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a 871			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		No
b	If "Yes," enter the name of the foreign country ▶ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .		5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?		6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .		7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		14b		

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a** 16			
b	Enter the number of voting members included in line 1a, above, who are independent	**1b** 16			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		**2**		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		**4**		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		**5**		No
6	Does the organization have members or stockholders?		**6**		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		**7a**	Yes	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		**7b**		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?		**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		**9**		No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶

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

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

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

RICHARD T CARTER CFO
4800 FILLMORE AVENUE
ALEXANDRIA, VA 22311
(703) 824-1355

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

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) BETTY ARBUCKLE TRUSTEE	1 00	X						0	0	0
(2) MARY L HIX TREASURER	1 00	X		X				0	0	0
(3) J ROBERT MCALLISTERIII TRUSTEE	1 00	X						0	0	0
(4) ELIZA SAUNDERS TRUSTEE	1 00	X						0	0	0
(5) CHARLES H SMITH TRUSTEE	1 00	X						0	0	0
(6) ROBERT L WHITTLE CHAIRMAN	1 00	X		X				0	0	0
(7) DONALD R CALLOWAY JR TRUSTEE	1 00	X						0	0	0
(8) DEBORAH K FORBES TRUSTEE	1 00	X						0	0	0
(9) MELINDA BASKIN HUDSON SECRETARY	1 00	X		X				0	0	0
(10) HOWARD I MELTON JR TRUSTEE	1 00	X						0	0	0
(11) JANET S HANSEN TRUSTEE	1 00	X						0	0	0
(12) HBW SCHROEDER TRUSTEE	1 00	X						0	0	0
(13) REV CANON R SULLIVAN TRUSTEE	1 00	X						0	0	0
(14) ROBERT WALLACE TRUSTEE	1 00	X						0	0	0
(15) MARTHA WILCOX TRUSTEE	1 00	X						0	0	0
(16) S WESLEY TEAGUE III VICE CHAIRMAN	1 00	X		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 (describe hours for related organizations in Schedule O)	(C) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
(17) KATHLEEN S ANDERSON PRESIDENT/CEO	40 00			X				333,834	0	61,986
(18) RICHARD T CARTER CFO	40 00			X				193,600	0	20,075
(19) LINDSAY ROBINSON ASST SECRETARY/EXECU ASSI	40 00			X				62,241	0	9,619
(20) W JEAN HIGGINS ASST SECRETARY/CONTROLLER	40 00			X				101,614	0	12,871
(21) LINDA LATEANA EXECUTIVE DIRECTOR - GHBC	40 00			X				178,676	0	18,200
(22) HARRY W BALDWIN III EXEUCTIVE DIRECTOR - GHA	40 00			X				173,745	0	17,948
(23) JEANNE JACOB EXECUTIVE DIRECTOR FOR FOUNDATION	40 00				X			174,222	0	17,923
(24) COLLEEN RYAN MALLON DIRECTOR OF MARKETING	40 00					X		177,858	0	18,252
(25) FRANCES B CASEY DIRECTOR OF HR	40 00					X		148,177	0	15,873
(26) JOANN GARCIA DIRECTOR OF NURSING-GHA	40 00					X		109,126	0	13,453
(27) KAREN B DOYLE DIRECTOR OF NURSING - GHBC	40 00					X		106,132	0	13,235

		(D)	(E)	(F)
1b	**Sub-Total** . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . ▶	1,759,225	0	219,435

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶10

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
MORRISON MANAGEMENT SPECIALISTS P O BOX 102289 ATLANTA, GA 30368	MANAGEMENT OF FOOD SERVICE	4,189,625
FLAGSHIP REHABILITATION SERVICES 175 BALTIMORE ST CUMBERLAND, MD 21502	REHABILITATION SERVICES	1,469,546
CYPRESS CONTRACTING LLC 45975 NOKES BLVD 015 STERLING, VA 20166	GENERAL BUILDING CONTRACTOR	1,028,451
NEIGHBORCARE-VIRGINIA 4315 WALNEY RD SUITE 200 CHANTILLY, VA 20151	PHARMACY SERVICES	706,353
STEDMAN HOUSE 201 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	INTERIOR DESIGN SERVICES	509,249

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶18

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts						
1a	Federated campaigns . . 1a					
b	Membership dues 1b					
c	Fundraising events 1c					
d	Related organizations . . . 1d	887,016				
e	Government grants (contributions) 1e					
f	All other contributions, gifts, grants, and similar amounts not included above 1f	10,597				
g	Noncash contributions included in lines 1a-1f $					
h	**Total.** Add lines 1a-1f		897,613			
Program Service Revenue		Business Code				
2a	MONTHLY FEES	623000	30,963,059	30,963,059		
b	ENTRANCE FEES EARNED	623000	17,656,403	17,656,403		
c	HEALTH CARE SERVICES	623000	7,997,936	7,997,936		
d	RESIDENT & OTHER SVCS	623000	1,454,706			1,454,706
e						
f	All other program service revenue					
g	**Total.** Add lines 2a–2f		58,072,104			
Other Revenue						
3	Investment income (including dividends, interest and other similar amounts)		1,648,977			1,648,977
4	Income from investment of tax-exempt bond proceeds . .					
5	Royalties					
6a	Gross Rents	(i) Real: 21,490; (ii) Personal:				
b	Less rental expenses	(i) Real: ; (ii) Personal:				
c	Rental income or (loss)	(i) Real: 21,490; (ii) Personal:				
d	Net rental income or (loss)		21,490			21,490
7a	Gross amount from sales of assets other than inventory	(i) Securities: 185,518; (ii) Other: 10,209,271				
b	Less cost or other basis and sales expenses	(i) Securities: 176,326; (ii) Other: 8,639,428				
c	Gain or (loss)	(i) Securities: 9,192; (ii) Other: 1,569,843				
d	Net gain or (loss)		1,579,035			1,579,035
8a	Gross income from fundraising events (not including $ ____ of contributions reported on line 1c) See Part IV, line 18 . . . a					
b	Less direct expenses . . . b					
c	Net income or (loss) from fundraising events . .					
9a	Gross income from gaming activities See Part IV, line 19 . a					
b	Less direct expenses . . . . b					
c	Net income or (loss) from gaming activities . . .					
10a	Gross sales of inventory, less returns and allowances . a					
b	Less cost of goods sold . . b					
c	Net income or (loss) from sales of inventory . .					
	Miscellaneous Revenue	Business Code				
11a	GAIN ON ALT INVESTMEN	623000	830,584	830,584		
b						
c						
d	All other revenue					
e	**Total.** Add lines 11a–11d		830,584			
12	**Total revenue.** See Instructions . . .		63,049,803	57,447,982	0	4,704,208

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,719,097		1,719,097	
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	20,195,661	19,636,456	559,205	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,075,674	949,372	126,302	
9 Other employee benefits	2,228,113	2,085,602	142,511	
10 Payroll taxes	1,599,040	1,469,424	129,616	
11 Fees for services (non-employees)				
a Management	4,702,365	4,702,365		
b Legal	47,861		47,861	
c Accounting	69,487		69,487	
d Lobbying				
e Professional fundraising services *See Part IV, line 17* . .				
f Investment management fees	159,170		159,170	
g Other	2,381,490	2,381,490		
12 Advertising and promotion	145,601		145,601	
13 Office expenses	2,087,450	1,725,330	362,120	
14 Information technology	34,351	34,351		
15 Royalties . .				
16 Occupancy	2,393,879	2,393,879		
17 Travel	31,243	20,307	10,936	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	57,623	47,948	9,675	
20 Interest	8,114,627	8,114,627		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	10,504,696	10,504,696		
23 Insurance	427,490		427,490	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a EQUIPMENT RENTAL/MAINTE	0			
b PHARMACY AND MEDICAL SU	913,407	913,407		
c APARTMENT RENOVATION	251,788	251,788		
d LAUNDRY & UNIFORMS	157,470	157,470		
e				
f All other expenses	488,479	356,125	132,354	
25 **Total functional expenses.** Add lines 1 through 24f	59,786,062	55,744,637	4,041,425	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		18,260,563	2	21,016,870
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		2,152,360	4	2,526,796
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		148,401	8	71,648
	9	Prepaid expenses and deferred charges		726,119	9	631,795
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 261,171,283			
	b	Less accumulated depreciation	10b 87,860,498	177,113,156	10c	173,310,785
	11	Investments—publicly traded securities		82,596,407	11	51,878,220
	12	Investments—other securities See Part IV, line 11		11,304,538	12	41,264,383
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		19,000,554	15	17,458,001
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		311,302,098	16	308,158,498
Liabilities	17	Accounts payable and accrued expenses		4,801,928	17	5,059,065
	18	Grants payable			18	
	19	Deferred revenue		124,613,739	19	120,600,726
	20	Tax-exempt bond liabilities		185,302,948	20	175,090,470
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	10,085,139
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		7,725,928	25	6,415,057
	26	**Total liabilities.** Add lines 17 through 25		322,444,543	26	317,250,457
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		-11,272,672	27	-9,226,180
	28	Temporarily restricted net assets		130,227	28	134,221
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		-11,142,445	33	-9,091,959
	34	Total liabilities and net assets/fund balances		311,302,098	34	308,158,498

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	63,049,803
2	Total expenses (must equal Part IX, column (A), line 25)	2	59,786,062
3	Revenue less expenses Subtract line 2 from line 1	3	3,263,741
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	-11,142,445
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,213,254
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-9,091,959

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization’s financial statements compiled or reviewed by an independent accountant? . .	2a		No
b	Were the organization’s financial statements audited by an independent accountant?	2b	Yes	
c	If “Yes,” to 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	2c	Yes	
d	If “Yes” to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If “Yes,” did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number
54-0623670

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☑ An organization that normally receives (1) more than 331/3% 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 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?	**11g(i)**		
(ii) a family member of a person described in (i) above?	**11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

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

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(see instructions)**)	**(iv)** Is the organization in col (i) listed in your governing document? Yes	No	**(v)** Did you notify the organization in col (i) of your support? Yes	No	**(vi)** Is the organization in col (i) organized in the U S ? Yes	No	**(vii)** Amount of support
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) **12**

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

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f)) **14**

15 Public Support Percentage for 2009 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support test—2009.** If the organization did not check the 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—2010.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

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

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	55,530	19,797	15,180	16,421	897,613	1,004,541
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	40,752,638	41,650,191	45,062,682	46,699,269	56,617,398	230,782,178
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	40,808,168	41,669,988	45,077,862	46,715,690	57,515,011	231,786,719
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 **Public Support** (Subtract line 7c from line 6)						231,786,719

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	40,808,168	41,669,988	45,077,862	46,715,690	57,515,011	231,786,719
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,872,296	2,197,225	2,821,940	1,507,579	1,648,977	10,048,017
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	1,872,296	2,197,225	2,821,940	1,507,579	1,648,977	10,048,017
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)					21,490	21,490
13 **Total support** (Add lines 9, 10c, 11 and 12)	42,680,464	43,867,213	47,899,802	48,223,269	59,185,478	241,856,226

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	95 840 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	94 660 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2010** (line 10c column (f) divided by line 13 column (f))	17	4 150 %
18 Investment income percentage from **2009** Schedule A, Part III, line 17	18	5 340 %

19a **33 1/3% support tests—2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% support tests—2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

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

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number
54-0623670

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
- ☐ Preservation of land for public use (e g , recreation or pleasure)
- ☐ Preservation of an historically importantly land area
- ☐ Protection of natural habitat
- ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

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

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

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

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

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

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

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

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

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

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

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

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

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

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

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

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

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

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

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

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

		(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a	Beginning of year balance					
b	Contributions					
c	Investment earnings or 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 year end balance held as

a Board designated or quasi-endowment ▶

b Permanent endowment ▶

c Term endowment ▶

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,590,852		3,590,852
b Buildings		235,888,587	71,181,534	164,707,053
c Leasehold improvements				
d Equipment		21,691,844	16,678,964	5,012,880
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				173,310,785

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other (A) CASH AND CASH EQUIVALENTS	31,882,206	F
(B) PARTNERSHIPS	9,382,177	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	41,264,383	

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

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

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

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	65,670
(2) ASSETS LIMITED AS TO USE	13,438,103
(3) DEFERRED FINANCING COSTS	2,768,013
(4) DEFERRED MARKETING COSTS	1,186,215
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	17,458,001

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
ACCRUED INTEREST	3,562,236
ASSET RETIREMENT OBLIGATION	210,407
FAIR VALUE OF INTEREST RATE SWAP	2,642,414
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	6,415,057

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	63,049,803
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	59,786,062
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	3,263,741
4	Net unrealized gains (losses) on investments	4	-535,006
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-678,248
9	Total adjustments (net) Add lines 4 - 8	9	-1,213,254
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	2,050,487

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

1	Total revenue, gains, and other support per audited financial statements			1	61,836,549
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-535,006		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	-678,248		
e	Add lines **2a** through **2d**			2e	-1,213,254
3	Subtract line **2e** from line **1**			3	63,049,803
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	63,049,803

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

1	Total expenses and losses per audited financial statements			1	59,786,062
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	0
3	Subtract line **2e** from line **1**			3	59,786,062
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	59,786,062

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
	PART IV, LINE 2B	THE ORGANIZATION HAS BEEN HOLDING RESERVATION DEPOSITS RECEIVED FROM PROSPECTIVE RESIDENTS THAT ARE FULLY REFUNDABLE UNTIL THEY SIGN A RESIDENT AGREEMENT, AT WHICH TIME THE DEPOSITS ARE APPLIED TOWARD THE RESIDENTS' ENTRANCE FEE THE BALANCE WAS $10,085,139 FOR YEAR ENDED SEPTEMBER 30 OF 2011
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	GHI AND THE FOUNDATION ARE NOT-FOR-PROFIT CORPORATIONS AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO SECTION 501(A) OF THE INTERNAL REVENUE CODE GHCS IS A FOR-PROFIT CORPORATION THE CORPORATION FOLLOWS THE PROVISIONS OF THE INCOME TAX STANDARD REGARDING THE RECOGNITION AND MEASUREMENT OF UNCERTAIN TAX POSITIONS THE APPLICATION OF THESE PROVISIONS HAS NO IMPACT ON THE CORPORATION'S FINANCIAL STATEMENTS THE CORPORATIONS' INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES NEITHER GHI NOR THE FOUNDATION ARE AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS OR OF ANY ACTIVITIES THAT ARE SUBJECT TO TAX ON UNRELATED BUSINESS INCOME, EXCISE, OR OTHER TAXES THE TAX RETURNS FOR THE YEARS 2008 TO 2010 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES THE CORPORATION HAS IMPLEMENTED PROCESSES TO ENSURE CORPORATE COMPLIANCE WITH THE INTERNAL REVENUE SERVICE INTERMEDIATE SANCTIONS PROVISION THESE PROCESSES INCLUDE RETENTION BY THE BOARD OF TRUSTEES OF AN UNBIASED THIRD PARTY CONSULTANT TO REVIEW EXECUTIVE COMPENSATION PRACTICES, ANNUAL REVIEW BY THE BOARD COMPENSATION COMMITTEE OF EXECUTIVE TEAM COMPENSATION, AND ANNUAL REVIEW BY THE BOARD OF TRUSTEES OF THE PERFORMANCE AND COMPENSATION OF THE CORPORATION'S PRESIDENT AND CHIEF EXECUTIVE OFFICER THE BOARD ENGAGES IN PERIODIC CORPORATE COMPLIANCE EDUCATION, HAS ADOPTED AND REVIEWS AT LEAST ANNUALLY A WRITTEN CORPORATE COMPLIANCE PROGRAM AND CODE OF CONDUCT, AND HAS A DETAILED CONFLICT OF INTEREST POLICY
PART XI, LINE 8 - OTHER ADJUSTMENTS		NET UNREALIZED LOSS ON OTHER THAN TRADING SECURITIES -844,446 CHANGE IN FAIR VALUE OF INTEREST RATE SWAP 166,198
PART XII, LINE 2D - OTHER ADJUSTMENTS		NET UNREALIZED LOSS ON INVESTMENTS OTHER THAN TRADING SECURITIES -844,446 CHANGE IN FAIR VALUE OF INTEREST RATE SWAP 166,198

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number
54-0623670

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☑ Independent compensation consultant ☑ Form 990 of other organizations ☑ Written employment contract ☑ Compensation survey or study ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**	Yes	
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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

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

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

(A) Name		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
(1) KATHLEEN S ANDERSON	(i)	280,015	37,319	16,500	53,848	8,138	395,820	0
	(ii)	0	0	0	0	0	0	0
(2) RICHARD T CARTER	(i)	180,125	9,446	4,029	13,270	6,805	213,675	0
	(ii)	0	0	0	0	0	0	0
(3) LINDA LATEANA	(i)	151,073	17,603	10,000	11,750	6,450	196,876	0
	(ii)	0	0	0	0	0	0	0
(4) HARRY W BALDWIN III	(i)	147,413	16,332	10,000	11,462	6,486	191,693	0
	(ii)	0	0	0	0	0	0	0
(5) JEANNE JACOB	(i)	147,039	17,183	10,000	11,495	6,428	192,145	0
	(ii)	0	0	0	0	0	0	0
(6) COLLEEN RYAN MALLON	(i)	150,786	17,072	10,000	11,750	6,502	196,110	0
	(ii)	0	0	0	0	0	0	0
(7) FRANCES B CASEY	(i)	123,705	14,472	10,000	9,672	6,201	164,050	0
	(ii)	0	0	0	0	0	0	0
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINES 4A-B	PART I, LINES 4A-B MARVIN L OGBURN - RECEIVED SEVERANCE PAYMENT OF $10,000 KATHY ANDERSON RECEIVES DISTRIBUTIONS FROM THE 457(F) PLAN EACH YEAR, AMOUNT RECEIVED THIS YEAR IS $22,481 18
	PART I, LINE 5	THE ORGANIZATION HAS IN PLACE A SUPPLEMENTAL COMPENSATION PLAN FOR ITS EXECUTIVE LEADERSHIP TEAM AWARDS MADE UNDER THIS PLAN ARE BASED ON THE ATTAINMENT OF A NUMBER OF ORGANIZATIONAL GOALS, BOTH QUANTITATIVE AND QUALITATIVE AMONG THESE GOALS ARE FINANCIAL TARGETS RELATED TO THE ACHIEVEMENT OF PLANNED LEVELS OF MANAGEMENT-CONTROLLABLE REVENUES AND EXPENSES

Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number
54-0623670

Part I Bond Issues

	(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased Yes	(g) Defeased No	(h) On Behalf of Issuer Yes	(h) On Behalf of Issuer No	(i) Pool financing Yes	(i) Pool financing No
A	ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY	52-1381432	015312DB4	03-09-2005	53,290,000	CONSTRUCTION AND RENOVATION AT GHA		X		X		X
B	FARIFAX COUNTY ECONOMIC DEVELOPMENT AUTHORITY	54-0787833	303826AN1	05-31-2007	145,526,692	CONSTRUCTION AND RENOVATION AT GHBC		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	53,290,000	145,526,692		
4	Gross proceeds in reserve funds	9,246,897	9,246,897		
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrow	45,812,130	11,003,755		
7	Issuance costs from proceeds	809,708	2,772,698		
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	5,808,380	122,502,842		
11	Other spent proceeds				
12	Other unspent proceeds	859,782	500		
13	Year of substantial completion	2006	2009		

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
14	Were the bonds issued as part of a current refunding issue?	X		X					
15	Were the bonds issued as part of an advance refunding issue?		X		X				
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

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

Part III Private Business Use *(Continued)*

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
3a	Are there any management or service contracts that may result in private business use?		X		X				
b	Are there any research agreements that may result in private business use of bond-financed property?		X		X				
c	Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X					

Part IV Arbitrage

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X					
2	Is the bond issue a variable rate issue?	X		X					
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X				
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X		X				
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X		X				
6	Did the bond issue qualify for an exception to rebate?		X		X				

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493067004112

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number
54-0623670

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A		THE BOARD OF TRUSTEES OF VIRGINIA DIOCESAN HOMES IS EMPOWERED BY THE BOARD OF TRUSTEES OF GOODWIN HOUSE INCORPORATED TO APPROVE NOMINEES TO THE BOARD OF TRUSTEES OF GOODWIN HOUSE INCORPORATED

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		THE JOINT AUDIT COMMITTEE AND THE GOVERNANCE COMMITTEE, A STANDING COMMITTES OF THE BOARD OF TRUSTEES, COMPLETE IN JANUARY A COMPREHENSIVE AND INTERACTIVE REVIEW OF THE FINAL DRAFT FORM 990 AFTER THE FORM 990 HAS BEEN REVIEWED BY MANAGEMENT SUBSEQUENT TO REVIEW BY THE JOINT AUDIT AND GOVERNANCE COMMITTEES AND PRIOR TO FILING IN MID-FEBRUARY, THE FORM 990 IS DISTRIBUTED ELECTRONICALLY TO ALL BOARD MEMEBERS OF THE GOVERNING BOARD FOR THEIR REVIEW AND COMMENT

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION'S CONFLICT OF INTEREST POLICY AND CODE OF CONDUCT ARE INCLUDED IN ITS WRITTEN CORPORATE COMPLIANCE POLICY ALL MEMBERS OF THE GOVERNING BODY AND ALL MEMBERS OF STAFF ARE EXPECTED TO KNOW AND ABIDE BY THE CORPORATE COMPLIANCE POLICY EACH MEMBER OF THE GOVERNING BODY AND EACH MEMBER OF THE EXECUTIVE TEAM COMPLETES AN ANNUAL CONFLICT OF INTEREST STATEMENT SHOULD A POTENTIAL CONFLICT EXIST WITH AN ENTITY WHICH THE ORGANIZATION IS NOT CURRENTLY DOING BUSINESS, THE PERSON WITH THE CONFLICT WOULD BE EXPECTED TO DISCLOSE IT PRIOR TO ANY PROPOSED TRANSACTIONS, AND TO ABSENT HIM/HERSELF FROM DISCUSSION AND FROM VOTING ON SUCH PROPOSED TRANSACTION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE ORGANIZATION USES AN INDEPENDENT COMPENSATION CONSULTANT, COMPARATIVE COMPENSATION STUDIES, AND THE FORM 990 OF OTHER ORGANIZATIONS TO ESTABLISH COMPENSATION FOR OFFICERS AND KEY EMPLOYEES COMPENSATION IS APPROVED BY THE BOARD COMPENSATION COMMITTEE AND THE BOARD OF TRUSTEES THE BOARD COMPENSATION COMMITTEE CONDUCTS ANNUAL REVIEW OF THE EXECUTIVE TEAM COMPENSATION AND THE FULL BOARD OF TRUSTEES CONDUCTS ANNUAL REVIEW OF THE PERFORMANCE AND COMPENSATION OF THE PRESIDENT AND CEO THIS PROCESS WAS LAST UNDERTAKEN TO ESTABLISH THE COMPENSATION FOR THE PRESIDENT AND CEO, CFO, EXECUTIVE DIRECTORS, CORPORATE DIRECTOR OF HUMAN RESOURCES AND CORPORATE DIRECTOR OF MARKETING IN 2011

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST AND FILES ITS FINANCIAL STATEMENTS QUARTERLY ON THE EMMA(ELECTRONIC MUNICIPAL MARKET ACCESS)WEBSITE

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -535,006 NET UNREALIZED LOSS ON OTHER THAN TRADING SECURITIES -844,446 CHANGE IN FAIR VALUE OF INTEREST RATE SWAP 166,198 TOTAL TO FORM 990, PART XI, LINE 5 -1,213,254

Identifier	Return Reference	Explanation
	FORM 990, PART XI, LINE 2C	THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number
54-0623670

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization Yes	No
(1) GOODWIN HOUSE FOUNDATION 4800 FILLMORE AVENUE ALEXANDRIA, VA 22311 54-1549749	TO BENEFIT, SUPPORT AND FOSTER THE OPERATIONS OF GOODWIN HOUSE INCORPORATED	VA	501(C)(3)	509(A)(3)	GOODWIN HOUSE INCORPORATED		No

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

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

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
(1) GOODWIN HOUSE COMMUNITY SERVICES 4800 FILLMORE AVENUE ALEXANDRIA, VA22311 54-2005465	MGMT SERVICES TO NON-PROFIT RETIREMENT COMMUNITIES	VA	N/A	C	2,782	25,032	100 000 %

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

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

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

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

(a) Name of other organization	**(b)** Transaction type(a-r)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1) GOODWIN HOUSE FOUNDATION	C	887,016	FAIR MARKET VALUE
(2) GOODWIN HOUSE FOUNDATION	P	356,933	FAIR MARKET VALUE
(3)			
(4)			
(5)			
(6)			

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) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproprtionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation