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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except 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

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 10-01-2011 and ending 09-30-2012

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

GOODWIN HOUSE FOUNDATION

Doing Business As

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

Room/suite

4800 FILLMORE AVENUE

City or town, state or country, and ZIP + 4

ALEXANDRIA, VA 22311

F Name and address of principal officer

KATHLEEN ANDERSON CEO

4800 FILLMORE AVENUE

ALEXANDRIA,VA 22311

D Employer identification number

54-1549749

E Telephone number

(703) 824-1355

G Gross receipts \$ 2,148,368

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 1992

M State of legal domicile VA

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO AID, STRENGTHEN, AND EXTEND THE WORK, SERVICES, AND OBJECTIVES OF GOODWIN HOUSE INCORPORATED		
	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	18
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	18
Revenue	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
	6	Total number of volunteers (estimate if necessary)	6	183
	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
	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	1,190,524	1,495,162
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0
Expenses	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	407,161	529,098
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	179,710	0
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,777,395	2,024,260
	14	Benefits paid to or for members (Part IX, column (A), line 4)	887,016	1,180,237
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0	0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	356,583
	b	Professional fundraising fees (Part IX, column (A), line 11e)	72,000	78,000
Net Assets or Fund Balances		Total fundraising expenses (Part IX, column (D), line 25) ☒ 194,905		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		
	18	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	596,778	234,765
	19	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,555,794	1,849,585
		Revenue less expenses Subtract line 18 from line 12	221,601	174,675
			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	11,674,609	12,856,573
	21	Total liabilities (Part X, line 26)	1,166,621	1,114,774
	22	Net assets or fund balances Subtract line 21 from line 20	10,507,988	11,741,799

Part II

Signature Block

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

Sign Here

Signature of officer

2013-02-07

Date

RICHARD T CARTER CFO

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

MICHAEL J SIEGEL

Date

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions)

P01587323

Firm's name (or yours if self-employed), address, and ZIP + 4

CLIFTONLARSONALLEN LLP

610 WEST GERMANTOWN PIKE SUITE 400

PLYMOUTH MEETING, PA 19462

EIN

41-0746749

Phone no

(215) 643-3900

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

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 THE GOODWIN HOUSE FOUNDATION IS TO GENERATE RESOURCES FOR GOODWIN HOUSE TO PROVIDE SUPPORT FOR CURRENT AND FUTURE RESIDENTS IN NEED AND TO FUND PROGRAMS AND ORGANIZATIONS DEDICATED TO SENIORS' WELL-BEING AND VIBRANT LIVING

2

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

Yes

No

If “Yes,” describe these new services on Schedule O

3

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

Yes

No

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 1,068,941 including grants of \$ 1,068,941) (Revenue \$ 0)

GOODWIN HOUSE FELLOWSHIP (RESIDENT FINANCIAL ASSISTANCE) PROGRAM -PROGRAM WHICH PROVIDES CONFIDENTIAL FINANCIAL ASSISTANCE TO SUPPORT RESIDENTS WHO HAVE OUTLIVED THEIR FINANCIAL RESOURCES, THE FELLOWSHIP PROGRAM ALSO SUPPORTS INDIVIDUALS WHO NEED FINANCIAL ASSISTANCE TO MOVE INTO A GOODWIN HOUSE COMMUNITY THE FELLOWSHIP PROGRAM IS AT THE HEART OF THE MISSION OF GOODWIN HOUSE AND MEETS THE NEEDS OF INDIVIDUALS WHO DO NOT QUALIFY FOR SUBSIDIZED HOUSING, BUT ALSO CANNOT AFFORD TO PAY THE FULL ENTRANCE OR MONTHLY FEES AT OTHER CONTINUING CARE RETIREMENT COMMUNITIES FELLOWSHIP PROGRAM SUPPORT ENABLES OLDER ADULTS IN NEED OF FINANCIAL SUPPORT TO LIVE WITH THE PEACE OF MIND THAT THEIR HOUSING, SERVICE, AND CARE NEEDS WILL BE MET IN FISCAL YEAR 2012, THE FOUNDATION GRANTED \$1,068,941 IN FELLOWSHIP ASSISTANCE TO GOODWIN HOUSE INCORPORATED FOR THE SUPPORT OF FELLOWSHIP RECIPIENTS 100% OF THE FELLOWSHIP PROGRAM EXPENSES FOR FISCAL YEAR 2012 WERE PROVIDED BY GOODWIN HOUSE FOUNDATION

4b

(Code) (Expenses \$ 111,296 including grants of \$ 111,296) (Revenue \$ 0)

GOODWIN HOUSE CLINICAL PASTORAL EDUCATION (CPE) PROGRAM-GOODWIN HOUSE FOUNDATION FINANCIALLY SUPPORTS THE GOODWIN HOUSE CPE PROGRAM, NOW IN ITS 14TH YEAR GOODWIN HOUSE INCORPORATED IS ONE OF ONLY A SMALL NUMBER OF CONTINUING CARE RETIREMENT COMMUNITIES TO HAVE A NATIONALLY ACCREDITED CPE PROGRAM THE GOODWIN HOUSE CPE PROGRAM BENEFITS STUDENTS EXPECTING TO WORK IN PARISH MINISTRY OR IN SPECIALIZED MINISTRY SETTINGS AND PROVIDES THEM WITH OPPORTUNITIES TO WORK WITH AND LEARN FROM OLDER ADULTS THROUGH THEIR INTERNSHIP AT THE GOODWIN HOUSE COMMUNITIES DURING A CPE TERM AT GOODWIN HOUSE, STUDENTS HAVE AN OPPORTUNITY TO DEVELOP PASTORAL SKILLS AND DEVELOP LONG-TERM RELATIONSHIPS AS ONE WOULD IN A MINISTRY SETTING THE STUDENTS FOCUS ON PASTORAL CARE AS WELL AS PERSONAL AND SPIRITUAL DEVELOPMENT A UNIQUE FEATURE OF THE GOODWIN HOUSE CPE PROGRAM GIVES STUDENTS AN OPPORTUNITY TO SERVE RESIDENTS WHO ARE RECEIVING CARE FROM GOODWIN HOUSE HOSPICE TO DATE, 177 STUDENTS FROM ACROSS THE UNITED STATES AND FROM OVERSEAS HAVE COMMENCED FROM THIS PROGRAM IN FISCAL YEAR 2012, THE GOODWIN HOUSE FOUNDATION PROVIDED \$111,296 TO UNDERWRITE THE GOODWIN HOUSE CPE PROGRAM

4c

(Code) (Expenses \$ 14,300 including grants of \$ 14,300) (Revenue \$ 0)

GOODWIN HOUSE FOUNDATION COMMUNITY MATCHING GIFT PROGRAM-THE MISSION OF GOODWIN HOUSE INCORPORATED INCLUDES A FOCUS ON IDENTIFYING AND SERVING, TO THE BEST OF OUR ABILITY, THE NEEDS OF OLDER ADULTS IN THE GREATER NORTHERN VIRGINIA REGION THE FOUNDATION'S COMMUNITY MATCHING GIFT PROGRAM IS A MEANS OF EXTENDING THE MISSION OF GOODWIN HOUSE INCORPORATED BY SUPPORTING LOCAL COMMUNITY ORGANIZATIONS THAT SERVE OLDER ADULTS IN THE REGIONS WHERE THE GOODWIN HOUSE COMMUNITIES SERVE THE GOODWIN HOUSE FOUNDATION COMMUNITY MATCHING GIFT PROGRAM SUPPORTS 11 LOCAL NONPROFIT ORGANIZATIONS THAT SERVE OLDER ADULTS WHO DO NOT LIVE IN A GOODWIN HOUSE COMMUNITY BY MATCHING GOODWIN HOUSE RESIDENT DONATIONS TO THESE ORGANIZATIONS UP TO \$1,000 PER DONOR, PER ORGANIZATION, PER YEAR PARTNER ORGANIZATIONS SUPPORTED IN FISCAL YEAR 2012 INCLUDED - ALEXANDRIANS INVOLVED ECUMENICALLY (ALIVE!)- FRIENDS OF THE ALEXANDRIA MENTAL HEALTH CENTER, GERIATRIC MENTAL HEALTH PROGRAM- ALZHEIMER'S FAMILY DAY CENTER- AMERICAN RED CROSS NATIONAL CAPITAL REGION- CULPEPPER GARDEN TOM FLOYD AGING WITH DIGNITY FUND- JEWISH COUNCIL FOR THE AGING IN NORTHERN VIRGINIA- MEALS ON WHEELS - (ALEXANDRIA VIA SENIOR SERVICES OF ALEXANDRIA AND FAIRFAX COUNTY VIA FAIRFAX COUNTY AGENCY ON AGING)- SENIOR SERVICES OF ALEXANDRIA - CATHOLIC CHARITIES ST MARTIN DE PORRES SENIOR CENTER- TALKING BOOK PROGRAM OF THE BEATLEY CENTRAL LIBRARY OF ALEXANDRIA - UNITED COMMUNITY MINISTRIESEACH YEAR, MONEY IS DONATED BY RESIDENTS TO THESE ORGANIZATIONS AND MATCHED DOLLAR-FOR-DOLLAR BY GOODWIN HOUSE FOUNDATION IN FISCAL YEAR 2012, GOODWIN HOUSE FOUNDATION MATCHED RESIDENTS' GIFTS FOR A TOTAL OF \$14,300

(Code) (Expenses \$ 287,142 including grants of \$ 0) (Revenue \$ 0)

HOSPICE PROGRAM OF GOODWIN HOUSE INCORPORATED-THE GOODWIN HOUSE HOSPICE PROGRAM WAS CREATED SO THAT GHI RESIDENTS WHO CHOOSE HOSPICE CARE CAN BE CARED FOR BY THE GOODWIN HOUSE STAFF THEY ALREADY KNOW AND UPON WHOM THEY RELY AT THE CENTER OF THIS PROGRAM IS THE BELIEF THAT EVERY INDIVIDUAL SHOULD BE ABLE TO DIE PAIN-FREE WITH DIGNITY AND THAT THEIR FAMILIES SHOULD RECEIVE THE SUPPORT NECESSARY TO ALLOW THE RESIDENT TO DO SO GIFTS MADE TO THE HOSPICE PROGRAM ARE USED TO PROVIDE PALLIATIVE CARE THAT IS NOT COVERED BY INSURANCE AS WELL AS SPECIAL HOSPICE EDUCATION FOR STAFF AND SUPPORT FOR RESIDENTS AND FAMILIES AS NEW AND INCREASINGLY EFFECTIVE HOSPICE TREATMENTS BECOME AVAILABLE, SUPPORT OF THIS PROGRAM IS VITAL TO GHI RESIDENTS IN FISCAL YEAR 2012, THE FOUNDATION RECEIVED \$10,800 IN GIFTS FOR THE HOSPICE PROGRAM QUALITY OF LIFE (QOL) PROGRAM-GOODWIN HOUSE FOUNDATION LAUNCHED AN INITIATIVE IN FISCAL YEAR 2010 TO HELP GOODWIN HOUSE RESIDENTS DEVELOP PROGRAMS THAT WOULD ENCOURAGE RESIDENT INTERACTION, EXPAND RESIDENT QUALITY OF LIFE, AND PROVIDE NEW ACTIVITIES AN INITIAL GIFT OF \$90,000 WAS RECEIVED FROM A RESIDENT COUPLE TO INITIATE THE QOL PROGRAM SINCE ITS INCEPTION, THE QOL PROGRAM HAS GRANTED \$59,811 FOR 34 NEW PROGRAMS WHICH INCLUDED DANCE FOR THOSE WITH PARKINSON DISEASE, OPERA LOVERS CLUB, ARTS THERAPY INTERN, END OF LIFE ISSUES PROGRAM SERIES, CONFERENCE ON ARTS AND AGING, KNIT FOR KIDS, COGNITIVE TRAINING COACH, DIGITAL COMMUNICATIONS COACH, AND OTHER PROGRAMS RUTH ANDERSON LEADERSHIP DEVELOPMENT PROGRAM-GOODWIN HOUSE INCORPORATED AND GOODWIN HOUSE FOUNDATION ARE COMMITTED TO PROVIDING FORMAL LEADERSHIP DEVELOPMENT OPPORTUNITIES FOR GHI EMERGING LEADERS TO ASSIST IN THEIR PROFESSIONAL GROWTH THESE EFFORTS BENEFIT GHI AND THE RESIDENTS WE SERVE, AND THEY BENEFIT THE FIELD OF NON-PROFIT SENIOR LIVING THE FOUNDATION RAISES FUNDS TO SUPPORT THESE EFFORTS, AND GHI IDENTIFIES EMPLOYEES WHO WILL BENEFIT FROM THESE OPPORTUNITIES THIS PROGRAM WAS INITIATED IN FISCAL YEAR 2010, WITH TWO MID-LEVEL MANAGERS BENEFITTING FROM THE FUNDS RAISED THROUGH TRAINING IN ACADEMIC YEAR 2010 THE FOUNDATION IS NOW RAISING FUNDS SPECIFICALLY TO SUPPORT EXPANSION OF THIS PROGRAM YOUNG AT ART PROGRAM-GOODWIN HOUSE FOUNDATION AND SENIOR SERVICES OF ALEXANDRIA, A SISTER NON-PROFIT ORGANIZATION AND ONE OF THE GOODWIN HOUSE FOUNDATION'S COMMUNITY MATCHING PARTNERS, CO-SPONSOR AN ANNUAL COMMUNITY-WIDE JURIED ART SHOW FOR ADULTS 55 YEARS OF AGE OR OLDER IN 2012, YOUNG AT ART CELEBRATED ITS 26TH ANNIVERSARY AND DISPLAYED MORE THAN 125 PIECES OF ART BY SENIOR ARTISTS AT THE DURANT ARTS CENTER IN THE CITY OF ALEXANDRIA THE FOUNDATION PROVIDES FINANCIAL SUPPORT AND EXTENSIVE IN-KIND STAFF SUPPORT TO THIS COMMUNITY PROGRAM GOODWIN HOUSE CALENDAR-FOR 15 YEARS, THE GOODWIN HOUSE FOUNDATION HAS PRODUCED A CALENDAR THAT HIGHLIGHTS THE BROAD RANGE OF GOODWIN HOUSE RESIDENTS' INTERESTS AND TALENTS THE CALENDAR IS PROVIDED FREE OF CHARGE TO RESIDENTS, THEIR FAMILIES, DONORS TO THE FOUNDATION, LOCAL CHURCHES TO USE AS GIFTS TO THEIR ELDERLY OR SHUT-IN MEMBERS, AND OTHER NONPROFIT ORGANIZATIONS IN THE COMMUNITY THAT ARE FRIENDS OF GOODWIN HOUSE THE CALENDAR IS JUST ONE OF MANY VEHICLES THAT GOODWIN HOUSE FOUNDATION USES TO REACH OUT TO THE NORTHERN VIRGINIAN COMMUNITY TO INCREASE THE VISIBILITY OF GOODWIN HOUSE AND SENIORS THROUGH GENERATING RESOURCES FOR THESE MANY PROGRAMS AND BRINGING ATTENTION TO THE NEEDS AND ISSUES FACING THE ELDERLY, GOODWIN HOUSE FOUNDATION HELPS TO STRENGTHEN THE MISSION OF GOODWIN HOUSE INCORPORATED-TO SUPPORT, HONOR, AND UPLIFT THE LIVES OF OLDER ADULTS AND THE PEOPLE WHO CARE FOR THEM

4d

Other program services (Describe in Schedule O)

(Expenses \$ 287,142 including grants of \$) (Revenue \$)

4e

Total program service expenses

\$ 1,481,679

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</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? <i>If "Yes," complete Schedule C, Part II.</i>	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? <i>If "Yes," complete Schedule C, Part III.</i>	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</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? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	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? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	Yes
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	No
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> 	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? <i>If "Yes," complete Schedule D, Part VIII.</i> 	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? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	No
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	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)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	Yes
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>	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 ? <i>If "Yes," complete Schedule F, Part II and IV.</i>	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 ? <i>If "Yes," complete Schedule F, Part III and IV.</i>	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? <i>If "Yes," complete Schedule G, Part I.</i> 	17	Yes
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> 	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> 	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

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

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

Form **990** (2011)

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	18		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	18
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	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed ▶ _____
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. 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 4800 FILLMORE AVENUE ALEXANDRIA, VA 223111379 (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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization’s **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) GANT REDMON CHAIRMAN	1 00	X		X				0	0	0
(2) JUDY M BRYAN VICE CHAIRMAN	1 00	X		X				0	0	0
(3) RICHARD K JUERGENS JR SECRETARY	1 00	X		X				0	0	0
(4) JOAN M RENNER TREASURER	1 00	X		X				0	0	0
(5) JOHN H KOMOROSKE DIRECTOR	1 00	X						0	0	0
(6) DAVID C CANFIELD DIRECTOR	1 00	X						0	0	0
(7) HOWARD I MELTON JR DIRECTOR	1 00	X						0	0	0
(8) REV A THEODORE EASTMAN DIRECTOR	1 00	X						0	0	0
(9) DONALD R CHIP CALLOWAY JR DIRECTOR	1 00	X						0	0	0
(10) JOAN F VOGEL DIRECTOR	1 00	X						0	0	0
(11) THOMAS C WEST DIRECTOR	1 00	X						0	0	0
(12) K CLARK CHILDERS DIRECTOR	1 00	X						0	0	0
(13) ROBERT L WHITTLE II DIRECTOR	1 00	X						0	0	0
(14) MARY M MYERS DIRECTOR	1 00	X						0	0	0
(15) DEBORAH FORBES DIRECTOR	1 00	X						0	0	0
(16) LINDSAY HUTTER DIRECTOR	1 00	X						0	0	0
(17) DONNAN C WINTERMUTE DIRECTOR	1 00	X						0	0	0

Part VII

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ROBERT C EIFFERT DIRECTOR	1 00	X						0	0	0
(19) DONALD F SIMPSON TREASURER(FORMER)	1 00	X						0	0	0
(20) KATHLEEN S ANDERSON GHI PRESIDENT AND CEO	40 00			X				0	367,545	8,219
(21) JEANNE G JACOB GHF EXECUTIVE DIRECTOR	40 00			X				0	176,957	6,710
(22) RICHARD T CARTER GHI CFO/ASSISTANT TREASURER	40 00			X				0	210,680	7,111
(23) MARCIA J SAUMWEBER ASSISTANT SECRETARY/DIR DEVELOPMENT	40 00			X				0	78,870	5,692
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								0	834,052	27,732

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶0

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

Section B. Independent Contractors

1

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

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

2

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,495,162			
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f			1,495,162		
Program Service Revenue	2a		Business Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		235,955		
4		Income from investment of tax-exempt bond proceeds . .					
5		Royalties					
6a		Gross rents	(i) Real (ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	417,251			
b		Less cost or other basis and sales expenses		117,827 6,281			
c		Gain or (loss)		299,424 -6,281			
d		Net gain or (loss)		293,143			293,143
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . .					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . .					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold . . .	b				
c		Net income or (loss) from sales of inventory . .					
	Miscellaneous Revenue	Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See Instructions			2,024,260	0	0	529,098

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)

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,180,237	1,180,237		
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
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	300,599	130,193	72,332	98,074
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	18,148	9,428	5,238	3,482
9	Other employee benefits	19,508	9,196	5,109	5,203
10	Payroll taxes	18,328	9,792	5,440	3,096
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	15,590		15,590	
d	Lobbying				
e	Professional fundraising See Part IV, line 17	78,000			78,000
f	Investment management fees	31,553		31,553	
g	Other	10,235	10,235		
12	Advertising and promotion				
13	Office expenses	78,974	43,472	29,220	6,282
14	Information technology				
15	Royalties				
16	Occupancy				
17	Travel	5,912	310	4,949	653
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	3,685		3,570	115
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
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	RESTRICTED PROGRAM SERV	71,901	71,901		
b	COMMUNITY OUTREACH/MATC	16,915	16,915		
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	1,849,585	1,481,679	173,001	194,905
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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			690,504	1	447,706
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			572,659	3	573,236
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a				
	b	Less: accumulated depreciation	10b			10c	
	11	Investments—publicly traded securities			8,547,187	11	9,439,666
	12	Investments—other securities. See Part IV, line 11			1,864,259	12	2,395,965
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11				15	
	16	Total assets. Add lines 1 through 15 (must equal line 34)			11,674,609	16	12,856,573
Liabilities	17	Accounts payable and accrued expenses			3,926	17	4,379
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			1,162,695	25	1,110,395
	26	Total liabilities. Add lines 17 through 25			1,166,621	26	1,114,774
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			7,643,564	27	8,912,362
	28	Temporarily restricted net assets			1,275,511	28	1,226,941
	29	Permanently restricted net assets			1,588,913	29	1,602,496
	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			10,507,988	33	11,741,799
	34	Total liabilities and net assets/fund balances			11,674,609	34	12,856,573

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,024,260
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,849,585
3	Revenue less expenses Subtract line 2 from line 1	3	174,675
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	10,507,988
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1,059,136
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	11,741,799

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?		No
b	Were the organization's financial statements audited by an independent accountant?	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	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?		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		

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

2011

Open to Public
Inspection

Name of the organization GOODWIN HOUSE FOUNDATION	Employer identification number 54-1549749
--	--

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 **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety Se**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?

(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)

No

(ii)

a family member of a person described in (i) above?

11g(ii)

No

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

11g(iii)

No

h

☐

Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) GOODWIN HOUSE INCORPORATED	540623670	9	Yes		Yes		Yes		1,180,237
Total									1,180,237

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2011

Part II

Support Schedule for Organizations Described in IRC 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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
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 2011 (line 6 column (f) divided by line 11 column (f))	14					
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15					
16a 33 1/3% support test—2011. 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—2010. 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—2011. 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—2010. 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 IIIPart III

Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2011. 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—2010. 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 explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
Attach to Form 990. See separate instructions.

Name of the organization
GOODWIN HOUSE FOUNDATION

Employer identification number
54-1549749

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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

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

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
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	1,588,912	1,576,822	1,562,297	1,547,185	
b Contributions	13,582	12,090	14,525	15,112	
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,602,494	1,588,912	1,576,822	1,562,297	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶ 100 000 %

c

Term endowment ▶

3a

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

(i) unrelated organizations

(ii) related organizations

3a(i)

☐

No

3a(ii)

☐

No

b

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

3b

☐

☐

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				0

Schedule D (Form 990) 2011

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	2,024,260
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	1,849,585
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	174,675
4	Net unrealized gains (losses) on investments	4	1,013,215
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	45,921
9	Total adjustments (net) Add lines 4 - 8	9	1,059,136
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,233,811

Part XII

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	2,105,168
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	248,833
e	Add lines 2a through 2d	2e	248,833
3	Subtract line 2e from line 1	3	1,856,335
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	167,925
c	Add lines 4a and 4b	4c	167,925
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	2,024,260

Part XIII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,849,585
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	1,849,585
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	1,849,585

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
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE FOUNDATION HAS BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE AS A NOT-FOR-PROFIT CORPORATION AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE) AND IS EXEMPT FROM FEDERAL INCOME TAXES ON RELATED INCOME PURSUANT TO SECTION 501(A) OF THE CODE. THE FOUNDATION'S INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES. THE FOUNDATION IS NOT AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX EXEMPT STATUS OR ANY ACTIVITIES THAT ARE SUBJECT TO TAX ON UNRELATED BUSINESS INCOME OR EXCISE OR OTHER TAXES. THE TAX RETURNS FOR THE YEARS 2009 TO 2011 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES. PART V, LINE 4- THE ENDOWMENT WAS PRINCIPALLY RESTRICTED TO SUPPORT THE PURPOSE OF THE FOUNDATION, WHICH IS TO EXCLUSIVELY BENEFIT, SUPPORT, AND FOSTER THE OPERATIONS AND FUNCTIONS, AND CARRY OUT THE OBJECTIVES OF GHI.
PART XI, LINE 8 - OTHER ADJUSTMENTS		CHANGE IN ANNUITY 45,921
PART XII, LINE 2D - OTHER ADJUSTMENTS		NET ASSETS RELEASED FROM RESTRICTIONS 202,912 CHANGE IN ANNUITY 45,921
PART XII, LINE 4B - OTHER ADJUSTMENTS		TEMPORARILY RESTRICTED CONTRIBUTIONS 154,342 PERMANENTLY RESTRICTED CONTRIBUTIONS 13,583

Open to Public Inspection

54-1549749

Part II Fundraising Events.

Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		(event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts			
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			()
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			

Part III Gaming.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor ☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No	
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			()
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

- 11

Does the organization operate gaming activities with nonmembers?

Yes

No
- 12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

Yes

No

13

Indicate the percentage of gaming activity operated in

a	The organization's facility	13a
b	An outside facility	13b

14

Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name

Address

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

Yes

No

b

If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$

c

If "Yes," enter name and address

Name

Address

16

Gaming manager information

Name

Gaming manager compensation \$

Description of services provided

Director/officer

Employee

Independent contractor

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

Yes

No

b

Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV

Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
GOODWIN HOUSE FOUNDATION

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
54-1549749

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) GOODWIN HOUSE INCORPORATED4800 FILLMORE AVENUE ALEXANDRIA,VA 22311	54-0623670	501(C)(3)	1,068,941				TO PROVIDE FINANCIAL ASSISTANCE TO RESIDENTS OF GOODWIN HOUSE INCORPORATED
(2) GOODWIN HOUSE INCORPORATED4800 FILLMORE AVENUE ALEXANDRIA,VA 22311	54-0623670	501(C)(3)	111,296				TO PROVIDE CLINICAL PASTORAL EDUCATION

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

1

3

Enter total number of other organizations listed in the line 1 table ▶

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE RECIPIENT OF GRANT FUNDS FROM GOODWIN HOUSE FOUNDATION IS GOODWIN HOUSE INCORPORATED, A RELATED PARTY WHICH HAS SHARED BOARD MEMBERS AND SHARES THE SAME PRESIDENT AND CEO

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization GOODWIN HOUSE FOUNDATION	Employer identification number 54-1549749
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Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
☐ 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)		
1b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		
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		
4a Receive a severance payment or change-of-control payment?		No
4b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
4c Participate in, or receive payment from, an equity-based compensation arrangement?		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		
5a The organization?		No
5b Any related organization?		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		
6a The organization?		No
6b Any related organization?		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		No
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

Part II

Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

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

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(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)	0	0	0	0	0	0	0
	(ii)	299,983	51,062	16,500	0	8,219	375,764	28,120
(2) JEANNE G JACOB	(i)	0	0	0	0	0	0	0
	(ii)	152,131	14,826	10,000	0	6,710	183,667	0
(3) RICHARD T CARTER	(i)	0	0	0	0	0	0	0
	(ii)	181,602	19,078	10,000	0	7,111	217,791	0

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, LINE 4B	KATHY ANDERSON RECEIVES DISTRIBUTION FROM THE 457(F) PLAN EACH YEAR, AMOUNT RECEIVED THIS YEAR IS \$28,120
SUPPLEMENTAL INFORMATION	PART III	THE COMPENSATION FOR THE PRESIDENT/CEO IS DETERMINED BY A RELATED PARTY, GOODWIN HOUSE INCORPORATED. THAT ORGANIZATION USES THE FOLLOWING METHODS TO DETERMINE THE PRESIDENT/CEO'S COMPENSATION: (1) COMPENSATION COMMITTEE, (2) INDEPENDENT COMPENSATION CONSULTANT, (3) FORM 990S OF OTHER ORGANIZATIONS, (4) WRITTEN EMPLOYMENT CONTRACT, (5) COMPENSATION SURVEY OR STUDY, AND (6) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.

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

2011

Open to Public Inspection

Name of the organization
GOODWIN HOUSE FOUNDATION

Employer identification number
54-1549749

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE SOLE MEMBER OF THE CORPORATION IS GOODWIN HOUSE INCORPORATED
	FORM 990, PART VI, SECTION A, LINE 7A	THE DIRECTORS OF GOODWIN HOUSE FOUNDATION SHALL BE ELECTED BY THE BOARD OF TRUSTEES OF GOODWIN HOUSE INCORPORATED DIRECTORS SERVE THREE-YEAR TERMS, WITH THE TERMS OF APPROXIMATELY ONE-THIRD OF SUCH DIRECTORS TO EXPIRE EACH YEAR
	FORM 990, PART VI, SECTION A, LINE 7B	THE BOARD OF TRUSTEES OF GOODWIN HOUSE INCORPORATED, THE SOLE MEMBER OF GOODWIN HOUSE FOUNDATION, HAS THE RIGHT TO ELECT THE DIRECTORS OF GOODWIN HOUSE FOUNDATION AND THE RIGHT TO APPROVE BY A VOTE OF TWO-THIRDS OF THE TRUSTEES THEN IN OFFICE A AMENDMENT TO THE ARTICLES OF INCORPORATION AND BYLAWS OF GOODWIN HOUSE FOUNDATION
	FORM 990, PART VI, SECTION B, LINE 11	THE JOINT AUDIT COMMITTEE, A STANDING COMMITTEE OF THE BOARD OF DIRECTORS, AND THE GHI GOVERNANCE COMMITTEE COMPLETE A COMPREHENSIVE AND INTERACTIVE REVIEW OF THE FINAL DRAFT FORM 990 AFTER THE FORM 990 HAS BEEN PREPARED 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 MEMBERS OF THE GOVERNING BODIES OF GOODWIN HOUSE FOUNDATION AND GOODWIN HOUSE INCORPORATED FOR THEIR REVIEW AND COMMENT
	FORM 990, PART VI, SECTION B, LINE 12C	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 FOVERNING 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 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
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST
	FORM 990, PART VII, LINE 1A	RICHARD T. CARTER AND KATHLEEN ANDERSON EACH SERVE GHF AND ITS RELATED ORGANIZATIONS EACH INDIVIDUAL SPENDS APPROXIMATELY 40 HOURS PER WEEK HOWARD I. MELTON, JR, DONALD CALLOWAY, JR, ROBERT L. WHITTLE II, AND DEBORAH FORBES EACH SERVE GHF AND ITS RELATED ORGANIZATION EACH INDIVIDUAL SPENDS APPROXIMATELY 1 HOUR PER WEEK
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 1,013,215 CHANGE IN ANNUITY 45,921 TOTAL TO FORM 990, PART XI, LINE 5 1,059,136
	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

2011

Open to Public Inspection

Name of the organization
GOODWIN HOUSE FOUNDATION

Employer identification number
54-1549749

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 INCORPORATED 4800 FILLMORE AVENUE ALEXANDRIA, VA 22311 54-0623670	OPERATES TWO CONTINUING CARE RETIREMENT COMMUNITIES	VA	501(C)(3)	LINE 9	N/A		No
(2) CHARITABLE REMAINDER ANNUITY TRUST 8619 WESTWOOD CENTER DRIVE VIENNA, VA 22182 54-6098409	CHARITABLE REMAINDER ANNUITY TRUST	VA	501(C)(3)	LINE 9	N/A		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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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, VA 22311 54-2005465	MGMT SERVICES TO NON-PROFIT RETIREMENT COMMUNITIES	VA	GHI	C			
(2) GOODWIN HOUSE DEVELOPMENT CORPORATION 4800 FILLMORE AVENUE ALEXANDRIA, VA 22311 02-0595161	PURPOSE OF DEVELOPMENT OF SENIOR LIVING COMMUNITIES	VA	GHI	C			

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

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

a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Sale of assets to related organization(s)

g Purchase of assets from related organization(s)

h Exchange of assets with related organization(s)

i Lease of facilities, equipment, or other assets to related organization(s)

j Lease of facilities, equipment, or other assets from related organization(s)

k Performance of services or membership or fundraising solicitations for related organization(s)

l Performance of services or membership or fundraising solicitations by related organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n Sharing of paid employees with related organization(s)

o Reimbursement paid to related organization(s) for expenses

p Reimbursement paid by related organization(s) for expenses

q Other transfer of cash or property to related organization(s)

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

Yes

Yes

Yes

Yes

Yes

No

No

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)			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

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

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
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Additional Data

Software ID:
Software Version:
EIN: 54-1549749
Name: GOODWIN HOUSE FOUNDATION

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services			
(Code	) (Expenses \$	287,142	including grants of \$ 0) (Revenue \$ 0)
HOSPICE PROGRAM OF GOODWIN HOUSE INCORPORATED-THE GOODWIN HOUSE HOSPICE PROGRAM WAS CREATED SO THAT GHI RESIDENTS WHO CHOOSE HOSPICE CARE CAN BE CARED FOR BY THE GOODWIN HOUSE STAFF THEY ALREADY KNOW AND UPON WHOM THEY RELY AT THE CENTER OF THIS PROGRAM IS THE BELIEF THAT EVERY INDIVIDUAL SHOULD BE ABLE TO DIE PAIN-FREE WITH DIGNITY AND THAT THEIR FAMILIES SHOULD RECEIVE THE SUPPORT NECESSARY TO ALLOW THE RESIDENT TO DO SO GIFTS MADE TO THE HOSPICE PROGRAM ARE USED TO PROVIDE PALLIATIVE CARE THAT IS NOT COVERED BY INSURANCE AS WELL AS SPECIAL HOSPICE EDUCATION FOR STAFF AND SUPPORT FOR RESIDENTS AND FAMILIES AS NEW AND INCREASINGLY EFFECTIVE HOSPICE TREATMENTS BECOME AVAILABLE, SUPPORT OF THIS PROGRAM IS VITAL TO GHI RESIDENTS IN FISCAL YEAR 2012, THE FOUNDATION RECEIVED \$10,800 IN GIFTS FOR THE HOSPICE PROGRAM QUALITY OF LIFE (QOL) PROGRAM-GOODWIN HOUSE FOUNDATION LAUNCHED AN INITIATIVE IN FISCAL YEAR 2010 TO HELP GOODWIN HOUSE RESIDENTS DEVELOP PROGRAMS THAT WOULD ENCOURAGE RESIDENT INTERACTION, EXPAND RESIDENT QUALITY OF LIFE, AND PROVIDE NEW ACTIVITIES AN INITIAL GIFT OF \$90,000 WAS RECEIVED FROM A RESIDENT COUPLE TO INITIATE THE QOL PROGRAM SINCE ITS INCEPTION, THE QOL PROGRAM HAS GRANTED \$59,811 FOR 34 NEW PROGRAMS WHICH INCLUDED DANCE FOR THOSE WITH PARKINSON DISEASE, OPERA LOVERS CLUB, ARTS THERAPY INTERN, END OF LIFE ISSUES PROGRAM SERIES, CONFERENCE ON ARTS AND AGING, KNIT FOR KIDS, COGNITIVE TRAINING COACH, DIGITAL COMMUNICATIONS COACH, AND OTHER PROGRAMS RUTH ANDERSON LEADERSHIP DEVELOPMENT PROGRAM-GOODWIN HOUSE INCORPORATED AND GOODWIN HOUSE FOUNDATION ARE COMMITTED TO PROVIDING FORMAL LEADERSHIP DEVELOPMENT OPPORTUNITIES FOR GHI EMERGING LEADERS TO ASSIST IN THEIR PROFESSIONAL GROWTH THESE EFFORTS BENEFIT GHI AND THE RESIDENTS WE SERVE, AND THEY BENEFIT THE FIELD OF NON-PROFIT SENIOR LIVING THE FOUNDATION RAISES FUNDS TO SUPPORT THESE EFFORTS, AND GHI IDENTIFIES EMPLOYEES WHO WILL BENEFIT FROM THESE OPPORTUNITIES THIS PROGRAM WAS INITIATED IN FISCAL YEAR 2010, WITH TWO MID-LEVEL MANAGERS BENEFITING FROM THE FUNDS RAISED THROUGH TRAINING IN ACADEMIC YEAR 2010 THE FOUNDATION IS NOW RAISING FUNDS SPECIFICALLY TO SUPPORT EXPANSION OF THIS PROGRAM YOUNG AT ART PROGRAM-GOODWIN HOUSE FOUNDATION AND SENIOR SERVICES OF ALEXANDRIA, A SISTER NON-PROFIT ORGANIZATION AND ONE OF THE GOODWIN HOUSE FOUNDATION'S COMMUNITY MATCHING PARTNERS, CO-SPONSOR AN ANNUAL COMMUNITY-WIDE JURIED ART SHOW FOR ADULTS 55 YEARS OF AGE OR OLDER IN 2012, YOUNG AT ART CELEBRATED ITS 26TH ANNIVERSARY AND DISPLAYED MORE THAN 125 PIECES OF ART BY SENIOR ARTISTS AT THE DURANT ARTS CENTER IN THE CITY OF ALEXANDRIA THE FOUNDATION PROVIDES FINANCIAL SUPPORT AND EXTENSIVE IN-KIND STAFF SUPPORT TO THIS COMMUNITY PROGRAM GOODWIN HOUSE CALENDAR-FOR 15 YEARS, THE GOODWIN HOUSE FOUNDATION HAS PRODUCED A CALENDAR THAT HIGHLIGHTS THE BROAD RANGE OF GOODWIN HOUSE RESIDENTS' INTERESTS AND TALENTS THE CALENDAR IS PROVIDED FREE OF CHARGE TO RESIDENTS, THEIR FAMILIES, DONORS TO THE FOUNDATION, LOCAL CHURCHES TO USE AS GIFTS TO THEIR ELDERLY OR SHUT-IN MEMBERS, AND OTHER NONPROFIT ORGANIZATIONS IN THE COMMUNITY THAT ARE FRIENDS OF GOODWIN HOUSE THE CALENDAR IS JUST ONE OF MANY VEHICLES THAT GOODWIN HOUSE FOUNDATION USES TO REACH OUT TO THE NORTHERN VIRGINIAN COMMUNITY TO INCREASE THE VISIBILITY OF GOODWIN HOUSE AND SENIORS THROUGH GENERATING RESOURCES FOR THESE MANY PROGRAMS AND BRINGING ATTENTION TO THE NEEDS AND ISSUES FACING THE ELDERLY, GOODWIN HOUSE FOUNDATION HELPS TO STRENGTHEN THE MISSION OF GOODWIN HOUSE INCORPORATED-TO SUPPORT, HONOR, AND UPLIFT THE LIVES OF OLDER ADULTS AND THE PEOPLE WHO CARE FOR THEM			