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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)	OMB No 1545-0047 <div> <div>2012</div> <div>Open to Public Inspection</div> </div>
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ST JOSEPH'S VILLA		D Employer identification number 54-0505950
	Doing Business As		
	Number and street (or P O box if mail is not delivered to street address) 8000 BROOK ROAD	Room/suite	E Telephone number (804) 553-3200
	City or town, state or country, and ZIP + 4 RICHMOND, VA 232271338		G Gross receipts \$ 12,180,863
	F Name and address of principal officer KATHLEEN BARRETT 8000 BROOK ROAD RICHMOND, VA 232271338		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ 0928
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.NEVERSTOPBELIEVING.ORG			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE MISSION OF ST JOSEPH'S VILLA IS TO PROVIDE CHILDREN WITH SPECIAL NEEDS AND THEIR FAMILIES THE OPPORTUNITY TO SUCCEED THROUGH EFFECTIVE AND INNOVATIVE PROGRAMS			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3	Number of voting members of the governing body (Part VI, line 1a)	21	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	21	
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	318	
	6	Total number of volunteers (estimate if necessary)	430	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	0		
7b	Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	4,153,492	3,714,823
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,081,133	7,893,423
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-4,577	-1,653
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	147,398	362,976
			11,377,446	11,969,569
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	394,742	461,715
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	8,489,261	9,028,848
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b	Total fundraising expenses (Part IX, column (D), line 25)		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,999,171	2,848,351
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	10,883,174	12,338,914
	19	Revenue less expenses Subtract line 18 from line 12	494,272	-369,345
	Net Assets or Fund Balances			Beginning of Current Year
20		Total assets (Part X, line 16)	17,150,212	15,036,304
21		Total liabilities (Part X, line 26)	3,110,308	1,365,745
22		Net assets or fund balances Subtract line 21 from line 20	14,039,904	13,670,559

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			2014-02-11 Date	
	KATHLEEN BARRETT CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name VIRGINIA R BELCHER		Preparer's signature		Date
	Check <input type="checkbox"/> if self-employed			PTIN P00421964	
	Firm's name ▶ KEITERSTEPHENSHURSTGARY & SHREAVESPC			Firm's EIN ▶ 54-1631262	
	Firm's address ▶ PO BOX 32066 RICHMOND, VA 232942066			Phone no (804) 747-0000	

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

Part III

Statement of Program Service Accomplishments

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

☐

☒

1

Briefly describe the organization’s mission

THE MISSION OF ST JOSEPH'S VILLA IS TO PROVIDE CHILDREN WITH SPECIAL NEEDS AND THEIR FAMILIES THE OPPORTUNITY TO SUCCEED THROUGH EFFECTIVE AND INNOVATIVE PROGRAMS

2

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

☐ Yes ☒ No

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

3

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

☐ Yes ☒ No

If “Yes,” describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 3,027,567 including grants of \$) (Revenue \$ 1,618,378)

CHILDREN'S EDUCATIONAL SERVICES IS COMPRISED OF SEVERAL PROGRAMS INCLUDING DOOLEY SCHOOL, (ELEMENTARY AND SECONDARY PROGRAMS) DOOLEY CENTER FOR ALTERNATIVE EDUCATION AND BROOK ROAD ACADEMY, AND CAREER AND TRANSITIONAL SERVICES MANY EDUCATIONAL OPPORTUNITIES WERE ADDED FOR DOOLEY SCHOOL AND BROOK ROAD STUDENTS THROUGH OUR CAREER AND TRANSITIONAL SERVICES STUDENTS PARTICIPATED IN CULINARY SERVICES LEARNING FOOD PREPARATION, FOOD SERVICE, AND RESTAURANT SERVICE SKILLS IN ADDITION, 263 STUDENTS, RESIDENTS, AND CLIENTS PARTICIPATED IN LEARNING GARDEN ACTIVITIES THROUGH OUR CAREER AND TRANSITIONAL SERVICES DOOLEY CENTER FOR ALTERNATIVE EDUCATION, A PRIVATE DAY SCHOOL SERVING CHILDREN WHO HAVE BEEN SUSPENDED OR EXPELLED FROM PUBLIC SCHOOLS, PROVIDED EDUCATIONAL SERVICES FOR 69 STUDENTS THE DOOLEY ELEMENTARY PROGRAM AND THE DOOLEY SECONDARY PROGRAM PROVIDED EDUCATIONAL SERVICES FOR A TOTAL OF 45 STUDENTS, ALL WITH INDIVIDUAL EDUCATION PLANS A WEB BASED STANDARDS OF LEARNING (SOL) CURRICULUM (E2020) SUPPORT WAS ADDED THIS YEAR PROVIDING INDIVIDUALIZED STUDENT INSTRUCTION FOR SOL PREPARATION AND ADDED ACADEMIC ELECTIVES ADDITIONALLY, A NEW COMPUTER LAB WAS ESTABLISHED AND FURNISHED WITH NEW MAC COMPUTERS AND COMPUTER STATIONS THIS LAB ALSO SUPPORTS SOL PREPARATION AND EXPANDED CURRICULUM BROOK ROAD ACADEMY IS A PRIVATE DAY SCHOOL SERVING STUDENTS IN GRADES 6-12, WITH A MAXIMUM OF 50 STUDENTS BROOK ROAD ACADEMY OFFERS A NON-TRADITIONAL, COLLEGE-PREP EDUCATIONAL PROGRAM EIGHT (8) STUDENTS GRADUATED FROM BROOK ROAD ACADEMY IN JUNE 2013 100% OF SENIORS APPLYING TO COLLEGE WERE ACCEPTED BY AT LEAST TWO SCHOOLS 75% OF THE GRADUATES WENT ON TO PURSUE POST-SECONDARY EDUCATION, AND 13% OF THE GRADUATES ENTERED THE WORKFORCE FOLLOWING GRADUATION

4b

(Code) (Expenses \$ 2,725,302 including grants of \$) (Revenue \$ 3,092,229)

DEVELOPMENTAL DISABILITIES WEEKEND RESPITE AND IN-HOME SERVICES PROVIDE SUPPORT SERVICES FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES, INCLUDING AUTISM IN ORDER TO BE RESPONSIVE TO COMMUNITY NEEDS AND FISCAL DEMANDS, WEEKEND RESPITE WAS REDUCED TO ONE WEEKEND PER MONTH APPROXIMATELY 108 CHILDREN WERE SERVED BY THE DAY SUPPORT, WEEKEND RESPITE AND IN-HOME SERVICES PROGRAMS THE VILLA'S SUMMER PROGRAM WAS ENHANCED BY THE INCLUSION OF TWO FIELD TRIPS EACH DAY AS PART OF THEIR RECREATIONAL ACTIVITIES THIRTY-EIGHT STUDENTS AGES 6-22 ATTENDED SARAH DOOLEY CENTER FOR AUTISM, RECEIVING ACADEMIC AND BEHAVIOR EDUCATION AND CAREER AND TRANSITION SERVICES SARAH DOOLEY SIGNIFICANTLY INCREASED ENROLLMENTS AND OFFERED A STATE OF THE ART SENSORY ROOM TO ENHANCE TREATMENT OF AUTISM TOWARDS THE END OF FYI 2013 AND PROCEEDING INTO FYI 2014 MANAGEMENT STAFFING OF THE PROGRAM WAS INCREASED BY 50% IN-HOME BEHAVIOR TREATMENT (EPSDT) WAS IN ITS SECOND YEAR OF OPERATION THIS SERVICE IS DESIGNED TO ASSIST FAMILIES WITH BETTER MANAGING CHILDREN WITH DEVELOPMENTAL DISABILITIES WHO EXHIBIT EXTREME NEGATIVE BEHAVIORS THE EPSDT PROGRAM SERVED 72 CLIENTS DURING FY 2013 100% OF FAMILIES DISCHARGES DURING FY 2013 WERE ABLE TO IDENTIFY AT LEAST ONE COMMUNITY BASED SERVICE RELATED TO THE SUPPORT OR TREATMENT OF THEIR CHILD

4c

(Code) (Expenses \$ 1,835,910 including grants of \$) (Revenue \$ 1,804,411)

DAY TREATMENT, AFTERSCHOOL, AND SCHOOL BASED PROVIDES THERAPEUTIC SERVICES TO CHILDREN AND ADOLESCENTS WHOSE BEHAVIORS MAKE THEM AT RISK OF BEING TAKEN OUT OF THEIR HOMES AND SCHOOLS THE CHILDREN LEARN STRATEGIES TO MANAGE THEIR BEHAVIORS IN ORDER TO REMAIN IN THEIR SCHOOL AND/OR HOME 106 CHILDREN WERE SERVED BY THIS PROGRAM 100% OF DAY TREATMENT PARENTS TJAT RESPONDED TO THE SURVEY STATED THE PROGRAM MET OR EXCEEDED THEIR EXPECTATIONS 85% SAID THEIR CHILD HAD MADE AT LEAST SOME PROGRESS SINCE BEING ENROLLED IN THE PROGRAM 100% FELT WOULD RECOMMEND DAY TREATMENT SERVICES TO OTHER PARENTS INTENSIVE IN-HOME IS DESIGNED TO ASSIST FAMILIES IN REMAINING INTACT THROUGH A VARIETY OF CLINICAL INTERVENTIONS CLIENTS RECEIVING SERVICES SHOULD DEMONSTRATE A RISK OF BEING MOVED INTO AN OUT-OF-HOME PLACEMENT OR BEING TRANSITIONED TO HOME FROM AN OUT-OF-HOME PLACEMENT DUE TO DOCUMENTED MEDICAL NEED DURING THE FYI BUDGET YEAR THE PROGRAM STAFF SERVED 45 INDIVIDUALS MENTAL HEALTH SUPPORT PROVIDES SERVICES TO MEET THE NEEDS OF ADULTS EXPERIENCING DIFFICULTIES IN THEIR CURRENT PLACEMENTS DUE TO EMOTIONAL, BEHAVIORAL, AND MENTAL HEALTH ISSUES INCLUDE SKILLS TRAINING, ASSISTANCE AND SUPPORT IN AREAS RELATED TO INDEPENDENT LIVING THE MAIN GOAL IS TO PROVIDE SERVICES TO HELP INDIVIDUALS ACHIEVE AND MAINTAIN STABILITY, INDEPENDENCE, AND SUCCESS IN THE HOME AND IN THE COMMUNITY DURING THE FY 2013 BUDGET YEAR THE PROGRAM PROVIDED SERVICES TO 60 INDIVIDUALS 100% OF CLIENTS MAINTAINED OR IMPROVED THEIR LIVING ENVIRONMENT NO CLIENTS WERE DISCHARGES INTO HOMELESSNESS, A SHELTER, A HOTEL, OR A HOSPITAL

(Code) (Expenses \$ 808,337 including grants of \$) (Revenue \$ 764,891)

BEHAVIORAL HEALTH SYSTEM IS COMPRISED OF CRISIS STABILIZATION SERVICES, PARENT EDUCATION TRAINING, AND OUTPATIENT PSYCHIATRY SERVICES CRISIS STABILIZATION SERVICE'S GOAL IS TO REDUCE THE NUMBER OF HOSPITALIZATIONS OF CHILDREN AGES 5-17 IN REGION IV IN VIRGINIA REGION IV CONSISTS OF HENRICO, HANOVER, RBHA, CHESTERFIELD, D-19, CROSSROADS, AND GOOCHLAND-POWHATAN DURING THIS FISCAL YEAR, THERE HAVE BEEN 90 ADMISSIONS AND OF THOSE ADMISSIONS ONLY 15 HAVE REQUIRED A HIGHER LEVEL OF CARE SUCH AS HOSPITALIZATION 83% OF ADMISSIONS WERE DIVERTED FROM HOSPITALIZATION THE AVERAGE LENGTH OF STAY HAS BEEN 7 DAYS CSS STAFF WORKS WITH SERVICE PROVIDERS TO ENSURE THAT CLIENTS HAVE WRAP AROUND SERVICES IN PLACE AFTER DISCHARGE TO ENSURE A SMOOTH TRANSITION TO MAINTAIN A STABLE ENVIRONMENT OTHER GOALS HAVE INCLUDED CONTINUING POSITIVE RELATIONSHIPS WITH CSBS IN REGION IV AND COMMUNITY PARTNERS AND MEMBERS CUSTOMER SATISFACTION SURVEYS INDICATE A HIGH RATE OF SATISFACTION AMONG CLIENTS AND THEIR GUARDIANS 118 SURVEYS WERE COLLECTED SINCE STARTING CSU AND 85% WERE SATISFIED WITH SERVICES RECEIVED PARENT EDUCATION TRAINING BEGAN AT ST JOSEPH'S VILLA IN JULY 2011 TO PROVIDE TRAINING TO PARENTS AND GUARDIANS OF YOUTH AS DIRECTED BY HENRICO COUNTY JUVENILE AND DOMESTIC COURT THE TRAINING ITSELF IS A ONE-TIME, FOUR-HOUR SESSION WITH A VIRGINIA SUPREME COURT APPROVED CURRICULUM THAT DISCUSSES TOPICS SUCH AS EFFECTIVE CO-PARENTING AFTER SEPARATION, EFFECTS OF STRESS, AND CONFLICT RESOLUTION TRAININGS ARE LED BY 10 ROTATING TREATMENT SPECIALISTS FROM VARYING SERVICES ON CAMPUS ADMISSIONS TO THE TRAINING WORKSHOPS ARE OVERSEEN BY 2 REGISTRARS AT ST JOSEPH'S VILLA RESULTS SHOW OVERALL PARTICIPANT SATISFACTION OF THE PET PROGRAM TO BE EXCEPTIONAL 94% OF PARTICIPANTS RESPONDED THAT THEY BENEFITED FROM THE INFORMATION PRESENTED AND 97% INDICATED THAT THE INSTRUCTORS EXCEEDED EXPECTATIONS IN FY2013, 582 ATTENDED PET OUTPATIENT PSYCHIATRIC SERVICE'S PROVIDES CONFIDENTIAL COUNSELING TO INDIVIDUALS AND IN GROUP SETTINGS CLINICIANS SERVE CHILDREN, YOUTH, ADULTS, COUPLES, AND FAMILIES WITH A WIDE VARIETY OF EMOTIONAL AND SOCIAL NEEDS OUTPATIENT PSYCHIATRIC SERVICES HAVE WORKED TO INCREASE COMMERCIAL INSURANCE CONTRACTS TO EXPAND LAUNCHING SERVICES TO A VARIETY OF CLIENTS AS WELL AS TO AUGMENT TREATMENT INTERVENTIONS

(Code) (Expenses \$ 1,539,750 including grants of \$ 461,715) (Revenue \$)

TRANSITIONAL HOUSING SERVICES IN FISCAL YEAR 2013, FLAGLER SERVICES EVOLVED TO A RAPID RE-HOUSING MODEL (RRH) RRH IS EVIDENCE BASED, BEST PRACTICE METHOD FOR SERVING HOMELESS HOUSEHOLDS IN THIS MODEL, HOMELESS HOUSEHOLDS ARE ASSISTED IN FINDING PERMANENT HOUSING (HOUSING IN THEIR OWN NAME, USUALLY PRIVATE MARKET HOUSING) ONCE THESE HOUSEHOLDS ARE IN THEIR OWN HOUSING, FLAGLER STAFF WORK WITH THEM TO PROVIDE SUPPORTIVE SERVICES TO ENSURE THEY REMAIN STABLY HOUSED FLAGLER SERVICES SERVED 119 HOUSEHOLDS (341 INDIVIDUALS) THIS YEAR OF THOSE WHICH WERE RE-HOUSED THIS YEAR AND LAST YEAR, 90% HAVE REMAINED IN PERMANENT HOUSING 12 MONTHS POST DISCHARGE FLAGLER HOME BECAME LONG TERM EMERGENCY SHELTER WITH A RAPID RE-HOUSING FOCUS AND THE FLAGLER COMMUNITY PROGRAM, WHICH HAD ALWAYS BEEN A COMMUNITY BASED MODEL, WAS TWEAKED TO HAVE MORE OF A RRH FOCUS (QUICKER PLACEMENT INTO HOUSING AND SERVICES MORE HOUSING FOCUSED) IN FY 2013, WE ALSO CONTINUED TO GROW OUR PETERSBURG OFFICE, THE FLAGLER HOUSING RESOURCE CENTER, WHICH SERVES THE TRI-CITIES AND SURROUNDING COMMUNITIES FROM THIS OFFICE, WE PROVIDE BOTH RAPID RE-HOUSING AND PREVENTION SERVICES THE RESULTS WITH BOTH OF THESE OFFICES HAVE BEEN IMPRESSIVE, ALLOWING US TO SERVE MANY MORE HOUSEHOLDS THAN OUR PREVIOUS SERVICES FLAGLER HOUSING RESOURCE CENTER SERVED 155 HOUSEHOLDS (399 INDIVIDUALS) THIS FISCAL YEAR OF THOSE WHICH WERE RE-HOUSED THIS YEAR AND LAST YEAR (OVER ONE YEAR AGO) 92% REMAINED STABLY HOUSED 12 MONTHS POST DISCHARGE

(Code) (Expenses \$ 141,895 including grants of \$) (Revenue \$)

HOLLYBROOK APARTMENTS IS ONE OF THREE HUD SECTION 8 HOUSING FACILITIES IN THE UNITED STATES SPECIFICALLY DESIGNED TO MEET THE NEEDS OF DISABLED ADULTS THIS DESIGN MAKES THE FACILITY DESIRABLE TO BOTH DISABLED ADULTS WISHING TO LIVE INDEPENDENTLY AND ALSO TO ELDERS WHO CAN "AGE IN PLACE " THE APARTMENT COMPLEXES HAVE A TOTAL OF SIXTY UNITS, AND THERE IS A CONSISTENT WAITING LIST THE WAITING LIST IS CURRENTLY CLOSED DUE TO THE HIGH VOLUME OF APPLICANTS ON THE WAITING LIST A NOTICE WILL BE PUBLISHED WHEN WE RESUME ACCEPTANCE OF APPLICATIONS THE COMPLEX IS STAFFED BY A TRAINED PROPERTY MANAGER AND A SERVICE COORDINATOR

(Code) (Expenses \$ 171,642 including grants of \$) (Revenue \$ 90,688)

OTHER

4d

Other program services (Describe in Schedule O)

(Expenses \$ 2,661,624 including grants of \$ 461,715) (Revenue \$ 855,579)




















4e

Total program service expenses

10,250,403

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> 	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	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>		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>		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>		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> 		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> 		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> 		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 		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> 	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> 	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 		No
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> 		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> 		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> 	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> 	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> 	Yes	
14a Did the organization maintain an office, employees, or agents outside of the United States?		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, Parts I and IV</i>		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 United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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 United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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 (see instructions)</i> 		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> 	Yes	
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> 		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	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 lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <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 direct or indirect 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	Yes	
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, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
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 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	120	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	318	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			No
3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.			
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			No
4b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			No
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			No
5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			No
6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
7 Organizations that may receive deductible contributions under section 170(c).			
7a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		Yes	
7b If "Yes," did the organization notify the donor of the value of the goods or services provided?		Yes	
7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			No
7d If "Yes," indicate the number of Forms 8282 filed during the year.			
7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			No
7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			No
7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			No
9 Sponsoring organizations maintaining donor advised funds.			
9a Did the organization make any taxable distributions under section 4966?			
9b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter			
10a Initiation fees and capital contributions included on Part VIII, line 12.			
10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.			
11 Section 501(c)(12) organizations. Enter			
11a Gross income from members or shareholders.			
11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.			
13b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.			
13c Enter the amount of reserves on hand.			
14a Did the organization receive any payments for indoor tanning services during the tax year?			No
14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.			

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	21	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	21	
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
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	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
10b	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
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	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?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
16b	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	VA
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. <input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	JANICE B MCNEE8000 BROOK ROAD RICHMOND, VA (804) 553-3200

Part VII

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

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

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

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KATHLEEN B BARRETT CEO/EXECUTIVE VP	40 00	X		X				192,048	0	34,634
(2) JANICE MCNEE CFO/TREASURER	40 00	X		X				100,224	0	13,635
(3) JOHN B CATLETT JR CHAIRPERSON	1 00	X		X				0	0	0
(4) DARREN J NOLT SECRETARY	1 00	X		X				0	0	0
(5) JOHN C GENTRY TRUSTEE	1 00	X						0	0	0
(6) DR RONALD L CAREY TRUSTEE	1 00	X						0	0	0
(7) JAMES C FARLEY JR TRUSTEE	2 00	X						0	0	0
(8) JILL M KENNEDY CHAIR-ELECT	1 00	X		X				0	0	0
(9) HARVEY LATNEY JR TRUSTEE	1 00	X						0	0	0
(10) WILLIAM H MILLSAPS TRUSTEE	1 00	X						0	0	0
(11) KARL W WERWATH TRUSTEE	1 00	X						0	0	0
(12) NEIL S TALEGAONKAR TRUSTEE	1 00	X						0	0	0
(13) RICHARD P WINTSCH TRUSTEE	1 00	X						0	0	0
(14) DR RICHARD BENNETT TRUSTEE	1 00	X						0	0	0
(15) PATRICIA W DEORIO TRUSTEE	1 00	X						0	0	0
(16) JAMES M FITZGERALD TRUSTEE	1 00	X						0	0	0
(17) LAWRENCE J PAGE TRUSTEE	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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) VIRGINIA M BOARD TRUSTEE	1 00	X						0	0	0
(19) JACQUELINE P BOWLES TRUSTEE	1 00	X						0	0	0
(20) KATHLEEN C DUKE TRUSTEE	1 00	X						0	0	0
(21) ROBERT A GARY IV TRUSTEE	1 00	X						0	0	0
(22) ROBERT E LEITCH JR TRUSTEE	1 00	X						0	0	0
(23) DAVID J LYDIARD TRUSTEE	1 00	X						0	0	0
(24) CYNTHIA L FAISON CHIEF OPERATING OFFICER	40 00					X		109,484	0	10,944
(25) DAVID M HUFFINE VP FOR FINANCIAL DEVELOPME	40 00					X		121,983	0	7,046
(26) JOHN CANNINGTON DIRECTOR OF FACILITIES	40 00					X		102,706	0	13,983
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								626,445	0	80,242

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▶3

		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

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

				(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	6,636	3,714,823				
	b	Membership dues	1b						
	c	Fundraising events	1c						
	d	Related organizations	1d	1,254,550					
	e	Government grants (contributions)	1e	1,104,044					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,349,593					
	g	Noncash contributions included in lines 1a-1f \$		179,208					
	h	Total. Add lines 1a-1f							
Program Service Revenue			Business Code						
	2a	PROGRAM SERVICE REVENUE	900099	7,375,597	7,375,597				
	b	MANAGEMENT FEE	900099	517,826	517,826				
	c								
	d								
	e								
	f	All other program service revenue							
	g	Total. Add lines 2a-2f			7,893,423				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,094			1,094		
	4	Income from investment of tax-exempt bond proceeds . .							
	5	Royalties							
	6a	(i) Real		(ii) Personal	25,920			25,920	
		Gross rents		25,920					
		b	Less rental expenses	0					
		c	Rental income or (loss)	25,920					
	d	Net rental income or (loss)							
	7a	(i) Securities		(ii) Other	-2,747			-2,747	
		Gross amount from sales of assets other than inventory		163,293					
		b	Less cost or other basis and sales expenses	166,040					
		c	Gain or (loss)	-2,747					
	d	Net gain or (loss)							
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . .			77,111			77,111	
		a	122,365						
		b	Less direct expenses	b					45,254
	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 .			96	96				
	a	96							
	b	Less cost of goods sold	b					0	
	c	Net income or (loss) from sales of inventory . .							
Miscellaneous Revenue		Business Code							
11a	MISCELLANEOUS INCOME	900099	259,849	259,849					
b									
c									
d	All other revenue								
e	Total. Add lines 11a-11d			259,849					
12	Total revenue. See Instructions			11,969,569	8,153,368	0	101,378		

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response 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.				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	461,715	461,715		
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.	344,721		344,721	
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.	6,981,598	4,882,982	1,741,315	357,301
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9	Other employee benefits.	780,564	447,768	292,381	40,415
10	Payroll taxes.	921,965	634,368	253,242	34,355
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	165		165	
c	Accounting.	37,715		33,215	4,500
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	185,969	37,683	146,587	1,699
12	Advertising and promotion.				
13	Office expenses.	280,270	498,973	-221,516	2,813
14	Information technology.				
15	Royalties.				
16	Occupancy.	652,395	796,819	-148,652	4,228
17	Travel.	194,262	162,396	31,548	318
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	25,930	14,896	8,376	2,658
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	966,404	547,745	418,659	
23	Insurance.				
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	MISCELLANEOUS	181,916	17,262	116,749	47,905
b	TECHNOLOGY	134,070	41,722	89,142	3,206
c	PRINTING AND PUBLICATIO	77,688	3,872	38,574	35,242
d	EQUIPMENT	61,012	19,453	39,845	1,714
e	All other expenses	50,555	1,682,749	-1,691,182	58,988
25	Total functional expenses. Add lines 1 through 24e.	12,338,914	10,250,403	1,493,169	595,342
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		871,228	1	904,860
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net		1,582,241	3	708,910
	4	Accounts receivable, net		738,135	4	1,012,953
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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		102,676	9	84,303
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	19,740,238		
	b	Less accumulated depreciation	10b	8,079,520	12,493,027	10c 11,660,718
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		1,362,905	15	664,560
	16	Total assets. Add lines 1 through 15 (must equal line 34)		17,150,212	16	15,036,304
Liabilities	17	Accounts payable and accrued expenses		591,420	17	665,745
	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	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			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		2,518,888	25	700,000
	26	Total liabilities. Add lines 17 through 25		3,110,308	26	1,365,745
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		13,952,615	27	13,550,770
	28	Temporarily restricted net assets		87,289	28	119,789
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		14,039,904	33	13,670,559
	34	Total liabilities and net assets/fund balances		17,150,212	34	15,036,304

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	11,969,569
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,338,914
3	Revenue less expenses Subtract line 2 from line 1	3	-369,345
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,039,904
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13,670,559

Part XII Financial Statements and Reporting

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

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

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

2012

Open to Public Inspection

Name of the organization ST JOSEPH'S VILLA	Employer identification number 54-0505950
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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	<input type="checkbox"/>	A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2	<input checked="" type="checkbox"/>	A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7	<input type="checkbox"/>	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	<input type="checkbox"/>	A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
9	<input type="checkbox"/>	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	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See section 509(a)(4).
11	<input type="checkbox"/>	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 <div>a <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated</div>
e	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? <div>(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? (ii) A family member of a person described in (i) above? (iii) A 35% controlled entity of a person described in (i) or (ii) above?</div>
h	<input type="checkbox"/>	Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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 monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 IIISupport Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

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 education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

	Held at the End of the 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, and not on a historic structure listed in the National Register

3

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

4

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

5

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

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, 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 section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

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

Part III

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

1a

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

b

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

(i) 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 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

Part III

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

- 3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" 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 XIII and complete the following table

	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 XIII Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	542,136	563,885	497,109	441,639	519,745
b Contributions					
c Net investment earnings, gains, and losses	68,532	1,328	93,403	73,269	-51,571
d Grants or scholarships					
e Other expenditures for facilities and programs	960	23,077	26,627	17,799	26,535
f Administrative expenses					
g End of year balance	609,708	542,136	563,885	497,109	441,639

- 2

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

a

Board designated or quasi-endowment

83 600 %

b

Permanent endowment

16 400 %

c

Temporarily restricted endowment

0 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐

b

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

3b

☐ Yes

☐

4

Describe in Part XIII 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	299,811	917,400		1,217,211
b Buildings		10,039,550	6,746,283	3,293,267
c Leasehold improvements				
d Equipment		499,177	433,636	65,541
e Other		7,984,300	899,601	7,084,699
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				11,660,718

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	
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 XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	

Part XIII Supplemental Information
--

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	IN ACCORDANCE WITH ITS EXEMPT PURPOSE, THE ORGANIZATION INTENDS TO DISTRIBUTE FUNDS TO ST JOSEPH'S VILLA IN SUPPORT OF ITS VARIOUS PROGRAMS AND ACTIVITIES
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE VILLA AND ITS AFFILIATES HAVE DETERMINED THAT THEY DO NOT HAVE ANY MATERIAL UNRECOGNIZED TAX BENEFITS OR OBLIGATIONS AS OF JUNE 30, 2013. FISCAL YEARS ON OR AFTER JUNE 30, 2010 REMAIN SUBJECT TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES

SCHEDULE E
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Schools

►Complete if the organization answered "Yes" to Form 990, Part IV, line 13,
or Form 990-EZ, Part VI, line 48.
► Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I		YES	NO
<div>1</div> <div>Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?</div>	1	Yes	
	2	Yes	
	3	Yes	
	4a	Yes	
<div>2</div> <div>Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?</div>	4b	Yes	
	4c	Yes	
	4d	Yes	
	5a		No
<div>3</div> <div>Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe If "No," please explain If you need more space use Part II</div>	5b		No
	5c		No
	5d		No
	5e		No
<div>4</div> <div>Does the organization maintain the following?</div> <div>a Records indicating the racial composition of the student body, faculty, and administrative staff?</div> <div>b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?</div> <div>c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?</div> <div>d Copies of all material used by the organization or on its behalf to solicit contributions?</div> <div>If you answered "No" to any of the above, please explain If you need more space, use Part II</div>	5f		No
	5g		No
	5h		No
	6a	Yes	
<div>5</div> <div>Does the organization discriminate by race in any way with respect to</div> <div>a Students' rights or privileges?</div> <div>b Admissions policies?</div> <div>c Employment of faculty or administrative staff?</div> <div>d Scholarships or other financial assistance?</div> <div>e Educational policies?</div> <div>f Use of facilities?</div> <div>g Athletic programs?</div> <div>h Other extracurricular activities?</div> <div>If you answered "Yes" to any of the above, please explain If you need more space, use Part II</div>	6b		No
	7	Yes	
	6a	Yes	
	6b		No
<div>6a</div> <div>Does the organization receive any financial aid or assistance from a governmental agency?</div> <div>b Has the organization's right to such aid ever been revoked or suspended?</div> <div>If you answered "Yes" to either line 6a or line 6b, explain on Part II</div> <div>7</div> <div>Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II</div>			

Part III Supplemental Information. Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

Identifier	Return Reference	Explanation
EXPLANATION OF NONDISCRIMINATORY POLICY PUBLICATION	SCHEDULE E, PART I, LINE 3	ST JOSEPH'S VILLA ADMITS CLIENTS OF ANY RACE, COLOR, GENDER, AGE, RELIGION, DIABILITY OR NATIONAL ORIGIN TO ALL THE RIGHTS, PRIVILEGES, PROGRAMS AND ACTIVITIES GENERALLY ACCORDED OR MADE AVAILABLE TO CLIENTS AT ST JOSEPH'S VILLA. ST JOSEPH'S VILLA DOES NOT DISCRIMINATE ON THE BASIS OF RACE, COLOR, GENDER, AGE, DIABILITY, RELIGION OR NATIONAL ORIGIN IN ADMINISTRATION OF ITS EDUCATIONAL POLICIES, ADMISSION POLICIES, SCHOLARSHIP AND LOAN PROGRAMS AND ATHLETIC AND OTHER AGENCY-ADMINISTERED PROGRAMS. ANY PERSON WHO BELIEVES HE OR SHE HAS BEEN DISCRIMINATED AGAINST IN AN U S D A RELATED ACTIVITY SHOULD WRITE TO THE SECRETARY OF AGRICULTURE, WASHINGTON, DC 20250.
EXPLANATION OF GOVERNMENT FINANCIAL ASSISTANCE	SCHEDULE E, PART I, LINE 6	STATE AND LOCAL GRANTS ARE USED TO FUND THE DOOLEY CENTER FOR ALTERNATIVE EDUCATION. THE TOTAL GRANT FUNDS FOR THE YEAR ARE BROKEN INTO MONTHLY PAYMENTS. FOR ALL ACADEMIES, PUBLIC PAY STUDENTS' (STUDENTS WITH IEPs) TUITION IS BILLED MONTHLY AT A DAILY RATE AND PAID BY LOCAL GOVERNMENTS THROUGH VARIOUS POOLS SUCH AS CSA, PUBLIC SCHOOLS AND DSS FUNDS.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GOLF TOURNAMENT (event type)	BLUEGRASS BALL (event type)	(total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	53,625	68,740	122,365
	2	Less Contributions . . .			
	3	Gross income (line 1 minus line 2)	53,625	68,740	122,365
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . . .	2,339		2,339
	6	Rent/facility costs . . .	24,100	4,070	28,170
	7	Food and beverages .			
	8	Entertainment			
	9	Other direct expenses .		14,745	14,745
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			
					77,111

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	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>	<div><input type="checkbox"/> Yes</div> <div><input type="checkbox"/> No</div>
	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 _____

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

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

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

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

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

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

Identifier	Return Reference	Explanation
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Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ST JOSEPH'S VILLA

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

2012

Open to Public
Inspection

Employer identification number
54-0505950

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. Part II can be duplicated 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

2

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

▶

3

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

▶

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.
Part III can be duplicated if additional space is needed.

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

Part IV Supplemental Information.		
Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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 ST JOSEPH'S VILLA DISBURSES GRANT FUNDS TO THEIR CLIENTS FOR CHILD CARE EXPENSES, OCCUPANCY COSTS, MEDICAL ASSISTANCE, HOUSING ASSISTANCE AND HOUSEHOLD GOODS, ETC FLAGLER SERVICES IS A TRANSITIONAL PROGRAM FOR HOMELESS FAMILIES

Software ID:

Software Version:

EIN: 54-0505950

Name: ST JOSEPH'S VILLA

Form 990, Schedule I, Part III, Grants and Other Assistance to Individuals in the United States

(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
MEDICAL ASSISTANCE	1	54			
CLOTHING ASSISTANCE	28	1,699			
TRAINING ASSISTANCE	76	12,035			
TRANSPORTATION ASSISTANCE	40	8,653			
CHILD CARE ASSISTANCE	17	73,662			
HOUSING ASSISTANCE	14	369			
FURNISHINGS	14	32,927			
CLIENT GIFTS	160	1,814			
UTILITY DEPOSITS	14	11,784			
UTILITY ARREARS	16	27,331			
UTILITY PAYMENTS	16	9,870			
MOVING EXPENSE	14	1,620			
RENT ARREARS	16	60,533			
RENT PAYMENTS	16	143,087			
RENT DEPOSITS	14	75,744			

Form 990, Schedule I, Part III, Grants and Other Assistance to Individuals in the United States

(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
APPLICATION FEES	14	332			
CLIENT INSURANCE	14	200			

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

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

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

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII
Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)KATHLEEN B BARRETT CEO/EXECUTIVE VP	(i) (ii)	176,648 0	10,000 0	5,400 0	28,129 0	6,505 0	226,682 0	0 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4B	THE ORGANIZATION HAS A NONQUALIFIED EXECUTIVE DEFERRED COMPENSATION AGREEMENT WITH THE CHIEF EXECUTIVE OFFICER. THE EFFECTIVE DATE OF THIS AGREEMENT WAS AUGUST 1, 2011. THE UNFUNDED PLAN ALLOWS FOR A LUMP SUM DEFERRAL PLUS ANNUAL ADDITIONS. EARNINGS ACCRUE ON THE UNPAID BALANCE AND ARE CREDITED TO THE DEFERRED COMPENSATION ACCOUNT. THE EXECUTIVE'S INTEREST IN THE DEFERRED COMPENSATION IS NONTRANSFERABLE. THE BENEFIT PAYMENT BEGINS ON THE FIRST DAY OF THE MONTH NEXT FOLLOWING THE DATE ON WHICH THE EXECUTIVE'S EMPLOYMENT TERMINATES OR NO LATER THAN THE CALENDAR YEAR IN WHICH THE EXECUTIVE TURNS AGE SEVENTY AND ONE HALF. THE AGREEMENT INCLUDES A PROVISION FOR DEATH AND DISABILITY. ANY BENEFIT UNDER THE AGREEMENT IS A MERE CONTRACTUAL OBLIGATION FOR THE ORGANIZATION AND THE ORGANIZATION IS SELF-INSURED FOR THE COMMITMENT.

Schedule K (Form 990)	<div>Supplemental Information on Tax Exempt Bonds</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.</div> <div>▶ Attach to Form 990. ▶ See separate instructions.</div>	OMB No 1545-0047
		2012
		Open to Public Inspection

Department of the Treasury Internal Revenue Service	Name of the organization ST JOSEPH'S VILLA	Employer identification number 54-0505950
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Part I Bond Issues											
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A ECONOMIC DEVELOPMENT AUTHORITY OF HENRICO COUNTY VA	54-1197472		12-16-2010	3,500,000	CONSTRUCTION, IMPROVEMENT, RENOVATION & EQUIPPING OF INFRASTRUCTURE		X	X			X

Part II		Proceeds							
		A		B		C		D	
1	Amount of bonds retired								
2	Amount of bonds legally defeased								
3	Total proceeds of issue								
4	Gross proceeds in reserve funds								
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrows								
7	Issuance costs from proceeds								
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds								
11	Other spent proceeds								
12	Other unspent proceeds								
13	Year of substantial completion								
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

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

Part III Private Business Use (Continued)

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

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?		X						
c	No rebate due?		X						
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X							
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V

Procedures To Undertake Corrective Action

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

Part VI

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

Identifier	Return Reference	Explanation
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SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public Inspection

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

Name of the organization
ST JOSEPH'S VILLA

Employer identification number
54-0505950

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	12	179,209	NY STOCK EXCHANGE
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

31 If "Yes," describe the arrangement in Part II

32a Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

33a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

33b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes

No

No

Yes

Yes

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

Cat No 51227J

Schedule M (Form 990) (2012)

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

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	PROSPECTIVE DONORS OF SHARES OF STOCK ARE ROUTINELY ADVISED TO INSTRUCT THEIR BROKER TO TRANSFER THE GIFT SHARES TO THE ST JOSEPH'S VILLA'S BROKERAGE, SCOTT & STRINGFELLOW ST JOSEPH'S VILLA PROVIDES THE DONOR WITH THE ORGANIZATION'S ACCOUNT AND DTC NUMBERS THE VILLA'S BROKER NOTIFIES THE FINANICAL DEVELOPMENT OFFICE WHEN SHARES ARE RECEIVED INTO OUR ACCOUNT THE BROKER FOLLOWS THE VILLA'S STANDING ORDER TO SELL THE SHARES IMMEDIATELY WITHIN A FEW DAYS, THE DEVELOPMENT OFFICE AT ST JOSEPH'S VILLA RECEIVES A CHECK FOR THE NET PROCEEDS

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

2012

Open to Public Inspection

Name of the organization ST JOSEPH'S VILLA	Employer identification number 54-0505950
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE CORPORATION SHALL HAVE ONE MEMBER, AND THE SOLE MEMBER OF THE CORPORATION SHALL BE VILLA CORPORATION SUCH MEMBER SHALL HAVE THE EXCLUSIVE RIGHT AND POWER TO VOTE ON THE ELECTION, APPOINTMENT, RECALL OR REMOVAL OF THIS CORPORATION'S TRUSTEES SUCH MEMBER MAY RECALL OR REMOVE ANY TRUSTEE WITH OR WITHOUT CAUSE BY A MAJORITY VOTE OF THE MEMBER'S BOARD OR EXECUTIVE COMMITTEE
	FORM 990, PART VI, SECTION A, LINE 7A	MEMBER SHALL HAVE THE EXCLUSIVE RIGHT AND POWER TO VOTE ON THE ELECTION, APPOINTMENT, RECALL OR REMOVAL OF THIS CORPORATION'S TRUSTEES SUCH MEMBER MAY RECALL OR REMOVE ANY TRUSTEE WITH OR WITHOUT CAUSE BY A MAJORITY VOTE OF THE MEMBER'S BOARD OR EXECUTIVE COMMITTEE
	FORM 990, PART VI, SECTION B, LINE 11	PRIOR TO SUBMISSION, ALL COMPLETED FORM 990S FOR ALL CORPORATIONS WERE DISTRIBUTED TO THE ST JOSEPH'S VILLA FINANCE COMMITTEE AND SUBJECTED TO A COMPREHENSIVE REVIEW WHERE THE DRAFT FILINGS WERE EXAMINED IN DETAIL AND QUESTIONS WERE ANSWERED IN ADDITION THE RELEVANT FORMS WERE DISTRIBUTED ELECTRONICALLY TO ALL MEMBERS OF THE VILLA CORPORATION, ST JOSEPH'S VILLA BOARD OF TRUSTEES, THE HOUSING CORPORATION BOARD, AND THE ST JOSEPH'S VILLA FOUNDATION BOARD WITH A REQUEST TO RESPOND WITHIN A WEEK WITH ANY QUESTIONS, REVISIONS OR CONCERNS IN ORDER TO ALLOW FOR EDITS PRIOR TO FILING THE FORM 990
	FORM 990, PART VI, SECTION B, LINE 12C	THROUGH COORDINATION BETWEEN THE EXECUTIVE OFFICES AND THE FINANCE OFFICE AND CLOSE OVERSIGHT OF ALL TRUSTEE ACTIVITIES WITH ST JOSEPH'S VILLA, WE MONITOR OUR CONFLICT OF INTEREST POLICY ON A REGULAR BASIS TRUSTEES ARE ASKED TO SIGN THE POLICY STATEMENT ANNUALLY
	FORM 990, PART VI, SECTION B, LINE 15	THE COMPENSATION COMMITTEE REVIEWS COMPARABLE DATA AND PERFORMANCE REVIEWS TO DETERMINE THE COMPENSATION PACKAGE FOR THE CEO THESE DECISIONS ARE DOCUMENTED IN THE ANNUAL EMPLOYMENT LETTER OF THE CEO THE CEO REVIEWS COMPARABLE DATA AND PERFORMANCE REVIEWS FOR OTHER KEY OFFICERS AND DISCUSSES COMPENSATION RECOMMENDATIONS WITH THE CHAIR OF THE BOARD OF TRUSTEES, WHO ALSO LEADS THE COMPENSATION COMMITTEE, TO REACH FINAL AGREEMENT ON COMPENSATION FOR THESE KEY OFFICERS
	FORM 990, PART VI, SECTION C, LINE 19	ST JOSEPH'S VILLA MAKES ITS FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ST JOSEPH'S VILLA

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

2012

Open to Public Inspection

Employer identification number

54-0505950

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ST JOSEPH'S VILLA FOUNDATION 8000 BROOK ROAD RICHMOND, VA 23227 54-1909187	SUPPORT ST JOSEPH'S VILLA	VA	501(C)(3)	LINE 11B, II			No
(2) ST JOSEPH'S VILLA HOUSING CORP I 8000 BROOK ROAD RICHMOND, VA 23227 54-1204810	PROVIDE LOW-INCOME HOUSING FOR PHYSICALLY DISABLED	VA	501(C)(3)	LINE 7			No
(3) ST JOSEPH'S VILLA HOUSING CORP II 8000 BROOK ROAD RICHMOND, VA 23227 54-1539922	PROVIDE LOW-INCOME HOUSING FOR PHYSICALLY DISABLED	VA	501(C)(3)	LINE 7			No
(4) VILLA CORPORATION 8000 BROOK ROAD RICHMOND, VA 23227 54-1909189	HOLDING COMPANY FOR 501(C)(3)S	VA	501(C)(3)	LINE 7			No

Part III

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

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

Part V

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

Yes

No

No

No

No

No

No

No

No

Yes

No

No

No

No

Yes

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ST JOSEPH'S VILLA FOUNDATION	C	1,254,550	GRANT TO SUPPORT PROGRAMS
(2) ST JOSEPH'S VILLA FOUNDATION	Q	20,048	AUDIT, INSURANCE AND SEC FEES
(3) ST JOSEPH'S VILLA HOUSING CORP	Q	85,910	PAYROLL EXPENSES
(4) ST JOSEPH'S VILLA HOUSING CORP	L	11,647	4 5% OF RESIDENTIAL INCOME
(5) ST JOSEPH'S VILLA HOUSING CORP II	Q	70,151	PAYROLL EXPENSES
(6) ST JOSEPH'S VILLA HOUSING CORP II	L	13,850	4 5% OF RESIDENTIAL INCOME

Schedule R (Form 990) 2012

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]

Software ID:

Software Version:

EIN: 54-0505950

Name: ST JOSEPH'S VILLA

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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--> Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
ST JOSEPH'S VILLA FOUNDATION	C	1,254,550	GRANT TO SUPPORT PROGRAMS
ST JOSEPH'S VILLA FOUNDATION	Q	20,048	AUDIT, INSURANCE AND SEC FEES
ST JOSEPH'S VILLA HOUSING CORP	Q	85,910	PAYROLL EXPENSES
ST JOSEPH'S VILLA HOUSING CORP	L	11,647	4 5% OF RESIDENTIAL INCOME
ST JOSEPH'S VILLA HOUSING CORP II	Q	70,151	PAYROLL EXPENSES
ST JOSEPH'S VILLA HOUSING CORP II	L	13,850	4 5% OF RESIDENTIAL INCOME