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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

2010Open to Public
Inspection

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

A For the **2010** calendar year, or tax year beginning **JUL 1, 2010** and ending **JUN 30, 2011****B** Check if
applicable

- ☐ Address
change
- ☐ Name
change
- ☐ Initial
return
- ☐ Termin-
ated
- ☐ Amended
return
- ☐ Applica-
tion
pending

C Name of organization

GOODWILL KEYSTONE AREA

Doing Business As

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

1150 GOODWILL DRIVE

Room/suite

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

HARRISBURG, PA 17101

F Name and address of principal officer **RONALD KRATOFIL**

SAME AS C ABOVE

D Employer identification number

23-1365338

E Telephone number

717-232-1831

G Gross receipts \$ **46,184,061.****H(a)** Is this a group return

for affiliates?

☐ Yes☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶ **3385****I** Tax-exempt status. ☒ 501(c)(3) ☐ 501(c)() (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.YOURGOODWILL.ORG****K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation **1948****M** State of legal domicile **PA****Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROVIDE JOB TRAINING AND SUPPORT FOR THOSE WITH BARRIERS TO EMPLOYMENT. SEE PAGE 2, PART III.			
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	17	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17	
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	2755	
	6 Total number of volunteers (estimate if necessary)	6	128	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	7,176,347.	2,158,751.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	39,388,671.	42,507,912.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	167,964.	856,826.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	825,654.	525,570.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	47,558,636.	46,049,059.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	112,753.	223,706.	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	25,641,859.	27,253,844.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 229,478.	0.	0.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24d)	14,230,309.	14,772,704.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	39,984,921.	42,250,254.	
	19 Revenue less expenses. Subtract line 18 from line 12	7,573,715.	3,798,805.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16) OGDEN, UT	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	30,306,115.	35,125,805.
		22 Net assets or fund balances. Subtract line 21 from line 20	6,949,702.	7,730,933.
			23,356,413.	27,394,872.

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 Colleen McAuliffe, CFO	Date 1/24/2012
	Type or print name and title COLLEEN MCAULIFFE, CHIEF FINANCIAL OFFICER	
Paid Preparer Use Only	Print/Type preparer's name GARY J. DUBAS	Preparer's signature Gary J. Dubas
	Firm's name ▶ MCKONLY & ASBURY, LLP	Date 1/19/12
	Firm's address ▶ 415 FALLOWFIELD ROAD CAMP HILL, PA 17011	Check if self-employed ☒ PTIN
		Firm's EIN ▶
		Phone no 7177617910

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

☒ Yes ☐ No

G16 17

Part III. Statement of Program Service Accomplishments

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

☒ X**1** Briefly describe the organization's mission:

GOODWILL KEYSTONE AREA SUPPORTS PERSONS WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE IN ACHIEVING THEIR FULLEST POTENTIAL AS WORKERS AND AS MEMBERS OF THE BROADER COMMUNITY. GOODWILL BELIEVES THAT WORK IS, AND WILL CONTINUE TO BE, A FUNDAMENTAL BUILDING BLOCK OF

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 26,982,774. including grants of \$) (Revenue \$ 32,480,375.)

DONATED GOODS AND RETAIL PROGRAM SERVICES - GOODWILL KEYSTONE AREA ACCEPTS DONATIONS OF CLOTHING AND OTHER HOUSEHOLD GOODS FROM THE PUBLIC AND SELLS THESE DONATIONS IN GOODWILL COMMUNITY-BASED RETAIL STORES AND DONATION CENTERS. GOODWILL UTILIZES ITS RETAIL AND DONATION CENTERS TO PROVIDE ON-THE-JOB TRAINING AND EMPLOYMENT TO PEOPLE WITH DISABILITIES, PEOPLE WITH DISADVANTAGES AND OTHERS HAVING BARRIERS TO FINDING EMPLOYMENT. SERVICES AND EMPLOYMENT WERE PROVIDED TO 272 PEOPLE. IN ADDITION, 1,236 PEOPLE WERE EMPLOYED, MANY OF WHOM WERE PERSONS WITH DISABILITIES OR OTHER BARRIERS TO EMPLOYMENT. REVENUE FROM THE SALE OF DONATED GOODS GOES DIRECTLY TOWARD SUPPORTING AND GROWING CRITICAL COMMUNITY-BASED SERVICES AND OTHER EMPLOYMENT RELATED SUPPORTS. GOODWILL PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE

4b (Code:) (Expenses \$ 8,323,947. including grants of \$) (Revenue \$ 7,517,292.)

WORKFORCE DEVELOPMENT PROGRAM SERVICES - GOODWILL KEYSTONE AREA PROVIDES EDUCATION AND CAREER SERVICES, JOB PLACEMENT OPPORTUNITIES, POST-EMPLOYMENT SUPPORT, AND PERSONAL DEVELOPMENT TO INDIVIDUALS WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE. INDIVIDUALS CAN ACHIEVE GREATER LEVELS OF SELF-SUFFICIENCY AND ECONOMIC SUCCESS THROUGH GOODWILL'S WORKFORCE DEVELOPMENT AND COMMUNITY INTEGRATION SERVICES. GOODWILL PROVIDED THESE SERVICES TO 3,400 PEOPLE. IN ADDITION, 185 INDIVIDUALS WERE EMPLOYED, MANY OF WHOM WERE PERSONS WITH DISABILITIES OR OTHER BARRIERS TO EMPLOYMENT. SPECIFIC SERVICES INCLUDE ASSESSMENT, EMPLOYMENT TRAINING AND EDUCATION, WORK EXPERIENCE, EMPLOYMENT RETENTION, AND PERSONAL DEVELOPMENT. GOODWILL PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE SELF-SUFFICIENCY AND DIGNITY FOR

4c (Code:) (Expenses \$ 2,655,690. including grants of \$) (Revenue \$ 2,510,245.)

BUSINESS SERVICES PROGRAM SERVICES - GOODWILL KEYSTONE AREA CREATES PAID EMPLOYMENT EXPERIENCES AND JOB TRAINING OPPORTUNITIES FOR PEOPLE WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE BY PROVIDING CONTRACT WORK FOR COMMERCIAL BUSINESSES, STATE AND LOCAL GOVERNMENTS, AND OTHER COMMUNITY PARTNERS. THESE BUSINESS SERVICE OPPORTUNITIES PROVIDE A VARIETY OF WORK EXPERIENCE AND TRAINING ENVIRONMENTS IN GOODWILL FACILITIES AND IN THE COMMUNITY. SERVICES WERE PROVIDED TO 391 PEOPLE. SPECIFIC BUSINESS SERVICES INCLUDE CUSTODIAL, SHREDDING, PACKAGING AND ASSEMBLY, MAILING, LABOR FULFILLMENT, AND LASER CARTRIDGE RE-MANUFACTURING. GOODWILL PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE SELF-SUFFICIENCY AND DIGNITY FOR THOSE WE SERVE.

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 37,962,411.

Part IV. Checklist of Required Schedules

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

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Part IV. Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 78		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a 2755		
b 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)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	X	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

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

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

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	17	
1b Enter the number of voting members included in line 1a, above, who are independent	17	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **PA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☒ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. **▶**
RON KRATOFIL, PRESIDENT - 717-232-1831
1150 GOODWILL DRIVE, HARRISBURG, PA 17101

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

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

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

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MERRILL A. YOHE, JR. BOARD MEMBER	1.00	X						0.	0.	0.
RICHARD W. CONLEY BOARD MEMBER	1.00	X						0.	0.	0.
MARION C. ALEXANDER MARKETING AND COMMUNITY DEVELOPMENT	4.00	X						0.	0.	0.
HARRIS BOOKER BOARD VICE CHAIR	4.00	X						0.	0.	0.
BARRY LANDIS RETAIL CHAIR	4.00	X						0.	0.	0.
JAMES M. LOWE FINANCE CHAIR	4.00	X						0.	0.	0.
JANE PINKERTON IMMEDIATE PAST CHAIR	2.00	X						0.	0.	0.
ROGER ULRICH BOARD MEMBER	1.00	X						0.	0.	0.
THOMAS E. WOOD, ESQ BOARD MEMBER	1.00	X						0.	0.	0.
ANTHONY BYRNE BOARD VICE CHAIR	4.00	X						0.	0.	0.
TIMOTHY HANLON BOARD MEMBER	4.00	X						0.	0.	0.
DENNIS J. J. MCGEE JR. CHAIR	5.00	X						0.	0.	0.
WILLIAM GRANT BOARD MEMBER	1.00	X						0.	0.	0.
MARK KOELLNER BOARD MEMBER	1.00	X						0.	0.	0.
BRRENDA KAUFFMAN BOARD MEMBER	1.00	X						0.	0.	0.
ROBERT P. BLICKLEY BOARD MEMBER	1.00	X						0.	0.	0.
THEODORE NIEMCZYK, JR. BOARD MEMBER	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES PERANO BOARD MEMBER	1.00	X						0.	0.	0.
JOSIE BYCEK BOARD MEMBER	1.00	X						0.	0.	0.
CRAIG SCHWARTZ BOARD MEMBER	1.00	X						0.	0.	0.
CHUCK WINGATE BOARD MEMBER	1.00	X						0.	0.	0.
RON KRATOPIL PRESIDENT & CEO	40.00			X				246,344.	0.	5,978.
LESLIE FLEIG VP OF RISK MANAGEMENT	40.00			X				160,316.	0.	5,931.
JOHN MCHENRY SR VP MARKETING & DEVELOPM	40.00			X				209,740.	0.	5,962.
RICK MOSER VP RETAIL	40.00			X				112,366.	0.	9,981.
SHARON SCHWAB VP BUSINESS DEVELOPMENT	40.00			X				106,064.	0.	8,741.
1b Sub-total								834,830.	0.	36,593.
c Total from continuation sheets to Part VII, Section A								359,161.	0.	25,364.
d Total (add lines 1b and 1c)								1,193,991.	0.	61,957.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **7**

- 3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. **NONE**

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

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

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	24,680.				
	d Related organizations	1d	2,000,000.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	134,071.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			2,158,751.			
Program Service Revenue	2 a <u>DONATED GOODS PROGRAM</u>	Business Code	900099	32480375.	32480375.		
	b <u>WORKFORCE DEVELOPMENT</u>		900099	7,517,292.	7,517,292.		
	c <u>BUSINESS SERVICE PROGR</u>		900099	2,510,245.	2,510,245.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			42507912.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			184,433.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross Rents		(i) Real	(ii) Personal				
		45,932.					
b Less: rental expenses							
c Rental income or (loss)							
		45,932.					
d Net rental income or (loss)				45,932.			45,932.
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
		300,376.	495,082.				
b Less: cost or other basis and sales expenses							
			123,065.				
c Gain or (loss)							
		300,376.	372,017.				
d Net gain or (loss)				672,393.			672,393.
8 a Gross income from fundraising events (not including \$ 24,680. of contributions reported on line 1c). See Part IV, line 18							
		a	41,898.				
b Less: direct expenses							
	b	11,937.					
c Net income or (loss) from fundraising events			29,961.			29,961.	
9 a Gross income from gaming activities. See Part IV, line 19							
	a						
b Less: direct expenses							
	b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances							
	a						
b Less: cost of goods sold							
	b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
11 a <u>MANAGEMENT FEE REVENUE</u>		900099	300,861.	300,861.			
b <u>INCOME FROM PREPETUAL</u>		900099	129,000.			129,000.	
c <u>OTHER REVENUE</u>		900099	19,816.	19,816.			
d All other revenue							
e Total. Add lines 11a-11d			449,677.				
12 Total revenue. See instructions			46049059.	42828589.	0.	1061719.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	200,000.	200,000.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	23,706.	23,706.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,168,199.	394,082.	692,299.	81,818.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	20,955,610.	19,301,801.	1,563,038.	90,771.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	250,352.	212,163.	36,401.	1,788.
9 Other employee benefits	3,332,366.	3,065,561.	252,761.	14,044.
10 Payroll taxes	1,547,317.	1,436,969.	100,210.	10,138.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	405,147.	145,853.	257,966.	1,328.
12 Advertising and promotion	228,729.	154,620.	60,779.	13,330.
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	7,094,171.	6,846,888.	247,122.	161.
17 Travel	1,129,140.	1,080,101.	47,185.	1,854.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	32,213.	19,788.	11,176.	1,249.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,360,029.	1,105,552.	254,335.	142.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a SUPPLIES	2,481,953.	2,403,575.	78,077.	301.
b MISCELLANEOUS	536,376.	213,180.	319,815.	3,381.
c BANK CHARGES	453,477.	430,305.	20,693.	2,479.
d MAINTENANCE AND REPAIRS	409,053.	376,187.	29,014.	3,852.
e POSTAGE	359,977.	331,930.	25,231.	2,816.
f All other expenses	282,439.	220,150.	62,263.	26.
25 Total functional expenses. Add lines 1 through 24f	42,250,254.	37,962,411.	4,058,365.	229,478.
26 Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Part X. Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,173,708.	1	7,137,132.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	9,907.	3	4,591.
	4 Accounts receivable, net	1,303,315.	4	1,167,969.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	999,553.	8	1,104,897.
	9 Prepaid expenses and deferred charges	468,845.	9	578,978.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 26,972,445.		
	b Less: accumulated depreciation	10b 10,969,630.	10c	16,002,815.
	11 Investments - publicly traded securities	2,980,243.	11	3,562,481.
	12 Investments - other securities. See Part IV, line 11	8,000,000.	12	5,500,000.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	72,073.	15	66,942.
16 Total assets. Add lines 1 through 15 (must equal line 34)	30,306,115.	16	35,125,805.	
Liabilities	17 Accounts payable and accrued expenses	2,449,366.	17	2,967,256.
	18 Grants payable		18	
	19 Deferred revenue	93,942.	19	258,939.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	3,812,527.	23	4,039,512.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	593,867.	25	465,226.
	26 Total liabilities. Add lines 17 through 25	6,949,702.	26	7,730,933.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		23,294,653.	27	27,306,829.
28 Temporarily restricted net assets		61,760.	28	88,043.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		23,356,413.	33	27,394,872.
34 Total liabilities and net assets/fund balances		30,306,115.	34	35,125,805.

Form 990 (2010)

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	46,049,059.
2	Total expenses (must equal Part IX, column (A), line 25)	2	42,250,254.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,798,805.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,356,413.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	239,654.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	27,394,872.

Part XII Financial Statements and Reporting

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

☒

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form 990 (2010)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Schedule A (Form 990 or 990-EZ) 2010

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2818747.	3338920.	170,762.	176,347.	158,751.	6663527.
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	7762979.	7554611.	36542707.	40006872.	42858550.	134725719
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	10581726.	10893531.	36713469.	40183219.	43017301.	141389246
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6)						141389246

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	10581726.	10893531.	36713469.	40183219.	43017301.	141389246
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	33,900.	38,184.	221,867.	166,457.	230,036.	690,444.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	33,900.	38,184.	221,867.	166,457.	230,036.	690,444.
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.)	178,628.	189,300.	180,000.	146,000.	129,000.	822,928.
13 Total support. (Add lines 9, 10c, 11, and 12)	10794254.	11121015.	37115336.	40495676.	43376337.	142902618

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

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	98.94 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	98.74 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	.48 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	.46 %

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☒**b 33 1/3% support tests - 2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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?		☐ Yes ☐ No

Part II

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or 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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

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

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

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

6 Staff and volunteer hours devoted to monitoring, inspecting, 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 XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III

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

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

1a If the organization elected, as permitted under SFAS 116 (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 XIV, 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 ► \$ _____

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 exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes☐ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes☐ No

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

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes☐ No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Term endowment ▶ _____ %

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		2,279,096.		2,279,096.
b Buildings		14,556,565.	5,785,992.	8,770,573.
c Leasehold improvements		1,620,843.	1,094,820.	526,023.
d Equipment		6,684,177.	4,088,818.	2,595,359.
e Other		1,831,764.		1,831,764.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				16,002,815.

Schedule D (Form 990) 2010

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CERTIFICATES OF DEPOSIT	5,500,000.	COST
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	5,500,000.	

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

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

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DUE TO AFFILIATE	465,226.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	465,226.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	46,049,059.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	42,250,254.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	3,798,805.
4	Net unrealized gains (losses) on investments	4	239,654.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	239,654.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	4,038,459.

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

1	Total revenue, gains, and other support per audited financial statements	1	46,300,650.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	239,654.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	11,937.
e	Add lines 2a through 2d	2e	251,591.
3	Subtract line 2e from line 1	3	46,049,059.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	46,049,059.

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

1	Total expenses and losses per audited financial statements	1	42,262,191.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	11,937.
e	Add lines 2a through 2d	2e	11,937.
3	Subtract line 2e from line 1	3	42,250,254.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	42,250,254.

Part XIV Supplemental Information

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

PART X, LINE 2: GOODWILL KEYSTONE AREA ADHERES TO THE PROVISIONS OF

FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ACCOUNTING STANDARDS

CODIFICATION (ASC) 740, INCOME TAXES (ASC 740). ASC 740 ESTABLISHES RULES

FOR RECOGNIZING AND MEASURING TAX POSITIONS TAKEN IN AN INCOME TAX RETURN,

INCLUDING DISCLOSURES OF UNCERTAIN TAX POSITIONS (UTPS). ASC 740 MANDATES

THAT ORGANIZATIONS EVALUATE ALL MATERIAL INCOME TAX POSITIONS FOR PERIODS

THAT REMAIN OPEN UNDER APPLICABLE STATUTES OF LIMITATION, AS WELL AS

POSITIONS EXPECTED TO BE TAKEN IN FUTURE RETURNS. THE UTP RULES THEN

Part XIV Supplemental Information (continued)

IMPOSE A RECOGNITION THRESHOLD ON EACH TAX POSITION. AN ORGANIZATION CAN RECOGNIZE AN INCOME TAX BENEFIT ONLY IF THE POSITION HAS A "MORE LIKELY THAN NOT" (I.E. MORE THAN 50 PERCENT) CHANCE OF BEING SUSTAINED ON THE TECHNICAL MERITS. FOR THE YEAR ENDED JUNE 30, 2011, GOODWILL HAS TAKEN NO MATERIAL TAX POSITIONS ON ITS APPLICABLE TAX FILINGS THAT DO NOT MEET THE MORE LIKELY THAN NOT THRESHOLD. AS A RESULT, NO AMOUNT FOR UTPS HAS BEEN INCLUDED IN THE COMBINED FINANCIAL STATEMENTS.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENTS DIRECT COSTS 11,937.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EVENTS DIRECT COSTS 11,937.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

Open To Public Inspection

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ **Yes**☐ No

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

[illegible]

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		AUCTION (event type)	RUNWAY SHOW (event type)	NONE (total number)	
Revenue	1 Gross receipts	43,929.	22,649.		66,578.
	2 Less: Charitable contributions	12,740.	11,940.		24,680.
	3 Gross income (line 1 minus line 2)	31,189.	10,709.		41,898.
Direct Expenses	4 Cash prizes	377.			377.
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	1,160.	557.		1,717.
	8 Entertainment		300.		300.
	9 Other direct expenses	1,146.	8,397.		9,543.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				11,937.
	11 Net income summary. Combine line 3, column (d), and line 10				29,961.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____**a** Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No**b** If "No," explain: _____**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No**b** If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| 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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

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.

Name of the organization

GOODWILL KEYSTONE AREA

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?

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

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION - 1150 GOODWILL DRIVE - HARRISBURG, PA 17101	20-0946375	501(C)(3)	200,000.	0.			TO CARRY OUT THE EXEMPT PURPOSE OF THE ORGANIZATION.

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

$$\begin{array}{r} 1.0 \\ \hline \blacktriangle \quad \blacktriangle \end{array}$$

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

Schedule I (Form 990) (2010)

**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, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| ☐ First-class or charter travel | ☐ Housing allowance or residence for personal use |
| ☐ Travel for companions | ☐ Payments for business use of personal residence |
| ☐ Tax indemnification and gross-up payments | ☐ Health or social club dues or initiation fees |
| ☐ Discretionary spending account | ☐ Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| ☐ Compensation committee | ☒ Written employment contract |
| ☐ Independent compensation consultant | ☒ Compensation survey or study |
| ☒ Form 990 of other organizations | ☒ Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment from the organization or a related organization?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations 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?
- b** Any related organization?

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?
- b** Any related organization?

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

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2010

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 RON KRATOFIL	(i)	226,844.	19,500.	0.	5,978.	252,322.	0.
	(ii)	0.	0.	0.	0.	0.	0.
2 LESLIE FLEIG	(i)	151,125.	9,191.	0.	5,931.	166,247.	0.
	(ii)	0.	0.	0.	0.	0.	0.
3 JOHN MCHENRY	(i)	196,880.	12,860.	0.	5,962.	215,702.	0.
	(ii)	0.	0.	0.	0.	0.	0.
4 COLLEEN MCAULIFFE	(i)	138,372.	12,540.	0.	5,961.	156,873.	0.
	(ii)	0.	0.	0.	0.	0.	0.
5	(i)						
(ii)							
6	(i)						
(ii)							
7	(i)						
(ii)							
8	(i)						
(ii)							
9	(i)						
(ii)							
10	(i)						
(ii)							
11	(i)						
(ii)							
12	(i)						
(ii)							
13	(i)						
(ii)							
14	(i)						
(ii)							
15	(i)						
(ii)							
16	(i)						
(ii)							

Part III Supplemental Information

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

PART I, LINE 4B: THE FOLLOWING ARE THE RECIPIENTS AND THE AMOUNTS OF

WHO PARTICIPATED IN OR RECEIVED PAYMENT FROM A SUPPLEMENTAL NONQUALIFIED

RETIREMENT PLAN:

LIONEL BOUTIN \$14,805

ROBERT WRAY \$21,407

LEONA MYERS \$30,291

LESLIE FLEIG \$55,530

JOHN MCHENRY \$61,599

SHARON SCHWAB \$11,707

PART I, LINE 7: THE ORGANIZATION PAID \$90,938 FOR DISCRETIONARY

BOARD-APPROVED BONUSES.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

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	X		11,872,606.	FMV-THRIFT SHOP SALE
6 Cars and other vehicles	X	31	21,275.	AUCTION
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
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 Acknowledgement

29

0

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?

b If "Yes," describe the arrangement in Part II.

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

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

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

Yes No

30a		X
31	X	
32a		X
33		

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

Schedule M (Form 990) (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number
23-1365338

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

COMMUNITY. EMPLOYMENT PROVIDES ECONOMIC INDEPENDENCE, AS WELL AS THE
SECONDARY GAINS OF PREVENTING AND MINIMIZING OTHER SOCIAL PROBLEMS. IT
EMPOWERS EACH PERSON TO DEVELOP A BROADER ROLE WITHIN THE COMMUNITY.

GOODWILL KEYSTONE AREA IS A MEMBER OF GOODWILL INDUSTRIES
INTERNATIONAL, THE WORLD'S LARGEST PROVIDER OF EMPLOYMENT TRAINING, JOB
PLACEMENT AND OTHER CRITICAL COMMUNITY-BASED SERVICES FOR PEOPLE WHO
HAVE A DISABILITY, PEOPLE WHO LACK EDUCATION OR JOB EXPERIENCE, AND
OTHERS IN NEED.

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

SELF-SUFFICIENCY AND DIGNITY FOR THOSE WE SERVE.

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

THOSE WE SERVE.

FORM 990, PART VI, SECTION B, LINE 11: THE CHIEF FINANCIAL OFFICER
INITIALLY PREPARES THE FORM 990 AND RELATED SCHEDULES AND THE INDEPENDENT
AUDITORS REVIEW AND MAKE REVISIONS. THE REVISED FORM 990 AND RELATED
SCHEDULES ARE REVIEWED BY THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL
OFFICER AND THE AUDIT COMMITTEE OF THE BOARD. THE AUDIT COMMITTEE ALSO
MEETS WITH A REPRESENTATIVE OF THE ACCOUNTING FIRM THAT REVIEWED THE FORM
990 AND RELATED SCHEDULES TO DISCUSS THE CONTENT AND ANSWER ANY QUESTIONS
OF THE AUDIT COMMITTEE. FINAL CHANGES, IF ANY, ARE THEN MADE TO THE FORM
990 AND RELATED SCHEDULES. THE AUDIT COMMITTEE APPROVES THE FINAL COPY OF

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

THE IRS FORM 990 AND RELATED SCHEDULES AND THE FULL BOARD WILL RECEIVE A COPY BEFORE IT IS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: SIGNED DISCLOSURE STATEMENTS AND DISCUSSION OF POTENTIAL CONFLICTS AT THE ANNUAL BOARD MEETING.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION IS ADMINISTERED BY THE EXECUTIVE COMMITTEE FOR THE CEO AND CFO, AND BY THE CEO FOR SENIOR MANAGEMENT/OFFICERS. BOARD POLICIES DICTATE THE SALARIES FOR THE ABOVE POSITIONS BE TARGETED AT THE MEDIAN OF COMPARABLE MARKET DATA FOR THE CEO AND OFFICERS. SUCH DATA IS DERIVED FROM VARIOUS SOURCES INCLUDING SPECIFIC TRADE ASSOCIATION SURVEYS AND HUMAN RESOURCES COMPENSATION DATA. EVALUATIONS ARE CONDUCTED ANNUALLY AT THE END OF THE FISCAL YEAR FOR THE CEO AND ALL SENIOR MANAGEMENT/OFFICERS. EVALUATIONS FOR ALL OFFICERS AND THE CEO WERE PERFORMED DURING THE 10-11 FISCAL YEAR.

FORM 990, PART VI, SECTION C, LINE 19: SUCH RECORDS ARE AVAILABLE BY REQUEST AT THE ORGANIZATION'S MAIN OFFICE AT 1150 GOODWILL DRIVE, HARRISBURG, PA 17101.

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

NET UNREALIZED GAINS ON INVESTMENTS: 239,654.

FORM 990, PART XI, LINE 2C

THE AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

PART VIII, LINE 1G

THE NON-CASH CONTRIBUTIONS REPRESENT DONATED GOODS USED IN OUR DONATED GOODS AND RETAIL PROGRAM. THE AMOUNT ON LINE 1G IS INCLUDED IN PROGRAM SERVICE REVENUE ON LINE 2A.

SCHEDULE R, PART II IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

PRIMARY ACTIVITY OF GOODWILL SERVICES, INC.

GOODWILL SERVICES, INC. SUPPORTS PERSONS WITH SEVERE DISABILITIES IN ACHIEVING THEIR FULLEST POTENTIAL AS WORKERS AND AS MEMBERS OF THE BROADER COMMUNITY. GOODWILL BELIEVES THAT WORK IS, AND WILL CONTINUE TO BE, A FUNDAMENTAL BUILDING BLOCK OF COMMUNITY. EMPLOYMENT PROVIDES ECONOMIC INDEPENDENCE, AS WELL AS THE SECONDARY GAINS OF PREVENTING AND MINIMIZING OTHER SOCIAL PROBLEMS. IT EMPOWERS EACH PERSON TO DEVELOP A BROADER ROLE WITHIN THE COMMUNITY.

GOODWILL SERVICES, INC. IS A WHOLLY OWNED SUBSIDIARY OF GOODWILL KEYSTONE AREA. GOODWILL KEYSTONE AREA IS A MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL, THE WORLD'S LARGEST PROVIDER OF EMPLOYMENT TRAINING, JOB PLACEMENT, AND OTHER CRITICAL COMMUNITY-BASED SERVICES FOR PEOPLE WHO HAVE A DISABILITY, PEOPLE WHO LACK EDUCATION OR JOB EXPERIENCE, AND OTHERS IN NEED.

SCHEDULE R, PART II IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

PRIMARY ACTIVITY OF GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION

THE GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION PROVIDES SUPPORT FOR INNOVATIVE SERVICES FOR INDIVIDUALS WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE, HELPING THEM TO REACH THEIR FULLEST POTENTIAL AS WORKERS AND AS MEMBERS OF THE BROADER COMMUNITY. THE FOUNDATION

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

SEEKS FINANCIAL RESOURCES FOR SERVICES PROVIDED BY GOODWILL KEYSTONE
AREA AND SIMILAR NON-PROFIT ORGANIZATIONS THROUGHOUT 22 COUNTIES IN
PENNSYLVANIA.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**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 other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved	Yes	No
(1) GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION	B	200,000.	ACTUAL VALUE		X
(2) GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION	C	268,901.	ACTUAL VALUE		X
(3) GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION	K	60,000.	ACTUAL VALUE		X
(4) GOODWILL SERVICES INC	K	240,861.	ACTUAL VALUE		X
(5) GOODWILL SERVICES INC.	C	2,000,000.	ACTUAL VALUE		X
(6)					X

Part VII Supplemental Information

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

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN SODERBURG VP WORKFORCE DEVELOPMENT	40.00			X				110,370.	0.	9,943.
MANON YEAGER VP HUMAN RESOURCES	40.00			X				97,879.	0.	9,460.
COLLEEN MCAULIFFE TREASURER & CFO	40.00			X				150,912.	0.	5,961.
Total to Part VII, Section A, line 1c								359,161.		25,364.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization GOODWILL KEYSTONE AREA	Employer identification number 23-1365338
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1150 GOODWILL DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HARRISBURG, PA 17101	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

RON KRATOFIL, PRESIDENT

- The books are in the care of ► **1150 GOODWILL DRIVE - HARRISBURG, PA 17101**

Telephone No. ► **717-232-1831**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or

► ☒ tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)