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Form 990

Return of Organization Exempt From Income Tax

2011

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

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

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable	C Name of organization DAVIS MEMORIAL GOODWILL INDUSTRIES	D Employer identification number 53-0196588
<input type="checkbox"/> Address change	Doing Business As GOODWILL OF GREATER WASHINGTON	E Telephone number (202) 636-4225
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) 2200 SOUTH DAKOTA AVENUE NE	F Gross receipts \$ 37,300,862
<input type="checkbox"/> Initial return	Room/suite	
<input type="checkbox"/> Terminated		
<input type="checkbox"/> Amended return		
<input type="checkbox"/> Application pending		

F Name and address of principal officer CATHERINE A MELOY 2200 SOUTH DAKOTA AVENUE NE WASHINGTON, DC 20018	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
	H(c) Group exemption number ►

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

J Website: ► DCGOODWILL.ORG

K Form of organization Corporation Trust Association Other ► L Year of formation 1935 M State of legal domicile DC

Part I Summary

1 Briefly describe the organization's mission or most significant activities TO PROVIDE JOB TRAINING AND EMPLOYMENT SERVICES TO PEOPLE WITH DISADVANTAGES AND DISABILITIES	
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 16
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 15
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5 761
6 Total number of volunteers (estimate if necessary)	6 15
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 7,454
b Net unrelated business taxable income from Form 990-T, line 34	7b 4,135

8 Contributions and grants (Part VIII, line 1h)	Prior Year 4,910,899	Current Year 5,490,800
9 Program service revenue (Part VIII, line 2g)	10,434,241	13,365,419
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	211,420	296,881
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,771,406	13,235,797
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	25,327,966	32,388,897

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0 0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0 0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15,260,318 18,584,540
16a Professional fundraising fees (Part IX, column (A), line 11e)	35,200 36,600
b Total fundraising expenses (Part IX, column (D), line 25) ► 772,146	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,899,664 11,120,662
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	24,195,182 29,741,802
19 Revenue less expenses Subtract line 18 from line 12	1,132,784 2,647,095

20 Total assets (Part X, line 16)	Beginning of Current Year 12,499,500	End of Year 15,060,503
21 Total liabilities (Part X, line 26)	5,936,025	6,159,216
22 Net assets or fund balances Subtract line 21 from line 20	6,563,475	8,901,287

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 CATHERINE A MELOY PRESIDENT AND CEO Type or print name and title	2012-08-07 Date
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Paid Preparer's Use Only	Preparer's signature ► FRANK H SMITH	Date 2012-08-14	Check if self-employed ► <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P00639053
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► RAFFA PC 1899 L STREET NW SUITE 900			EIN ► 52-1511275
				Phone no ► (202) 822-5000

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1 Briefly describe the organization's mission**

GOODWILL OF GREATER WASHINGTON'S MISSION IS TO TRANSFORM LIVES AND COMMUNITIES THROUGH THE POWER OF EDUCATION AND EMPLOYMENT. GOODWILL PROVIDES JOB TRAINING AND EMPLOYMENT SERVICES TO PEOPLE WITH DISADVANTAGES AND DISABILITIES THROUGHOUT THE DC METROPOLITAN AREA

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

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

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

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses \$ 13,939,354 including grants of \$) (Revenue \$ 16,630,557)

DONATED GOODS GOODWILL OF GREATER WASHINGTON'S RETAIL STORES AND DONATION CENTERS ARE CENTRAL TO THE FULFILLMENT OF GOODWILL'S MISSION TO PROVIDE JOBS, JOB TRAINING AND EMPLOYMENT SERVICES FOR PEOPLE WITH DISADVANTAGES AND DISABILITIES. IN 2011, ALMOST \$17 MILLION WORTH OF GENTLY USED CLOTHING, FURNITURE, AND OTHER HOUSEHOLD GOODS WERE SORTED, PRICED AND SOLD IN GOODWILL'S 13 RETAIL LOCATIONS PLUS ONLINE, SAVING OUR CUSTOMERS HUNDREDS OF THOUSANDS OF DOLLARS ON QUALITY, LOW COST GOODS, WHILE PROVIDING THE REVENUE NECESSARY TO FUND OUR CRITICAL JOB TRAINING PROGRAMS. IN 2011, ALMOST 1 MILLION TRANSACTIONS WERE MADE AND SOME 440,000 PEOPLE GENEROUSLY DONATED THESE GOODS, KEEPING 17 MILLION POUNDS OF DONATED GOODS OUT OF AREA LANDFILLS. MOST COMPUTERS ARE NOW RECYCLED THROUGH THE DELL RECONNECT PROGRAM RESULTING IN THE RE-USE OF VIRTUALLY EVERY PART AND COMPONENT. IN 2011, GOODWILL OF GREATER WASHINGTON RECYCLED OVER 700,000 POUNDS OF COMPUTERS AND COMPUTER PARTS. GOODWILL STORES ARE ALSO A SOURCE OF MISSION FULFILLMENT. WE DON'T JUST PROVIDE JOB TRAINING TO PEOPLE WITH BARRIERS TO EMPLOYMENT. WE ALSO EMPLOY THEM. MANY OF GOODWILL'S MORE THAN 300 RETAIL EMPLOYEES HAVE OVERCOME SIGNIFICANT CHALLENGES AND OBSTACLES TO FIND SUCCESS IN THEIR WORK.

4b (Code) (Expenses \$ 11,047,117 including grants of \$) (Revenue \$ 13,365,419)

CONTRACTS ONE OF GOODWILL OF GREATER WASHINGTON'S MOST SUCCESSFUL BUSINESS AND MISSION FULFILLMENT OPERATIONS IS ITS CONTRACT SERVICES DIVISION. IN 2011, UNDER THE ABILITY ONE PROGRAM, GOODWILL EMPLOYED MORE THAN 225 PEOPLE IN ITS 22 CONTRACT SITES THROUGHOUT THE DC AREA. INCLUDING THE BUREAU OF ENGRAVING & PRINTING, THE NATIONAL GALLERY OF ART, THE OLD POST OFFICE PAVILION, BOLLING AIR FORCE BASE AND THE U.S. GEOLOGICAL SURVEY. MORE THAN 78% OF ALL THE LABOR HOURS PERFORMED ON THESE CONTRACTS ARE PERFORMED BY INDIVIDUALS WITH SIGNIFICANT DISABILITIES. BY PROVIDING CUSTODIAL, GROUNDS MAINTENANCE, AND PEST CONTROL SERVICES TO GOVERNMENT AND COMMERCIAL FACILITIES, GOODWILL OFFERS ITS EMPLOYEES HOPE, DIGNITY, AND A FUTURE FOR THEMSELVES AND THEIR FAMILIES. GOODWILL IS ALL ABOUT PEOPLE WORKING. WE ARE ONE OF THE WASHINGTON, DC AREA'S LARGEST PROVIDERS OF EMPLOYMENT AND TRAINING SERVICES FOR PEOPLE WITH DISABILITIES AND OTHER BARRIERS TO EMPLOYMENT. WE BELIEVE IN WORK. WORK HELPS BUILD SELF-CONFIDENCE, FRIENDSHIP, INDEPENDENCE, DIGNITY AND TRUST. EVERYONE DESERVES A CHANCE TO HAVE THESE THINGS IN LIFE. GOODWILL PROVIDES THAT CHANCE.

4c (Code) (Expenses \$ 2,267,743 including grants of \$) (Revenue \$ 1,593,587)

WORKFORCE DEVELOPMENT. IN 2011, GOODWILL OF GREATER WASHINGTON'S WORKFORCE DEVELOPMENT DIVISION PROVIDED JOB TRAINING, EMPLOYMENT AND OTHER SUPPORTIVE SERVICES TO ALMOST 2,800 PEOPLE IN AND AROUND OUR NATION'S CAPITAL. THESE CRITICAL SERVICES WERE FUNDED THROUGH THE REVENUE GENERATED BY GOODWILL'S CONTRACTS OPERATIONS, THE DONATIONS SOLD AT GOODWILL'S 13 AREA RETAIL STORES, AND THROUGH THE GENEROUS FINANCIAL SUPPORT OF OUR INDIVIDUAL AND CORPORATE DONORS. AS THE REGION CONTINUED THROUGH ONE OF THE WORST RECESSIONS IN AMERICAN HISTORY, THE POPULATION OF PEOPLE SEEKING GOODWILL'S HELP BEGAN GROWING IN LARGE NUMBERS AND COMING FROM ALL WALKS OF LIFE. THE POPULATIONS GOODWILL SERVES ARE VERY DIVERSE AND FACE A VARIETY OF BARRIERS TO EMPLOYMENT. THEY MAY HAVE PHYSICAL, EMOTIONAL, DEVELOPMENTAL OR OTHER DISABLING CONDITIONS, OR THEY MAY LACK AN EDUCATION OR ENGLISH PROFICIENCY. MANY OF THE PEOPLE GOODWILL SERVES ARE EX-OFFENDERS TRYING TO REBUILD THEIR LIVES. IN ONE COMMUNITY GOODWILL SERVES, THE UNEMPLOYMENT RATE EXCEEDS 25%. THE ONE CONSISTENT BARRIER FACED BY ALL OF THE PEOPLE WHO WALK THROUGH GOODWILL'S DOORS IS A LACK OF MARKETABLE JOB SKILLS. THAT'S WHY THE WORKFORCE DEVELOPMENT DIVISION PROVIDES EMPLOYABILITY SKILLS TRAINING (JOB READINESS), JOB PLACEMENT, OCCUPATIONAL SKILLS TRAINING, JOB COACHING, AND/OR RETENTION SERVICES. THESE SERVICES HELP INDIVIDUALS WITH DISADVANTAGES AND DISABILITIES ENTER OR RE-ENTER THE WORKPLACE WITH CONFIDENCE AND DIGNITY. OUR PRIMARY GOAL IS TO MATCH THE SKILLS, INTERESTS, AND WORK PREFERENCES OF OUR STUDENTS TO THE NEEDS OF LOCAL EMPLOYERS. THIS IS ACCOMPLISHED THROUGH AN INDIVIDUALIZED EMPLOYMENT PLAN, MOCK-INTERVIEWS, CAREER ASSESSMENTS, INTERNSHIPS, WORK TRIALS, AND OTHER DISCOVERY STRATEGIES. IN 2011, GOODWILL OFFERED ITS APPLICANTS MULTIPLE JOB TRAINING AND PREPARATION OPTIONS INCLUDING CAREER NAVIGATION, UNARMED SECURITY & PROTECTIVE SERVICE, AND GREEN CONSTRUCTION PRE-APPRENTICESHIP TRAINING. WE OFFERED INDIVIDUALIZED JOB DEVELOPMENT, PLACEMENT AND COACHING SERVICES TO INDIVIDUALS WITH DISABILITIES THROUGH PARTNERSHIPS WITH DC REHABILITATION SERVICES ADMINISTRATION AND MD DEPARTMENT OF REHABILITATIVE SERVICES. IN 2011, GOODWILL ONCE AGAIN PARTNERED WITH THE GREEN BUILDERS COUNCIL OF DC, ABC CRAFTMASTERS TRAINING TRUST TO TRAIN AND CERTIFY STUDENTS IN SUSTAINABLE GREEN BUILDING, WEATHERIZATION, AND SMART METER INSTALLATION AS PART OF OUR CONSTRUCTION PRE-APPRENTICESHIP PROGRAM - GREEN PATHWAY DC. GREEN INITIATIVES ARE NOT NEW TO GOODWILL. THE CHARITABLE AGENCY IS OFTEN REFERRED TO AS THE ORIGINAL RECYCLER, SINCE IT HAS BEEN REUSING AND RECYCLING DONATED GOODS HERE IN OUR NATION'S CAPITAL SINCE 1935. THROUGH ITS RETAIL OPERATIONS, GOODWILL OF GREATER WASHINGTON IS ALWAYS WORKING TO FIND NEW AND INNOVATIVE WAYS TO ENGAGE OUR COMMUNITY, EDUCATE PEOPLE ON OUR MISSION AND GENERATE ADDED FORMS OF SUPPORT. IN ADDITION TO ENHANCING OUR GRASS ROOTS FOOTPRINT, GOODWILL OF GREATER WASHINGTON IS INCREASING THE USE OF DIGITAL TECHNOLOGY, WHICH OFTEN COST MUCH LESS THAN TRADITIONAL MEDIA. GOODWILL IS SUCCESSFULLY REACHING WIDER SWATHS OF THE POPULATION, LEADING TO INCREASED GIVING, ULTIMATELY IMPROVING OUR ABILITY TO SERVE MORE PEOPLE. IN ADDITION TO GENERATING ALMOST \$1 MILLION IN REVENUE BY SELLING GOODS ONLINE, GOODWILL NOW MANAGES TWO BLOGS (ENGLISH AND SPANISH), AND CAN BE FOUND ON FACEBOOK, TWITTER, FOURESCOPE, PINTEREST AND GOOGLE PLUS. GOODWILL OF GREATER WASHINGTON ALSO HAS A MOBILE APP THAT HAS BEEN DOWNLOADED BY MORE THAN 4,000 WASHINGTONIANS SINCE ITS LAUNCH IN OCTOBER OF 2010.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses \$ 27,254,214

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10	Yes	
11a	Yes	
11b		No
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17	Yes	
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	101
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	761
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	Yes
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 or securities account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	No
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	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.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c	Enter the aggregate amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year

1b Enter the number of voting members included in line 1a, above, who are independent

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?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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

	Yes	No
1a	16	
1b	15	
2		No
3		No
4		No
5		No
6		No
7a		No
7b		No
8a	Yes	
8b	Yes	
9		No

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

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review the Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

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?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		No
10b		
11a	Yes	
12a	Yes	
12b	Yes	
12c	Yes	
13	Yes	
14	Yes	
15a	Yes	
15b	Yes	
16a		No
16b		

Section C. Disclosure

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

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

Own website Another's website Upon request

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

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

ROSA PROCTOR
2200 SOUTH DAKOTA AVENUE NE
WASHINGTON, DC 20018
(202) 636-4225

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

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or Director	Individual trustee	Institutional Trustee	Officer	Key Employee	Employer Reported Highest Compensated			
(1) EARL SEGAL CHAIR	1 00	X		X				0	0	0
(2) GLEN S HOWARD SECRETARY	1 00	X		X				0	0	0
(3) APRIL YOUNG TREASURER	1 00	X		X				0	0	0
(4) ADRIAN CHAPMAN DIRECTOR	1 00	X						0	0	0
(5) THOMAS CHAPMAN DIRECTOR	1 00	X						0	0	0
(6) JAMES DINEGAR DIRECTOR	1 00	X						0	0	0
(7) THOMAS FULCHER DIRECTOR	1 00	X						0	0	0
(8) ELIZABETH KARMIN DIRECTOR	1 00	X						0	0	0
(9) DEBORAH KISSIRE DIRECTOR	1 00	X						0	0	0
(10) ANN MCLEAN DIRECTOR	1 00	X						0	0	0
(11) GUYLAINÉ SAINT JUSTE DIRECTOR	1 00	X						0	0	0
(12) KENNETH SAMET DIRECTOR	1 00	X						0	0	0
(13) CAROLYN STENNELL DIRECTOR	1 00	X						0	0	0
(14) JOHN WHALEN DIRECTOR	1 00	X						0	0	0
(15) JOHN WILSON DIRECTOR	1 00	X						0	0	0
(16) CATHERINE A MELOY PRESIDENT & CEO	40 00	X		X				296,426	0	79,208
(17) ROSA PROCTOR CHIEF FINANCIAL OFFICER	40 00			X				194,087	0	16,522

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director or trustee	Individual trustee	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
(18) MICHAEL FROHM EXECUTIVE VICE PRESIDENT	40 00				X			174,042	0	12,305
(19) JAMES R BRYAN VICE PRESIDENT, CONTRACTS	40 00					X		123,590	0	10,664
(20) RICHARD J COLE CHIEF INFORMATION OFFICER	40 00					X		162,440	0	1,167
(21) BRENDAN HURLEY VICE PRESIDENT, MARKETING	40 00					X		153,040	0	14,127
(22) DAVID SULLIVAN VICE PRESIDENT, RETAIL	40 00					X		155,396	0	8,563
(23) HANNIBAL BRUMSKINE II SR DIRECTOR OF FINANCE & COMPLIANCE	40 00					X		139,816	0	15,618
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,398,837	0	158,174

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►8

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NISH 8401 OLD COURTHOUSE ROAD VIENNA, VA 22182	PROCURING FEDERAL CONTRACTS	306,313
ALL STAR FACILITY SERVICES 4800 OVERTON PLAZA SUITE 380 FORT WORTH, TX 76109	HVAC SERVICES	229,231
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►2		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a 25,978					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e 923,440					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 4,541,382					
	g Noncash contributions included in lines 1a-1f \$ 3,458,837						
	h Total. Add lines 1a-1f		5,490,800				
Program Service Revenue	Business Code						
			2a CUSTODIAL SERVICE INC	900099	13,365,419	13,365,419	
			b				
			c				
			d				
			e				
			f All other program service revenue				
	g Total. Add lines 2a-2f		13,365,419				
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)						
			137,302	7,454	129,848		
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(I) Real	(II) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other					
	1,337,224						
b Less cost or other basis and sales expenses	1,177,645						
c Gain or (loss)	159,579						
d Net gain or (loss)		159,579		159,579			
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18							
b Less direct expenses	b						
c Net income or (loss) from fundraising events							
9a Gross income from gaming activities See Part IV, line 19							
b Less direct expenses	b						
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances							
a	16,630,557						
b Less cost of goods sold	b 3,734,320						
c Net income or (loss) from sales of inventory		12,896,237	12,896,237				
Miscellaneous Revenue		Business Code					
11a SERVICE CONTRACTS	900099	184,584	184,584				
b SUBLEASE INCOME	900099	144,480		144,480			
c MISCELLANEOUS REVENUE	900099	10,496			10,496		
d All other revenue							
e Total. Add lines 11a-11d		339,560					
12 Total revenue. See Instructions		32,388,897	26,446,240	7,454	444,403		

Part IX Statement of Functional Expenses

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

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

Check if Schedule O contains a response to any question in this Part IX **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	772,590	572,097	140,112	60,381
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	14,150,725	13,540,403	412,294	198,028
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	76,564	65,782	7,970	2,812
9 Other employee benefits	2,322,930	2,259,676	39,142	24,112
10 Payroll taxes	1,261,731	1,206,503	36,540	18,688
11 Fees for services (non-employees)				
a Management	464,711	314,750	84,624	65,337
b Legal	21,091	19,231	1,691	169
c Accounting	96,725		96,725	
d Lobbying				
e Professional fundraising See Part IV, line 17 . . .	36,600			36,600
f Investment management fees				
g Other	771,750	766,094	5,157	499
12 Advertising and promotion	266,396	17,073	210,887	38,436
13 Office expenses	1,597,407	1,318,377	172,223	106,807
14 Information technology	113,337	100,763	7,721	4,853
15 Royalties				
16 Occupancy	4,514,210	4,157,816	267,295	89,099
17 Travel	442,771	409,424	23,392	9,955
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	15,984	2,114	13,185	685
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	648,712	487,476	80,618	80,618
23 Insurance	203,644	177,241	23,161	3,242
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 AUCTIONS	562,867	562,733		134
b NISH COMMISSIONS	482,856	482,856		
c CLEANING SUPPLIES	421,580	418,581	2,104	895
d MEMBERSHIP DUES	140,955	84,573	35,239	21,143
e				
f All other expenses	355,666	290,651	55,362	9,653
25 Total functional expenses. Add lines 1 through 24f	29,741,802	27,254,214	1,715,442	772,146
26 Joint costs. Check here <input type="checkbox"/> <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1	
	2 Savings and temporary cash investments	606,590	784,180
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	2,004,883	3,583,052
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	253,255	276,044
	9 Prepaid expenses and deferred charges	500,572	593,589
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	11,303,155
	b Less accumulated depreciation	10b	7,163,308
		3,834,381	10c 4,139,847
	11 Investments—publicly traded securities	3,400,537	11 3,208,140
	12 Investments—other securities See Part IV, line 11	12	30,000
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	1,899,282	15 2,445,651
	16 Total assets. Add lines 1 through 15 (must equal line 34)	12,499,500	16 15,060,503
Liabilities	17 Accounts payable and accrued expenses	2,242,169	17 2,168,840
	18 Grants payable	18	
	19 Deferred revenue	12,000	19 29,649
	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	2,132,305	23 2,245,072
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,549,551	25 1,715,655
	26 Total liabilities. Add lines 17 through 25	5,936,025	26 6,159,216
Net Assets or Fund Balances	27 Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	5,957,861	27 8,266,735
	28 Temporarily restricted net assets	110,806	28 139,744
	29 Permanently restricted net assets	494,808	29 494,808
	30 Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	6,563,475	33 8,901,287
	34 Total liabilities and net assets/fund balances	12,499,500	34 15,060,503

Part XI Reconciliation of Net AssetsCheck 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	32,388,897
2	Total expenses (must equal Part IX, column (A), line 25)	2	29,741,802
3	Revenue less expenses Subtract line 2 from line 1	3	2,647,095
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,563,475
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-309,283
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	8,901,287

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O	
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		2a
2b Were the organization's financial statements audited by an independent accountant?	2b Yes	No
2c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		2c Yes
2d 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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a Yes	
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b Yes	

2011

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**

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

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

Department of the Treasury
Internal Revenue ServiceName of the organization
DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

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

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

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

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	4,395,264	4,153,050	3,849,779	4,910,899	5,490,800	22,799,792
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	4,395,264	4,153,050	3,849,779	4,910,899	5,490,800	22,799,792
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)						383,983
6 Public Support. Subtract line 5 from line 4						22,415,809

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4,395,264	4,153,050	3,849,779	4,910,899	5,490,800	22,799,792
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	162,714	151,264	124,658	121,805	274,328	834,769
9 Net income from unrelated business activities, whether or not the business is regularly carried on	16,603	15,539	5,458	6,035	5,135	48,770
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	27,905	10,842	25,970	39,539	10,496	114,752
11 Total support (Add lines 7 through 10)						23,798,083
12 Gross receipts from related activities, etc (See instructions)				12		117,521,041

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

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	94 190 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	94 030 %
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization 		
b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization 		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization 		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization 		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions 		

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization	
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

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

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 53-0196588

Name: DAVIS MEMORIAL GOODWILL INDUSTRIES

Form 990, Special Condition Description:

Special Condition Description

2011

Open to Public
Inspection**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, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

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

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

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

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

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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

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

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

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

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

► \$ _____

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	494,808	928,680	840,439	840,439	
b Contributions					
c Investment earnings or losses	-8,081	53,617	174,887		
d Grants or scholarships					
e Other expenditures for facilities and programs		487,489	86,646		
f Administrative expenses					
g End of year balance	486,727	494,808	928,680	840,439	

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

a Board designated or quasi-endowment ► 0 %
 b Permanent endowment ► 100 000 %
 c Term endowment ► 0 %

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

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

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

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

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,218,700			1,218,700
b Buildings		3,808,777	2,838,393		970,384
c Leasehold improvements		2,567,116	1,753,610		813,506
d Equipment		2,700,993	1,706,491		994,502
e Other		1,007,569	864,814		142,755
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					4,139,847

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		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.) ►		

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

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

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

(a) Description	(b) Book value
(1) DEPOSITS AND LOAN COSTS	271,414
(2) DUE FROM AFFILIATE	2,174,237
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.) ►	2,445,651

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
CHARITABLE GIFT ANNUITIES	152,156
DEFERRED RENT	1,411,234
DEFERRED COMPENSATION LIABILITY	92,984
CAPITAL LEASE OBLIGATION	47,281
DEPOSITS	12,000
Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ►	1,715,655

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

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

1 Total revenue (Form 990, Part VIII, column (A), line 12)	1
2 Total expenses (Form 990, Part IX, column (A), line 25)	2
3 Excess or (deficit) for the year Subtract line 2 from line 1	3
4 Net unrealized gains (losses) on investments	4
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 - 8	9
10 Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10

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

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

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

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

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	GOODWILL'S ENDOWMENT CONSISTS OF FOUR FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES NATIONAL LIBRARY FOR THE BLIND (ETTA J GRIFFIN MEMORIAL TRUST FUND), MABEL J LANGHORNE FUND, HAZEL AND KARL FENNING FUND, AND FENNING-MURRAY SOCIAL SERVICE ENDOWMENT FUND
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	GOODWILL PERFORMED AN EVALUATION OF UNCERTAIN TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2011, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS

2011

Open to Public
InspectionSCHEDULE G
(Form 990 or 990-EZ)Supplemental Information Regarding
Fundraising or Gaming Activities

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.

Department of the Treasury
Internal Revenue Service

Name of the organization

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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

a <input checked="" type="checkbox"/> Mail solicitations	e <input checked="" type="checkbox"/> Solicitation of non-government grants
b <input checked="" type="checkbox"/> Internet and e-mail solicitations	f <input checked="" type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input type="checkbox"/> Special fundraising events
d <input checked="" type="checkbox"/> In-person solicitations	

2a 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 Form 990-EZ filers are not required to complete this table

(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			
AMANI GLOBAL CONSULTING LLC 6314 SE 20TH AVENUE PORTLAND, OR 97202	DIRECT MAIL CAMPAIGN		No	222,759	36,600	186,159
Total				222,759	36,600	186,159

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

DC, MD, VA

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

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

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

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

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

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

b If "No," Explain _____

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

b If "Yes," Explain _____

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

13a	
13b	

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

Name ►

Address ►

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

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

c If "Yes," enter name and address

Name ►

Address ►

16 Gaming manager information

Name ►

Gaming manager compensation ► \$ _____

Description of services provided ►

Director/officer

Employee

Independent contractor

17 Mandatory distributions

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

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

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

Identifier

ReturnReference

Explanation

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2011Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection**Name of the organization**

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

Part I Questions Regarding Compensation

Yes

No

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

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

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

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

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

<input type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed 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?

No

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

No

c Participate in, or receive payment from, an equity-based compensation arrangement?

No

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

No

a The organization?

No

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

No

a The organization?

No

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

No

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

No

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

No

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

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

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

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
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SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.Name of the organization
DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining 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		3,449,270	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	3	9,567	FMV
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	

	Yes	No
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?	30a	No
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?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	Yes
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	CLOTHING AND HOUSEHOLD GOODS DONATIONS TO THE ORGANIZATION ARE SOLD ON SHOPGOODWILL.ORG AND EBAY.COM

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

2011**Open to Public
Inspection**

Name of the organization

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	GOODWILL'S FEDERAL FORM 990 IS PREPARED BY AN INDEPENDENT TAX SERVICE FIRM, RAFFA, PC, AND IS REVIEWED INTERNALLY BY SENIOR MANAGEMENT. IT IS THEN SUBMITTED BY THE PRESIDENT TO EACH BOARD MEMBER, INCLUDING THE EXECUTIVE COMMITTEE, FINANCE COMMITTEE AND AUDIT COMMITTEE PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE
	FORM 990, PART VI, SECTION B, LINE 12C	THE GOODWILL OF GREATER WASHINGTON CONFLICT OF INTEREST POLICY APPLIES TO ALL THE GOODWILL DIRECTORS, OFFICERS, AND EMPLOYEES. BOARD MEMBERS ARE REQUIRED TO SIGN CONFLICT OF INTEREST STATEMENTS ANNUALLY. ALL EMPLOYEES AND BOARD MEMBERS MUST AVOID EVEN THE APPEARANCE OF A POTENTIAL CONFLICT OF INTEREST. ANY CONFLICT OR POTENTIAL CONFLICT OF INTEREST IS TO BE REPORTED TO THE COMPLIANCE OFFICER. THESE DOCUMENTS ARE KEPT ON FILE BY THE EXECUTIVE ASSISTANT OR OTHER DESIGNEE
	FORM 990, PART VI, SECTION B, LINE 15	WRITTEN COMPARISONS OF THE SENIOR MANAGEMENT COMPENSATION ARE MADE AGAINST FOR-PROFIT AND NON-PROFIT ORGANIZATIONS, INCLUDING OTHER SIMILAR SIZE GOODWILL ORGANIZATIONS. CEO COMPENSATION IS RECOMMENDED BY THE EXECUTIVE COMMITTEE FOLLOWING A BOARD OF DIRECTORS PERFORMANCE EVALUATION SURVEY. FINAL APPROVAL OF THE CEO COMPENSATION IS MADE BY THE FULL BOARD OF DIRECTORS
	FORM 990, PART VI, SECTION C, LINE 19	GOODWILL MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST AVAILABLE TO THE PUBLIC UPON REQUEST. FURTHERMORE, THE FINANCIAL STATEMENTS AND FEDERAL FORM 990 ARE POSTED ON GOODWILL'S WEBSITE
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -301,829 IMPUTED INTEREST ON INTERCOMPANY LOAN -7,454 TOTAL TO FORM 990, PART XI, LINE 5 -309,283

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

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

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

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

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

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

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

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

	Yes	No
1a	Yes	
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q		No
1r		No

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	BEST KEPT BUILDINGS INC	A	7,454	FMV
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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