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Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue ServiceUnder 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

2011

Open to Public
Inspection

A For the 2011 calendar year, or tax year beginning		, 2011, and ending	
B Check if applicable		C Name of organization DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND WESTERN COLORADO	
<input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	D Employer identification number 84-1488592		
	E Telephone number (719) 635-4483		
	F Name and address of principal officer KARLA GRAZIER 1460 GARDEN OF THE GODS ROAD C/S, CO 80907		
	G Gross receipts \$ 9,948,682.		
	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)		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) J Website ► WWW.DISCOVERMYGOODWILL.ORG		K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► L Year of formation 1999 M State of legal domicile CO	

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO FUND PROGRAMS AND SERVICES WHICH MEET THE NEEDS OF PERSONS WITH DISABILITIES AND DISADVANTAGES.		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	14.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	11.
Expenses	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	2.
	6 Total number of volunteers (estimate if necessary)	6	0
Net Assets or Fund Balances	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0
		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	444,870.	9,706,349.
	9 Program service revenue (Part VIII, line 2g)	0	0
Expenses	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	202,076.	228,711.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-31,384.	-44,761.
Net Assets or Fund Balances	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	615,562.	9,890,299.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	350,984.	9,320,228.
Sign Here	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)	191,029.	207,433.
Paid Preparer Use Only	16a Professional fundraising fees (Part IX, column (A), line 11e)	34,439.	60,625.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 434,963.		
SCANNED SEP 26 2012	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	128,578.	166,905.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	705,030.	9,755,191.
RECEIVED	19 Revenue less expenses = Subtract line 18 from line 12	-89,468.	135,108.
		Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	8,314,014.	16,941,826.
	21 Total liabilities (Part X, line 26)	119,568.	9,069,716.
Sign Here	22 Net assets or fund balances Subtract line 21 from line 20	8,194,446.	7,872,110.

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 ► DANIEL O'REAR Type or print name and title CFO	Date 9-4-12			
Paid Preparer Use Only	Print/Type preparer's name DOREEN B. MERZ	Preparer's signature Doreen B. Merz	Date 8-30-12	Check <input type="checkbox"/> if self-employed	PTIN P00841439
	Firm's name ► STOCKMAN KAST RYAN & CO, LLP		Firm's EIN ► 84-1509584		
	Firm's address ► 102 N. CASCADE AVENUE, SUITE 400 COLORADO SPRINGS, CO 80903		Phone no 719-630-1186		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

DISCOVER GOODWILL FOUNDATION OF SOUTHERN & WESTERN COLORADO EXISTS TO
FUND PROGRAMS AND SERVICES WHICH MEET THE NEEDS OF PERSONS WITH
DISABILITIES AND DISADVANTAGES.

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

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?

If "Yes," describe these changes on Schedule O.

If Yes, describe these changes on Schedule C

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

FOR EVERY DOLLAR DONATED TO GOODWILL IN 2011, 87 PERCENT WAS SPENT ON PROGRAM AND SERVICES EXPENSES. THE REMAINING WAS SPENT ON GENERAL AND ADMINISTRATIVE EXPENSES AS WELL AS FUNDRAISING EXPENSES. ADDITIONALLY, FINANCIAL AND MATERIAL DONATIONS TO GOODWILL IN 2011 HELPED 4,740 INDIVIDUALS FIND COMPETITIVE EMPLOYMENT AND PROVIDE SERVICES TO 52,470 PEOPLE IN THE COMMUNITY.

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

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

4d Other program services (Describe in Schedule O)

4e Total program service expenses ► 9,320,228.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5 X	
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	6 X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
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	10 X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15 X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16 X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17 X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a X	
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b X	

Part IV Checklist of Required Schedules (continued)

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

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	1
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	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	2
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).</i>	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country ► <i>See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts</i>		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8868-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).	7a	X
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	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
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	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
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		
a Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11 Section 501(c)(12) organizations. Enter		
a Gross income from members or shareholders.	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O</i>	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c Enter the amount of reserves on hand.	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are	1a	14
	material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	11
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990	12a	X
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	X
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	X
13	Did the organization have a written whistleblower policy?	14	X
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	15a	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► DISCOVER GOODWILL OF S&W CO 1460 GARDEN OF THE GODS RD COLO SPRGS, CO 80907 719-635-4483

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

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

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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	Highest compensated			
(1) PHILIP DEVRIES CHAIRMAN	1.00	X		X				0	0	0
(2) KYLE HYBL VICE CHAIRMAN	1.00	X		X				0	0	0
(3) MICHAEL C. PENNICA TREASURER	1.00	X		X				0	0	0
(4) SUSAN JENKINS SECRETARY	1.00	X		X				0	0	0
(5) GAYLE BESHEARS DIRECTOR	1.00	X						0	0	0
(6) J. CHRISTY WALSH DIRECTOR	1.00	X						0	0	0
(7) JON MEDVED DIRECTOR	1.00	X						0	0	0
(8) LYNN P. COOL IMMEDIATE PAST CHAIR	1.00	X						0	0	0
(9) MARGARET S. CARMACK DIRECTOR	1.00	X						0	0	0
(10) MILES M. DEWHIRST DIRECTOR	1.00	X						0	0	0
(11) STEVE ENGEL DIRECTOR	1.00	X						0	0	0
(12) SUSAN B. MULVIHILL DIRECTOR	1.00	X						0	0	0
(13) VIRGINIA MORGAN DIRECTOR	1.00	X						0	0	0
(14) KARLA GRAZIER PRESIDENT/CEO	1.00			X				0	240,042.	16,966.

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, and Other Similar Amounts						
1a	Federated campaigns	1a	19,450.			
b	Membership dues	1b				
c	Fundraising events	1c	236,550			
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f	9,450,349			
g	Noncash contributions included in lines 1a-1f		\$ 5,350,000			
h	Total. Add lines 1a-1f		9,706,349			
Program Service Revenue		Business Code				
2a						
b						
c						
d						
e						
f	All other program service revenue					
g	Total. Add lines 2a-2f		0			
Other Revenue						
3	Investment income (including dividends, interest, and other similar amounts)		201,295			201,295
4	Income from investment of tax-exempt bond proceeds		0			
5	Royalties		0			
6a	Gross rents	(i) Real				
b	Less rental expenses	(ii) Personal				
c	Rental income or (loss)					
d	Net rental income or (loss)		0			
7a	Gross amount from sales of assets other than inventory	(i) Securities				
b	Less cost or other basis and sales expenses	(ii) Other				
c	Gain or (loss)	28,438				
d	Net gain or (loss)	1,016	6.			
			27,422	-6		
8a	Gross income from fundraising events (not including \$ 236,550. of contributions reported on line 1c) See Part IV, line 18	ATCH 1				
b	Less direct expenses	a	12,600.			
c	Net income or (loss) from fundraising events	b	57,361			
9a	Gross income from gaming activities See Part IV, line 19	ATCH 2.	-44,761			-44,761
b	Less: direct expenses	a				
c	Net income or (loss) from gaming activities	b				
			0			
10a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory.		0			
11a	Miscellaneous Revenue	Business Code				
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		0			
12	Total revenue. See instructions		9,890,299			183,950

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 .	9,320,228.	9,320,228.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	133,228.			133,228.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	57,901.			57,901.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,278.			2,278.
9 Other employee benefits	405.			405.
10 Payroll taxes	13,621.			13,621.
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	4,076.			4,076.
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	60,625.			60,625.
f Investment management fees	0			
g Other	35,207.			35,207.
12 Advertising and promotion	35,829.			35,829.
13 Office expenses	33,245.			33,245.
14 Information technology	0			
15 Royalties	0			
16 Occupancy	588.			588.
17 Travel	1,110.			1,110.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	4,501.			4,501.
20 Interest	24,895.			24,895.
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	3,222.			3,222.
23 Insurance	256.			256.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a MISCELLANEOUS	20,928.			20,928.
b DUES & SUBSCRIPTIONS	2,742.			2,742.
c TAXES, LICENSES, & PERM	306.			306.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	9,755,191.	9,320,228.		434,963.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	474,312.	1	2,008,916.	
	2 Savings and temporary cash investments	45,993.	2	21,543.	
	3 Pledges and grants receivable, net	2,965.	3	7,203,324.	
	4 Accounts receivable, net	213,509.	4	396,288.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		0	6	0
	7 Notes and loans receivable, net		0	7	0
	8 Inventories for sale or use		0	8	0
	9 Prepaid expenses and deferred charges		0	9	0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	77,735.		
	b Less accumulated depreciation	10b	74,332.	6,625.	10c 3,403.
	11 Investments - publicly traded securities		5,777,143.	11	5,627,843.
	12 Investments - other securities See Part IV, line 11		0	12	0
	13 Investments - program-related See Part IV, line 11		0	13	0
	14 Intangible assets		0	14	0
	15 Other assets See Part IV, line 11		1,793,467.	15	1,680,509.
16 Total assets. Add lines 1 through 15 (must equal line 34)		8,314,014.	16	16,941,826.	
Liabilities	17 Accounts payable and accrued expenses	14,715.	17	28,405.	
	18 Grants payable	0	18	0	
	19 Deferred revenue	0	19	0	
	20 Tax-exempt bond liabilities	0	20	0	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23 Secured mortgages and notes payable to unrelated third parties		0	23	0
	24 Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		104,853.	25	9,041,311.
	26 Total liabilities. Add lines 17 through 25		119,568.	26	9,069,716.
Net Assets or Fund Balances	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	4,896,086.	27	4,718,263.	
	28 Temporarily restricted net assets	232,968.	28	200,318.	
	29 Permanently restricted net assets	3,065,392.	29	2,953,529.	
	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	8,194,446.	33	7,872,110.	
	34 Total liabilities and net assets/fund balances.	8,314,014.	34	16,941,826.	

Form 990 (2011)

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	9,890,299.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,755,191.
3	Revenue less expenses Subtract line 2 from line 1	3	135,108.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,194,446.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-457,444.
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	7,872,110.

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

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

SCHEDULE A
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Public Charity Status and Public Support**

OMB No 1545-0047

2011Open to Public
InspectionComplete 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.

Name of the organization	DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND WESTERN COLORADO	Employer identification number
		84-1488592

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

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

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives (1) more than 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
 a Type I b Type II c Type III - Functionally integrated d Type III - Other
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input checked="" type="checkbox"/>	<input type="checkbox"/>

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									9,320,228.

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

Schedule A (Form 990 or 990-EZ) 2011

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 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 section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

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 ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

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

ATTACHMENT 1**SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS**

(I) NAME OF SUPPORTED ORGANIZATION	(II) BIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT
DISCOVER GOODWILL OF SOUTHERN AND WESTERN COLORADO	84-0513404	09	X	X	X	9,320,228
TOTAL AMOUNT OF SUPPORT						9,320,228

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

OMB No 1545-0047

2011**Open to Public
Inspection**

Name of the organization	DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND WESTERN COLORADO	Employer identification number
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84-1488592

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?	<input type="checkbox"/>	Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/>	Yes <input type="checkbox"/> 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)	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► -----	2d
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► -----	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ -----	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ -----
(ii) Assets included in Form 990, Part X	► \$ -----
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ -----
b Assets included in Form 990, Part X	► \$ -----

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Schedule D (Form 990) 2011

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> 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	6,402,179.	6,074,143.	4,615,821.	5,221,175.	
b Contributions	31,522.	46,401.	427,956.	1,033,367.	
c Net investment earnings, gains, and losses	-124,467.	558,386.	1,163,980.	-1,390,919.	
d Grants or scholarships					
e Other expenditures for facilities and programs				20,802.	
f Administrative expenses	57,128.	276,751.	133,614.	227,000.	
g End of year balance	6,252,106.	6,402,179.	6,074,143.	4,615,821.	

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

a Board designated or quasi-endowment ► 75.4829 %

b Permanent endowment ► 20.3615 %

c Temporarily restricted endowment ► 4.1556 %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

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

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		77,735.	74,332.	3,403.
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). ► 3,403.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Column (b) must 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►

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

(a) Description	(b) Book value
(1) INTEREST IN IRREVOCABLE TRUSTS	1,680,509.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ► 1,680,509.

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATE	9,041,311.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ► 9,041,311.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	9,890,299.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	9,755,191.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	135,108.
4	Net unrealized gains (losses) on investments	4	-457,445.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	-457,445.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	-322,337.

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	48,278,228.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-457,445.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	38,788,013.
e	Add lines 2a through 2d	2e	38,330,568.
3	Subtract line 2e from line 1	3	9,947,660.
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	-57,361.
c	Add lines 4a and 4b	4c	-57,361.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	9,890,299.

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

1	Total expenses and losses per audited financial statements	1	38,411,717.
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	28,599,165.
e	Add lines 2a through 2d	2e	28,599,165.
3	Subtract line 2e from line 1	3	9,812,552.
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	-57,361.
c	Add lines 4a and 4b	4c	-57,361.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	9,755,191.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)**PART V LINE 4**

TO FUND PROGRAMS AND SERVICES WHICH MEET THE NEEDS OF PERSONS WITH
DISABILITIES AND DISADVANTAGES.

PART XII LINE 2D

OTHER ADJUSTMENTS: AMOUNT REPORTED ON LINE 1 ABOVE IS THE TOTAL REVENUE
REPORTED ON THE CONSOLIDATED AUDIT THAT INCLUDES THREE OTHER ENTITIES NOT
INCLUDED ON THIS 990.

PART XIII LINE 2D

OTHER ADJUSTMENTS: AMOUNT REPORTED ON LINE 1 ABOVE IS THE TOTAL EXPENSES
REPORTED ON THE CONSOLIDATED AUDIT THAT INCLUDES THREE OTHER ENTITIES NOT
INCLUDED ON THIS 990.

PART XII AND PART XIII LINES 4B

REPRESENTS FUNDRAISING EXPENSES RECLASSIFIED FOR 990 PRESENTATION

PART X LINE 2

THE ORGANIZATION BELIEVES THAT IT DOES NOT HAVE ANY UNCERTAIN TAX
POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization **DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO**

Employer identification number

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

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

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

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

(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
1 KETCHUM, 5151 BELT LINE RD DALLAS, TX 75254	SEE PART IV	Yes	No		
2			X		60,625.
3					
4					
5					
6					
7					
8					
9					
10					
Total					60,625.

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

CO,

Part II

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

		(a) Event #1 SEE PART IV (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	249,150.			249,150.
	2 Less Charitable contributions	236,550.			236,550.
	3 Gross income (line 1 minus line 2)	12,600.			12,600.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	320.			320.
	6 Rent/facility costs				
	7 Food and beverages	12,600.			12,600.
	8 Entertainment				
	9 Other direct expenses	44,441.			44,441.
	10 Direct expense summary Add lines 4 through 9 in column (d)				► (57,361.)
	11 Net income summary. Combine line 3, column (d), and line 10				► -44,761.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<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 line 1, column d, and line 7				►

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain _____

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

b If "Yes," explain _____

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

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ► _____

Address ► _____

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

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

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

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

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

SCHEDULE G PART II COLUMN A

EVENT #1: AN ENCHANTED EVENING

SCHEDULE G PART I LINE 2B COLUMN II

KETCHUM ACTIVITY DESCRIPTION: CONSULTING SERVICES FOR CAPITAL CAMPAIGN

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization
WESTERN COLORADO

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

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

►

Attach to Form 990.

OMB No 1545-0047

2011

Open to Public
Inspection

DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO

84-1488592

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

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

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

Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	DISCOVER GOODWILL OF SOUTHERN & WESTERN COLORADO	84-0513404	501 (C) 3	3,970,228	5,350,000	FAIR MARKET VALUE	LAND/ BUILDING	SUPPORT THE MISSION
(2)	1460 GARDEN OF THE GODS ROAD							
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

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

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

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

►

►

Schedule I (Form 990) (2011)

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FOUNDATION

JSA

PAGE 41

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FOUNDATION

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

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

SCHEDULE I PART I LINE 2

GRANTS ARE MADE ANNUALLY TO DISCOVER GOODWILL OF SOUTHERN & WESTERN COLORADO, A RELATED ORGANIZATION. THESE ORGANIZATIONS SHARE THE SAME MISSION.

MISSION:

SCHEDULE J
(Form 990)Department of the Treasury
Internal Revenue Service**Compensation Information**For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990,

Part IV, line 23.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011Open to Public
InspectionName of the organization **DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO** Employer identification number **84-1488592****Part I Questions Regarding Compensation**

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

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input 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?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
 If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?
b Any related organization?
 If "Yes" to line 5a or 5b, describe in Part III

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

a The organization?
b Any related organization?
 If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

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

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

	Yes	No
1b	X	
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2011

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

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation reported as deferred in prior Form 990
	(I) Base compensation	(II) Bonus & incentive compensation	(III) Other reportable compensation				
1 KARLA GRAZIER	(I) 229,507.	(II) 0	(III) 0	(C) 0	(D) 1,030.	(E) 15,936.	(F) 257,008.
2	(I)	(II)	(III)	(C)	(D)	(E)	(F)
3	(I)	(II)	(III)	(C)	(D)	(E)	(F)
4	(I)	(II)	(III)	(C)	(D)	(E)	(F)
5	(I)	(II)	(III)	(C)	(D)	(E)	(F)
6	(I)	(II)	(III)	(C)	(D)	(E)	(F)
7	(I)	(II)	(III)	(C)	(D)	(E)	(F)
8	(I)	(II)	(III)	(C)	(D)	(E)	(F)
9	(I)	(II)	(III)	(C)	(D)	(E)	(F)
10	(I)	(II)	(III)	(C)	(D)	(E)	(F)
11	(I)	(II)	(III)	(C)	(D)	(E)	(F)
12	(I)	(II)	(III)	(C)	(D)	(E)	(F)
13	(I)	(II)	(III)	(C)	(D)	(E)	(F)
14	(I)	(II)	(III)	(C)	(D)	(E)	(F)
15	(I)	(II)	(III)	(C)	(D)	(E)	(F)
16	(I)	(II)	(III)	(C)	(D)	(E)	(F)

Part III Supplemental Information

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

SCHEDULE M
(Form 990)Department of the Treasury
Internal Revenue Service**Noncash Contributions**

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

OMB No. 1545-0047

2011**Open To Public
Inspection**Name of the organization **DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO**Employer identification number
84-1488592**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
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	X	1.	5,350,000.	FAIR MARKET VALUE
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	

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

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

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

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

b If "Yes," describe in Part II

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

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

Schedule M (Form 990) (2011)

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

**Open to Public
Inspection**

Name of the organization DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND WESTERN COLORADO	Employer identification number 84-1488592
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PART VI SECTION B LINE 11

THE ORGANIZATION'S FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING
FIRM. PRIOR TO THE FORM BEING FILED, THE CFO AND DIRECTOR OF FINANCE
COMPLETE AN EXTENSIVE REVIEW AND THE FINAL VERSION IS REVIEWED BY THE
DISCOVER GOODWILL OF SOUTHERN & WESTERN COLORADO'S FINANCE COMMITTEE.

PART VI SECTION B LINE 12C

EACH BOARD MEMBER IS PRESENTED WITH THE CONFLICT OF INTEREST POLICY AND
ASKED TO SIGN ANNUALLY. SHOULD THERE BE AN ISSUE OF CONFLICT OR A
POTENTIAL CONFLICT, THE BOARD MEMBER DISCLOSES AND REFRAINS FROM VOTING.

PART VI SECTION B LINE 15

COMPENSATION AND REVIEW OF THE CEO ARE DETERMINED BY THE EXECUTIVE
COMPENSATION SUBCOMMITTEE, WHICH IS COMPRISED OF THE PAST, PRESENT AND
CHAIR-ELECT OF THE BOARD OF DIRECTORS. DOCUMENTS USED FOR THE REVIEW
INCLUDE: A QUESTIONNAIRE SUBMITTED TO ALL BOARD MEMBERS REVIEWING
ORGANIZATIONAL RESULTS, CEO INTERACTIONS WITH THE BOARD AND CEO
REPRESENTATION IN THE COMMUNITY. EMPLOYEES WHO DIRECTLY REPORT TO THE
CEO ARE ALSO SURVEYED AND RESULTS CALCULATED SEPARATELY. THE COMMITTEE
THEN REVIEWS SALARY SURVEYS FROM MERCER CONSULTING GROUP, MOUNTAIN STATE
EMPLOYERS COUNCIL (MOUNTAIN STATES EXECUTIVE COMPENSATION SURVEY) AND THE
GOODWILL INDUSTRIES INTERNATIONAL CEO COMPENSATION REPORT. CONSIDERATION
IS GIVEN TO BOTH INTERNAL SALARY RANGE AND THE EXTERNAL SURVEYS, AND A
RECOMMENDATION IS PRESENTED TO THE ADMIN AND RISK MANAGEMENT COMMITTEE

Name of the organization DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND WESTERN COLORADO	Employer identification number 84-1488592
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FOR APPROVAL, THEN FORWARDED TO THE BOARD FOR APPROVAL.

THE PERFORMANCE AND SALARY REVIEW PROCESS FOR OFFICERS AND KEY EMPLOYEES INVOLVES RECOMMENDATION AND APPROVAL BY THE CEO, THEN REVIEW BY THE ADMIN AND RISK MANAGEMENT COMMITTEE. THE PROCESS ALSO INVOLVES REVIEW OF EXTERNAL MARKET DATA (MOUNTAIN STATE EMPLOYERS COUNCIL AND THE GOODWILL INDUSTRIES INTERNATIONAL "DIRECT REPORTS TO THE CEO" SURVEY) AND THE INTERNAL SALARY RANGE.

PART VI SECTION C LINE 19

GOVERNING DOCUMENTS AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST. THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON REQUEST OR VIA THE DISCOVER GOODWILL OF SOUTHERN & WESTERN COLORADO ETHICSPPOINT WEBSITE:

https://secure.ethicspoint.com/Domain/EN/Report_Custom.asp?ClientID=19493

PART XI LINE 5

SEE SCHEDULE D, PART XI.

PART XII LINE 2C.

THE OVERSIGHT PROCESS HAS NOT CHANGED.

ATTACHMENT 1

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
SEE SCHEDULE G	236,550.
<u>TOTAL</u>	<u>236,550.</u>

Name of the organization WESTERN COLORADO	DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND	Employer identification number 84-1488592
<u>ATTACHMENT 2</u>		

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
SEE SCHEDULE G	12,600.	57,361.	-44,761.
TOTALS	<u>12,600.</u>	<u>57,361.</u>	<u>-44,761.</u>

SCHEDULE R
(Form 990)

DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO

84-1488592

Related Organizations and Unrelated Partnerships

Department of the Treasury
Internal Revenue Service

DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO

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

► See separate Instructions.

OMB No 15-55-0047
2011
Open to Public
Inspection

Name of the organization
DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND
WESTERN COLORADO
Name
84-1488592

Employer identification number
84-1488592

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) DISCOVER GOODWILL-SOUTHRN & WESTRN COLO 1460 GARDEN OF THE GODS ROAD COLORADO SPRINGS, CO 80907 SEE PART VII CO			501 (C) 3	LINE 9 N/A		X
(2) GOODWILL INDUSTRIAL SERVICES CORPORATION 1460 GARDEN OF THE GODS ROAD COLORADO SPRINGS, CO 80907 SEE PART VII CO			501 (C) 3	LINE 9 SEE PART VII		X
(3) GOODWILL INDUST OF COLO SPGS ENDOWMENT 1460 GARDEN OF THE GODS ROAD COLORADO SPRINGS, CO 80907 SEE PART VII CO			501 (C) 3	LINE 11B, II SEE PART VII		X
(4)						
(5)						
(6)						
(7)						

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

JSA

1E13071000

10-000-30 7/1/01 17-11-E-1

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

Part III

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

Part IV

Line 37 deduction if paid one or more related organizations treated as a corporation or trust during the tax year.)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)								
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								

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

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

1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
b	Gift, grant, or capital contribution to related organization(s)
c	Gift, grant, or capital contribution from related organization(s)
d	Loans or loan guarantees to or for related organization(s)
e	Loans or loan guarantees by related organization(s)
f	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

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

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

(a) Name of other organization	(b) Transaction type (a-i)	(c) Amount involved	(d) Method of determining amount involved
(1) DISCOVER GOODWILL OF SOUTHERN & WESTERN CO.	B	9,320,228.	SEE PART VII
(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.

Schedule B (Form 990) 2011

Part VII Supplemental Information

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

PART II COLUMN B

DISCOVER GOODWILL OF SOUTHERN & WESTERN COLORADO PRIMARY ACTIVITY: ASSIST
INDIVIDUALS WITH DISABILITIES AND DISADVANTAGES

GOODWILL INDUSTRIAL SERVICES CORPORATION PRIMARY ACTIVITY: ASSIST
INDIVIDUALS WITH DISABILITIES AND DISADVANTAGES

GOODWILL INDUSTRIES OF COLORADO SPRINGS ENDOWMENT PRIMARY ACTIVITY:
SUPPORT SERVICES AND PROGRAMS OF DISCOVER GOODWILL AND GOODWILL
INDUSTRIAL SERVICES CORPORATION

PART II COLUMN F

GOODWILL INDUSTRIAL SERVICES CORPORATION DIRECT CONTROLLING ENTITY:
DISCOVER GOODWILL OF SOUTHERN AND WESTERN COLORADO

GOODWILL INDUSTRIES OF COLORADO SPRINGS ENDOWMENT DIRECT CONTROLLING
ENTITY: DISCOVER GOODWILL OF SOUTHERN AND WESTERN COLORADO

PART V ITEM 2 LINE 1 COLUMN D

METHOD OF DETERMINING AMOUNT INVOLVED.

3,970,228 CASH TRANSFER

5,350,000 FAIR MARKET VALUE OF LAND & BUILDING

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

C E R T I F I C A T E

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Discover Goodwill Foundation of Southern & Western Colorado

is a **Nonprofit Corporation** formed or registered on 01/14/1999 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19991008215.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 04/09/2012 that have been posted, and by documents delivered to this office electronically through 04/10/2012 @ 15:52:47.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 04/10/2012 @ 15:52:47 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8216994.



A handwritten signature of Scott Gessler in black ink.

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice. A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."



April 5, 2012

Resolution

The following resolution was approved unanimously by the Goodwill Industries of Colorado Springs Foundation, after being received and voted on through electronic submission per Section 3.12 of the adopted by-laws of The Goodwill Industries of Colorado Springs Foundation.

"The Goodwill Industries of Colorado Springs Foundation board of directors voted to approve the name change of the foundation from Goodwill Industries of Colorado Springs Foundation to Discover Goodwill Foundation of Southern and Western Colorado."

Therefore, IT IS HEREBY RESOLVED that the Governing Board of the Goodwill Industries of Colorado Springs Foundation APPROVES of the name change from Goodwill Industries of Colorado Springs Foundation to Discover Goodwill Foundation of Southern and Western Colorado.

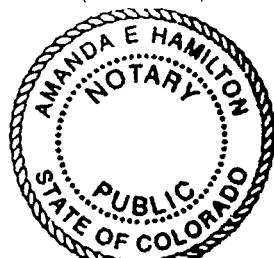
Board Secretary Alice Jenkins Date 4-6-12

Notary Public Amanda E. Hamilton Date 4/6/12

Signature Amanda E. Hamilton

My commission expires 1/5/14

Notary Seal



Form **8822-B**

(January 2012)
Department of the Treasury
Internal Revenue Service

Change of Address — Business

► Please type or print.

► See instructions on back. ► Do not attach this form to your return.

OMB No 1545-1163

Before you begin: If you are also changing your home address, use Form 8822 to report that change

Check all boxes this change affects

- 1 Employment, excise, income, and other business returns (Forms 720, 940, 940-EZ, 941, 990, 1041, 1065, 1120, etc.)
- 2 Employee plan returns (Forms 5500, 5500-EZ, etc.)
- 3 Business location

4a Business name	4b Employer identification number
------------------	-----------------------------------

THE GOODWILL INDUSTRIES OF COLORADO SPRINGS FOUNDATION **84-1488592**

5 Old mailing address (no , street, room or suite no , city or town, state, and ZIP code) If a P O box, see instructions If foreign address, also complete spaces below, see instructions

2320 WEST COLORADO AVE. COLORADO SPRINGS, CO 80904 Foreign country name	Foreign province/county	Foreign postal code
--	-------------------------	---------------------

6 New mailing address (no , street, room or suite no , city or town, state, and ZIP code) If a P O box, see instructions If foreign address, also complete spaces below, see instructions

1460 GARDEN OF THE GODS RD. COLORADO SPRINGS, CO 80907 Foreign country name	Foreign province/county	Foreign postal code
--	-------------------------	---------------------

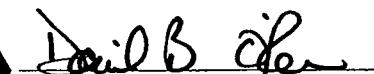
7 New business location, if different from mailing address (no , street, room or suite no , city or town, state, and ZIP code) If a foreign address also complete spaces below, see instructions

Foreign country name	Foreign province/county	Foreign postal code
----------------------	-------------------------	---------------------

8 Signature

Daytime telephone number of person to contact (optional) ► **719-635-4483**

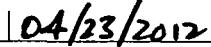
Sign
Here



Signature of owner, officer, or representative

CHIEF FINANCIAL OFFICER

Title



Date

Where To File

Send this form to the Department of the Treasury, Internal Revenue Service Center, and the address shown next that applies to you.

IF your old business address was in . . .

THEN use this address . . .

Connecticut, Delaware, District of Columbia, Georgia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia, Wisconsin

Cincinnati, OH
45999-0023

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Florida, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, Wyoming, any place outside the United States

Ogden, UT
84201-0023

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

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

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

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

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

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

Part I only ►

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions GOODWILL INDUSTRIES OF COLORADO SPRINGS FOUNDATION	Employer identification number (EIN) or X 84-1488592
	Number, street, and room or suite no. If a P O box, see instructions 2320 WEST COLORADO AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions COLORADO SPRINGS, CO 80904	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 1**

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

- The books are in the care of ► **GOODWILL INDUSTRIES OF COLORADO SPRINGS**

Telephone No ► **719 635-4483**

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 - calendar year **2011** or
 - tax year beginning _____, 20_____, and ending _____, 20_____.
- 2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return
 - Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **3a \$**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit **3b \$**
- c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions **3c \$ *NONE***

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions DISCOVER GOODWILL FOUNDATION OF SOUTHERN AND WESTERN COLORADO	Employer identification number (EIN) or <input checked="" type="checkbox"/> 84-1488592
	Number, street, and room or suite no. If a P.O. box, see instructions 1460 GARDEN OF THE GODS ROAD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions COLORADO SPRINGS, CO 80907	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► DISCOVER GOODWILL OF S&W CO
Telephone No ► 719 635-4483 FAX No ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2012.
- 5 For calendar year 2011, or other tax year beginning 20 and ending 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED IN ORDER TO ACCUMULATE THE DATA NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Dawn B May

Title ► CPA

Date ► 7-30-12

Form 8868 (Rev. 1-2012)