

Form **990**

Department of the Treasury  
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

**2012**

Open to Public Inspection

**A** For the 2012 calendar year, or tax year beginning

and ending

**B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

**C** Name of organization

**GOODWILL INDUSTRIES INTERNATIONAL, INC.**

Doing Business As

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

**15810 INDIANOLA DRIVE**

Room/suite

City, town, or post office, state, and ZIP code

**ROCKVILLE, MD 20855-2639**

**F** Name and address of principal officer: **JIM GIBBONS**  
**SAME AS C ABOVE**

**D** Employer identification number

**53-0196517**

**E** Telephone number

**800-741-0186**

**G** Gross receipts \$

**56,331,635.**

**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No

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

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

**H(c)** Group exemption number ▶

**I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

**J** Website: **WWW.GOODWILL.ORG**

**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

**L** Year of formation: **1910**

**M** State of legal domicile: **MA**

**Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <b>SEE SCHEDULE O</b>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	33	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	33	
	5 Total number of individuals employed in calendar year 2012 (Part VII, line 2a)	142	
	6 Total number of volunteers (estimate if necessary)	35	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	33,893.	
7b Net unrelated business taxable income from Form 990-T, line 34	-40,222.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	31,910,626.	28,225,490.
	9 Program service revenue (Part VIII, line 2g)	20,352,270.	21,836,015.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	401,966.	697,830.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	17,533.	11,657.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	52,682,395.	50,770,992.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	30,338,207.	20,252,673.
	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)	14,937,180.	15,609,908.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b Total fundraising expenses (Part IX, column (D), line 25) ▶	508,916.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	7,832,595.	8,720,307.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	53,107,982.	44,582,888.
	19 Revenue less expenses. Subtract line 18 from line 12	-425,587.	6,188,104.
	20 Total assets (Part X, line 16)	25,171,878.	31,125,117.
Net Assets or Fund Balances	21 Total liabilities (Part X, line 26)	7,694,009.	7,594,637.
	22 Net assets or fund balances. Subtract line 21 from line 20	17,477,869.	23,530,480.

**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 **JIM GIBBONS, PRESIDENT AND CEO** Date **4/8/2013**

**Paid Preparer Use Only** Print/Type preparer's name **DEBORAH G. KOSNETT** Preparer's signature **Deborah G. Kosnett** Date **4/8/13** Check if self-employed ☐ PTIN **P00290720**  
Firm's name ▶ **TATE AND TRYON** Firm's EIN ▶ **52-1855942**  
Firm's address ▶ **2021 L STREET, NW SUITE 400 WASHINGTON, DC 20036** Phone no. **(202) 293-2200**

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

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III ☒ **X**

**1** Briefly describe the organization's mission:  
 GOODWILL WORKS TO ENHANCE THE DIGNITY AND QUALITY OF LIFE OF INDIVIDUALS AND FAMILIES BY STRENGTHENING COMMUNITIES, ELIMINATING BARRIERS TO OPPORTUNITY, AND HELPING PEOPLE IN NEED REACH THEIR FULL POTENTIAL THROUGH LEARNING AND THE POWER OF WORK.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No  
 If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No  
 If "Yes," describe these changes on Schedule O.

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

**4a** (Code: ) (Expenses \$ 22,792,210. Including grants of \$ 19,660,295. ) (Revenue \$ 0. )  
**SPONSORED PROGRAMS & GRANTS:**

DOJ: IN DECEMBER 2009, GII WAS AWARDED \$19.2 MILLION FROM THE DEPARTMENT OF JUSTICE FOR THE YOUTH MENTORING GRANT. 56 GOODWILL MEMBERS IN 38 STATES PARTICIPATED IN GOODGUIDES TO ENGAGE YOUNG PEOPLE IN POSITIVE DEVELOPMENT ACTIVITIES LIKE SERVICE LEARNING AND CAREER EXPLORATION. IN NOV 2011, GII WAS AWARDED ADDITIONAL \$5 MILLION FOR 10 GOODWILL MEMBERS TO SERVE YOUTH THROUGH 2014.

**DOLETA:**

DOLETA PATHWAYS OUT OF POVERTY: IN JANUARY 2010, GII RECEIVED A \$7.3 MILLION GRANT AS PART OF "PATHWAYS OUT OF POVERTY," A FUNDING

**4b** (Code: ) (Expenses \$ 11,530,634. Including grants of \$ 511,429. ) (Revenue \$ 20,060,294. )  
**DIRECT SERVICES TO GOODWILL MEMBERS:**

GOODWILL INDUSTRIES INTERNATIONAL, INC., FUNCTIONS AS A MEMBER ASSOCIATION, REPRESENTING THE NETWORK OF INDEPENDENT, COMMUNITY-BASED GOODWILL AGENCIES, AND PROVIDING PRODUCTS, SERVICES AND EXPERTISE THAT SUPPORT THE LOCAL GOODWILL ORGANIZATIONS. EACH LOCAL GOODWILL AGENCY IS AN AUTONOMOUS MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL. THIS INDEPENDENCE IS THE CORNERSTONE OF GOODWILL'S SUCCESS FOR OVER 110 YEARS, AFFORDING THE LOCAL GOODWILL THE FLEXIBILITY TO RESPOND TO COMMUNITY NEEDS AND OPPORTUNITIES.

**AMONG THE DIRECT SERVICES TO LOCAL GOODWILL MEMBERS:**

**4c** (Code: ) (Expenses \$ 5,945,242. Including grants of \$ 80,949. ) (Revenue \$ 1,775,721. )  
**SUPPORT SERVICES TO GOODWILL MEMBERS:**

GOODWILL INDUSTRIES INTERNATIONAL, INC., FUNCTIONS AS A MEMBER ASSOCIATION, REPRESENTING THE NETWORK OF INDEPENDENT, COMMUNITY-BASED GOODWILL AGENCIES, AND PROVIDING PRODUCTS, SERVICES AND EXPERTISE THAT SUPPORT THE LOCAL GOODWILL ORGANIZATIONS. EACH LOCAL GOODWILL AGENCY IS AN AUTONOMOUS MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL. THIS INDEPENDENCE IS THE CORNERSTONE OF GOODWILL'S SUCCESS FOR OVER 110 YEARS, AFFORDING THE LOCAL GOODWILL THE FLEXIBILITY TO RESPOND TO COMMUNITY NEEDS AND OPPORTUNITIES.

**AMONG THE SUPPORT SERVICES TO LOCAL GOODWILL MEMBERS:**

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

(Expenses \$ \_\_\_\_\_ Including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

**4e** Total program service expenses **▶** 40,268,086.

**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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	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		X
4 <b>Section 501(c)(3) organizations.</b> 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	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		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		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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		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	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	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		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		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		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		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 and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	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	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	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		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		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		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		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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**Part IV Checklist of Required Schedules** (continued)

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

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

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	100		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X	
<b>2a</b> 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	142		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?		X	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		X	
<b>4a</b> 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)?			X
<b>b</b> If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			X
<b>c</b> If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> 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?			X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?			
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year			
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		N/A	
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		N/A	
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?	N/A		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	N/A		
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	N/A		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
<b>11 Section 501(c)(12) organizations.</b> Enter:			
<b>a</b> Gross income from members or shareholders	N/A		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)			
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?			
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	N/A		
<b>b</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			
<b>c</b> Enter the amount of reserves on hand			
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?			X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			

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**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**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	33													
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.														
b Enter the number of voting members included in line 1a, above, who are independent		33												
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?														
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?														
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?														
5 Did the organization become aware during the year of a significant diversion of the organization's assets?														
6 Did the organization have members or stockholders?														
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?														
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?														
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?														
b Each committee with authority to act on behalf of the governing body?														
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O														

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

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

**Section C. Disclosure**

17 List the states with which a copy of this Form 990 is required to be filed **AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS**

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 ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JEFFREY MCCAW - 301-530-6500**  
**15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855-2639**

**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 (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TOMMY A. MOORE PVT SECTOR BD MEMBER/CHAIR	2.00	X		X				0.	0.	0.
(2) A. GIDGET HOPF, ED.D. EX OFFICIO BD MEMBER/VICE CHAIR	2.00	X		X				0.	0.	0.
(3) JANET MCCARTHY EX OFFICIO BD MEMBER/SECRETARY	2.00	X		X				0.	0.	0.
(4) JAMES HAZY PVT SECTOR BD MEMBER/TREASURER	2.00	X		X				0.	0.	0.
(5) DEBORAH ALVAREZ-RODRIGUEZ EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(6) J. CARLOS ARTOLA PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(7) PHYLLIS BANDSTRA EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(8) MICHELLE BELKNAP EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(9) SUE BOHAICHUK PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(10) PHIL BOYCE PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(11) DIANA L. BURLEY PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(12) PAUL CHAPIN EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(13) KATHY CROSBY EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(14) LARRY DEJARNETT PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(15) DR. JEFFRY GOLDEN PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(16) BRENDA GUMBS PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(17) TERRY HAYES EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) LARRY D. ISHOL PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(19) BRIAN ITZKOWITZ EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(20) BILL J. KACAL PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(21) MICHAEL W. KEMPNER PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(22) JIM MARTIN EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(23) DONNA MILLER PVT SECTOR BD MEMBER-GVSAC	2.00	X						0.	0.	0.
(24) JOHN OWEN EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(25) DENNIS PASTRANA EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(26) MARJORY PIZZUTI EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
<b>1b Sub-total</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								2,050,488.	0.	378,221.
<b>d Total (add lines 1b and 1c)</b>								2,050,488.	0.	378,221.

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

38

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

	Yes	No
3		X
4	X	
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
FREDERICK J. SMITH 8598 MONTEPELIER WAY, SACRAMENTO, CA 95823	CONSULTING SERVICES	200,283.
CAPITOL HILL PARTNERS, LLC., 513 CAPITOL COURT, NE. SUITE 100, WASHINGTON, DC 20002	LOBBYING/ADVOCACY WORK	120,000.
CORNERSTONE GOVERNMENT AFFAIRS, LLC., 300 INDEPENDENCE AVE. SE, WASHINGTON, DC 20003	LOBBYING/ADVOCACY	115,000.

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

3

SEE PART VII, SECTION A CONTINUATION SHEETS



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) MICHELLE QUINTYN EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(28) ROBERT (BOB) SMITH EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(29) LORNA UTLEY EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(30) JEFFREY A. VAN DOREN PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(31) JOHN A. WICKLAND, III PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(32) FLOYD WILSON, JR. PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(33) MICHAEL WIRTH-DAVIS EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(34) DENNIC BRICE, CE (THRU 6/12) EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(35) PETER BRINCKERHOFF (THRU 6/12) PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
(36) CHARLES LAYMAN, CE (THRU 6/12) EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(37) CATHERINE MELLODY, CE (THRU 6/12) EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
(38) GIBBONS, JAMES PRESIDENT + CEO	40.00	X		X				533,765.	0.	99,313.
(39) KROTONSKY, STEVEN CHIEF OPERATING OFFICER	40.00			X				256,447.	0.	56,360.
(40) MCCAW, JEFFREY CHIEF FINANCIAL OFFICER	40.00			X				187,041.	0.	36,317.
(41) ZIMMER, KIMBERLY CHIEF COMMUNICATIONS OFFICER	40.00				X			215,016.	0.	39,655.
(42) MARTIN, CLARENCE VICE PRESIDENT	40.00					X		214,216.	0.	36,362.
(43) COPELAND, WENDI VICE PRESIDENT	40.00					X		167,028.	0.	23,839.
(44) TANNOZZINI, LUCY VICE PRESIDENT	40.00					X		177,681.	0.	23,955.
(45) BRANZELLE, JUDITH GENERAL COUNSEL	40.00					X		150,960.	0.	31,027.
(46) DOWNES, PAUL VICE PRESIDENT	40.00					X		148,334.	0.	31,393.
Total to Part VII, Section A, line 1c								2,050,488.		378,221.

**Part VIII Statement of Revenue**Check if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>	16,218,480.			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	12,007,010.			
	<b>g</b> Noncash contributions included in lines 1a-1f: \$					
	<b>h Total.</b> Add lines 1a-1f		28,225,490.			
<b>Program Service Revenue</b>	<b>2 a</b> MEMBERSHIP DUES	Business Code 900099	19,097,240.	19,097,240.		
	<b>b</b> CONFERENCES, SEMINARS, AND LEARNI	900099	1,125,718.	1,102,052.	23,666.	
	<b>c</b> OTHER PROGRAM SERVICES	900099	746,701.	746,701.		
	<b>d</b> STRATEGIC SOURCING CENTER	541900	433,304.	433,304.		
	<b>e</b> GOODTRAK	900099	433,052.	433,052.		
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f		21,836,015.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		199,731.			199,731.
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross rents	(i) Real 297,239.				
	<b>b</b> Less: rental expenses	291,283.				
	<b>c</b> Rental income or (loss)	5,956.				
	<b>d</b> Net rental income or (loss)		5,956.		10,227.	-4,271.
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities 5,767,459.				
	<b>b</b> Less: cost or other basis and sales expenses	5,269,360.				
	<b>c</b> Gain or (loss)	498,099.				
	<b>d</b> Net gain or (loss)		498,099.			498,099.
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	<b>b</b> Less: direct expenses	b				
	<b>c</b> Net income or (loss) from fundraising events					
	<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	a				
	<b>b</b> Less: direct expenses	b				
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	a					
<b>b</b> Less: cost of goods sold	b					
<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> MISCELLANEOUS REVENUE	900099	5,701.			5,701.	
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d		5,701.				
<b>12 Total revenue.</b> See instructions.		50,770,992.	21,812,349.	33,893.	699,260.	

**Part IX Statement of Functional Expenses**

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	20,063,399.	20,063,399.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	162,145.	162,145.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	27,129.	27,129.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,437,022.	1,188,200.	210,660.	38,162.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	11,093,314.	9,114,154.	1,687,597.	291,563.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	777,914.	673,029.	84,325.	20,560.
9 Other employee benefits	1,430,394.	1,172,974.	212,969.	44,451.
10 Payroll taxes	871,264.	725,015.	124,806.	21,443.
11 Fees for services (non-employees):				
a Management				
b Legal	92,691.	41,527.	51,164.	
c Accounting	68,712.	17,013.	51,699.	
d Lobbying	284,601.	284,601.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	33,261.		33,261.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,693,106.	2,403,609.	272,767.	16,730.
12 Advertising and promotion	116,522.	114,382.	2,110.	30.
13 Office expenses	714,575.	519,262.	185,718.	9,595.
14 Information technology				
15 Royalties				
16 Occupancy	930,189.	417,495.	504,130.	8,564.
17 Travel	762,889.	701,110.	43,863.	17,916.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,509,207.	1,376,715.	116,538.	15,954.
20 Interest	72,581.	25,118.	46,294.	1,169.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	985,153.	621,789.	358,615.	4,749.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PROFESSIONAL DUES	360,211.	340,577.	9,836.	9,798.
b SEMINAR & TRAINING	272,383.	237,156.	27,369.	7,858.
c EMPLOYEE RELATIONS	77,330.	33,018.	43,938.	374.
d BANK SERVICE CHARGES	29,194.	4,075.	25,119.	
e All other expenses	-282,298.	4,594.	-286,892.	
25 Total functional expenses. Add lines 1 through 24e	44,582,888.	40,268,086.	3,805,886.	508,916.
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 ☐ if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing .....		1	
	2 Savings and temporary cash investments .....	2,062,368.	2	1,938,299.
	3 Pledges and grants receivable, net .....	3,354,355.	3	3,204,123.
	4 Accounts receivable, net .....	528,213.	4	901,343.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6	
	7 Notes and loans receivable, net .....		7	
	8 Inventories for sale or use .....		8	
	9 Prepaid expenses and deferred charges .....	460,937.	9	263,523.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 14,846,100.		
	b Less: accumulated depreciation .....	10b 6,416,626.	10c	8,429,474.
	11 Investments - publicly traded securities .....	8,679,903.	11	16,259,097.
	12 Investments - other securities. See Part IV, line 11 .....	9,952,539.	12	
	13 Investments - program-related. See Part IV, line 11 .....		13	
	14 Intangible assets .....	55,000.	14	55,000.
	15 Other assets. See Part IV, line 11 .....	78,563.	15	74,258.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	25,171,878.	16	31,125,117.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	5,453,566.	17	5,470,000.
	18 Grants payable .....		18	
	19 Deferred revenue .....	377,755.	19	393,119.
	20 Tax-exempt bond liabilities .....	1,811,355.	20	1,709,635.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23 Secured mortgages and notes payable to unrelated third parties .....		23	
	24 Unsecured notes and loans payable to unrelated third parties .....		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	51,333.	25	21,883.
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....	7,694,009.	26	7,594,637.
	<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>		
27 Unrestricted net assets .....		13,085,038.	27	14,120,877.
28 Temporarily restricted net assets .....		3,216,977.	28	8,174,694.
29 Permanently restricted net assets .....		1,175,854.	29	1,234,909.
<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
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 .....	17,477,869.	33	23,530,480.	
34 <b>Total liabilities and net assets/fund balances</b> .....	25,171,878.	34	31,125,117.	

Form 990 (2012)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☒ **X**

1	Total revenue (must equal Part VIII, column (A), line 12)	1	50,770,992.
2	Total expenses (must equal Part IX, column (A), line 25)	2	44,582,888.
3	Revenue less expenses. Subtract line 2 from line 1	3	6,188,104.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,477,869.
5	Net unrealized gains (losses) on investments	5	-102,482.
6	Donated services and use of facilities	6	
7	Investment expenses	7	-33,261.
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	250.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,530,480.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☒ **X**

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
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.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	3a	X
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 _____	3b	X

Form 990 (2012)

Department of the Treasury  
Internal Revenue Service

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No. 1545-0047

2012

## Open to Public Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number  
53-0196517

<b>Part I</b>	<b>Reason for Public Charity Status</b> (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, 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 - Non-functionally integrated

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)		
11g(ii)		
11g(iii)		

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2012



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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	13,448,282.	19,025,069.	33,407,624.	31,910,626.	28,225,490.	126,017,091.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3	13,448,282.	19,025,069.	33,407,624.	31,910,626.	28,225,490.	126,017,091.
<b>5</b> 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)						7,987,166.
<b>6 Public support.</b> Subtract line 5 from line 4.						118,029,925.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4	13,448,282.	19,025,069.	33,407,624.	31,910,626.	28,225,490.	126,017,091.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	567,814.	511,650.	627,473.	471,524.	496,970.	2,675,431.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	2,516.	16,325.	16,325.	12,373.	5,701.	53,240.
<b>11 Total support.</b> Add lines 7 through 10						128,745,762.
<b>12</b> Gross receipts from related activities, etc. (see instructions)					12	97,451,201.

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

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	91.68	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14	<b>15</b>	96.96	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2011.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization			<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2012.</b> 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 <b>stop here.</b> 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>b 10% -facts-and-circumstances test - 2011.</b> 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 <b>stop here.</b> 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>18 Private foundation.</b> 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"/>

Schedule A (Form 990 or 990-EZ) 2012



**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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (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** ..... ☐

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ..... ☐

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ..... ☐

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ..... ☐

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

**2012**

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)( 3 ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 1,578,979.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 14,065,505.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 5,376,141.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 3,211,446.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

**Part III**

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Political Campaign and Lobbying Activities**

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**  
▶ **See separate instructions.**

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures

3 Volunteer hours

▶ \$

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

1 Enter the amount of any excise tax incurred by the organization under section 4955

▶ \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955

▶ \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?

☐ Yes

☐ No

4a Was a correction made?

☐ Yes

☐ No

b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities

▶ \$

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities

▶ \$

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b

▶ \$

4 Did the filing organization file Form 1120-POL for this year?

☐ Yes

☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

232041  
01-07-13

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying) .....		131,500.													
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....		357,238.													
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....		488,738.													
<b>d</b> Other exempt purpose expenditures .....		43,927,715.													
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....		44,416,453.													
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....		250,000.													
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0- .....		0.													
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0- .....		0.													
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....			<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
<b>2a</b> Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
<b>c</b> Total lobbying expenditures	349,430.	365,373.	448,701.	488,738.	1,652,242.
<b>d</b> Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
<b>f</b> Grassroots lobbying expenditures	42,554.	93,518.	62,048.	131,500.	329,620.

Schedule C (Form 990 or 990-EZ) 2012



**Part II-B** Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total. Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?		
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?		

**Part III-B** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**Part IV** Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number  
53-0196517

**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).  
☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

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

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

(i) Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ .....

(ii) Assets included in Form 990, Part X ..... ▶ \$ .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ..... ▶ \$ .....

b Assets included in Form 990, Part X ..... ▶ \$ .....

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

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

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

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

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

to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,357,249.	1,370,182.	1,391,904.	1,273,372.	1,481,461.
b Contributions					
c Net investment earnings, gains, and losses	108,963.	15,445.	11,049.	143,593.	-181,327.
d Grants or scholarships					
e Other expenditures for facilities and programs	15,079.	28,378.	32,771.	25,061.	26,762.
f Administrative expenses					
g End of year balance	1,451,133.	1,357,249.	1,370,182.	1,391,904.	1,273,372.

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

- a Board designated or quasi-endowment ☒ .00 %  
 b Permanent endowment ☒ 85.10 %  
 c Temporarily restricted endowment ☒ 14.90 %

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 ☐ Yes ☒ No  
 3a(i) ☐ ☒

(ii) related organizations ☐ Yes ☒ No  
 3a(ii) ☐ ☒

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

3b ☐

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,500,000.		1,500,000.
b Buildings		7,764,527.	2,470,200.	5,294,327.
c Leasehold improvements		311,874.	73,300.	238,574.
d Equipment		5,209,699.	3,873,126.	1,336,573.
e Other		60,000.		60,000.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				8,429,474.

Schedule D (Form 990) 2012

**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) .....		
<b>Total.</b> (Col. (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) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

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

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) SECURITY DEPOSIT	21,883.	
(3) .....		
(4) .....		
(5) .....		
(6) .....		
(7) .....		
(8) .....		
(9) .....		
(10) .....		
(11) .....		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	21,883.	

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII ☒

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	53,047,752.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-102,482.
b	Donated services and use of facilities	2b	2,119,500.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	293,003.
e	Add lines 2a through 2d	2e	2,310,021.
3	Subtract line 2e from line 1	3	50,737,731.
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	33,261.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	33,261.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	50,770,992.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	46,995,141.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	2,119,500.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	292,753.
e	Add lines 2a through 2d	2e	2,412,253.
3	Subtract line 2e from line 1	3	44,582,888.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	44,582,888.

**Part XIII Supplemental Information**

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

**PART V, LINE 4: GOODWILL'S ENDOWMENT FUNDS CONSIST OF:**

-- TEMPORARILY RESTRICTED NET ASSETS: NET ASSETS WHOSE USE HAS BEEN DONOR RESTRICTED BY SPECIFIED TIME OR PURPOSE LIMITATIONS.

-- PERMANENTLY RESTRICTED NET ASSETS: MUST BE MAINTAINED IN PERPETUITY. IN ACCORDANCE WITH DONOR INSTRUCTIONS, GOODWILL MAY USE THE INTEREST AND DIVIDENDS, NET OF INVESTMENT FEES, EARNED ON PERMANENTLY RESTRICTED NET ASSETS FOR SPECIFIED PURPOSES.

**Part XIII** Supplemental Information (continued)

GOODWILL'S TEMPORARILY AND PERMANENTLY RESTRICTED FUNDS ARE USED TO FUND SPECIFIC PROGRAMS THAT ADVANCE OUR MISSION OF ENHANCING THE DIGNITY AND QUALITY OF LIFE OF INDIVIDUALS, FAMILIES, AND COMMUNITIES BY ELIMINATING BARRIERS TO OPPORTUNITY AND HELPING PEOPLE IN NEED REACH THEIR FULLEST POTENTIAL THROUGH THE POWER OF WORK.

GOODWILL'S RESTRICTED FUNDS CONSIST OF THE FOLLOWING:

DOMESTIC ACTIVITIES --

FRANK F. FLEGAL EDUCATION AND TRAINING (ENDOWMENT)

KENNETH K. KING TRAINING TRUST (ENDOWMENT)

RICHARD AND LOIS ENGLAND (ENDOWMENT)

ALUMNI CENTURY FUND

ALUMNI TRAVEL FUND

ANTHONY FAMILY FOUNDATION - FAMILY STRENGTHENING

ANTHONY FAMILY FOUNDATION - COMMUNITY COLLEGE

BANK OF AMERICA - VESTED IN VETS

CASEY FOUNDATION

CHARLES SCHWAB - GOOD ASSETS PROGRAM

DISASTER RELIEF FUND

DISASTER RELIEF FUND - IKE

DISASTER RELIEF FUND - INFRASTRUCTURE

DULIN EXECUTIVE MANAGEMENT DEVELOPMENT FUND

DULIN MEMBERSHIP GII TRAINING FUND

DULIN SENIOR MANAGEMENT FUND

DULIN STRATEGIC PLANNING FUND

ELSINE KATZ FUND

GOIZUETA FOUNDATION PROGRAMS

**Part XIII** Supplemental Information (continued)KRESGE FOUNDATIONLUMINA FOUNDATIONMATTHEWS ENTREPRENEURIAL AWARDNATIONAL ASSEMBLY WORKS SUPPORTNATIONAL PSA CAMPAIGNPUBLIC POLICY FUNDQBE FOUNDATIONROBERT WATKINS AWARD FUNDTORNADO RELIEF FUNDTRACFONE WIRELESS, INC.WALMART FOUNDATION - BEYOND JOBS PROGRAMSWALMART FOUNDATION - OPERATION GOODJOBS PROGRAMWALMART FOUNDATION - MY FREE TAXESINTERNATIONAL ACTIVITIES --BARKER EDUCATION (ENDOWMENT)GERALD CLORE TRAINING (ENDOWMENT)SIOUX CITY (ENDOWMENT)ASIA ASSOCIATIONS - GOING GLOBAL FUNDCATERPILLAR FOUNDATIONGOING GLOBAL FUNDINTERNATIONAL FOUNDATION GRANT ZIMBABWEOAKLAND/PHILIPPINE FUNDREVOLVING NO - INTEREST LOAN FUNDRUSSIA TRAINING FUNDUMCOR GRANT FOR RUSSIAPART X, LINE 2: THE ORGANIZATION BELIEVES THAT IT HAS APPROPRIATE



**Part XIII** Supplemental Information (continued)

SUPPORT FOR INCOME TAX POSITIONS TAKEN. THEREFORE, MANAGEMENT HAS NOT IDENTIFIED ANY UNCERTAIN INCOME TAX POSITIONS. GENERALLY, INCOME TAX RETURNS RELATED TO THE FISCAL YEARS ENDED DECEMBER 31, 2009 THROUGH 2012 REMAIN OPEN FOR EXAMINATION BY TAXING AUTHORITIES.

## PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSE REPORTED ON PART VIII	291,283.
UNREALIZED GAIN ON INTEREST RATE SWAP	1,720.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	293,003.

## PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSE REPORTED ON PART VIII	291,283.
GMJCS EXPENSES IN CONSOLIDATED STATEMENTS	1,470.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	292,753.

**SCHEDULE F**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

Employer identification number

**GOODWILL INDUSTRIES INTERNATIONAL, INC.**

**53-0196517**

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ..... ☒ **Yes** ☐ **No**

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
EAST ASIA AND THE PACIFIC	0	1	PROGRAM RELATED SERVICES FOR INTERNATIONAL MEMBERS	ASIA GOODWILL TOUR AND MEETING WITH INTERNATIONAL AFFILIATES	12,308.
NORTH AMERICA	0	6	PROGRAM RELATED SERVICES FOR MEMBERS, ASSOCIATION FOR FUNDRAISING PROFESSIONAL CONFERENCE,	MEMBER VISITS, CERTIFICATION, AND CONSULTATION; PROFESSIONAL	44,671.
SOUTH AMERICA	1	2	PROGRAM RELATED SERVICES FOR INTERNATIONAL MEMBERS	GOODWILL BRAZIL PROJECT FOR CAPACITY BUILDING	103,018.
<b>3 a Sub-total</b> .....	1	9			159,997.
<b>b Total from continuation sheets to Part I</b> .....	0	0			0.
<b>c Totals (add lines 3a and 3b)</b> .....	1	9			159,997.

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

Schedule F (Form 990) 2012

SEE PART V FOR COLUMN (E) DESCRIPTIONS

**Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]



**Part IV Foreign Forms**

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ☐ Yes ☒ No
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ☐ Yes ☒ No
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ☐ Yes ☒ No
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* ☐ Yes ☒ No

Schedule F (Form 990) 2012

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: ALL GRANT AWARDS ARE ASSIGNED A UNIQUE COST  
CENTER IN THE GII GENERAL LEDGER SYSTEM. EACH GRANT IS ASSIGNED TO A  
PROGRAM MANAGER WHO IS RESPONSIBLE FOR FOLLOWING THE GRANT BUDGET AND  
ACHIEVING THE GOALS SPECIFIED BY THE GRANT AWARD.

WHEN GII MAKES SUB AWARDS TO MEMBER GOODWILLS TO CARRY OUT CERTAIN GRANT  
FUNDED PROGRAMS, AN AGREEMENT IS SIGNED BETWEEN GII AND THE SUB  
RECIPIENT. THE AGREEMENT SPECIFIES ALL OF THE REQUIREMENTS OF THE  
ORIGINAL AWARD AND THE REPORTING REQUIREMENTS OF THE SUB RECIPIENT TO  
GII. MONTHLY REPORTS ARE RECEIVED FROM THE SUB RECIPIENTS, REVIEWED BY  
PROGRAM AND FINANCIAL STAFF, AND ENTERED INTO THE GII GENERAL LEDGER  
SYSTEM WHEN APPROVED.

PART I, LINE 3, COLUMN (E):

REGION: NORTH AMERICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: MEMBER VISITS, CERTIFICATION,  
AND CONSULTATION; PROFESSIONAL DEVELOPMENT; GRANTS TO MEMBER  
ORGANIZATIONS

**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**GOODWILL INDUSTRIES INTERNATIONAL, INC.**

Employer identification number  
**53-0196517**

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

☒ Yes ☐ No

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

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF NEW MEXICO, INC. - 5000 SAN MATEO BLVD NE - ALBUQUERQUE, NM 87109	85-0107916	501(C)(3)	1,855,594.	0.			DOL SCSEP GRANT; DOJ GOODGUIDES GRANT
GOODWILL INDUSTRIES OF GREATER NY & NORTHERN NEW JERSEY - 4-21 27TH AVENUE - ASTORIA, NY 11102	13-1641068	501(C)(3)	316,099.	0.			DOJ GOODGUIDES GRANT, BEYOND JOBS GRANT; MY FREE TAXES
GOODWILL INDUSTRIES OF NORTH GEORGIA, INC. - 235 PEACHTREE STREET, NORTH TOWER, SUITE 2300 - ATLANTA, GA 30303	20-8351046	501(C)(3)	1,701,330.	0.			BEYOND JOBS, PATHWAY OUT OF POVERTY, GOIZEUETA GRANT
GOODWILL INDUSTRIES OF CENTRAL TEXAS - 1015 NORWOOD PARK BLVD - AUSTIN, TX 78753	74-1322808	501(C)(3)	237,158.	0.			DOJ GOODGUIDES GRANT; PATHWAY OUT OF POVERTY; BEYOND JOBS; OPERATION GOOD JOBS
GOODWILL INDUSTRIES OF SOUTH CENTRAL CA - 4901 STINE RD - BAKERSFIELD, CA 93313-2816	77-0129283	501(C)(3)	13,725.	0.			DOJ GOODGUIDES GRANT
MORGAN MEMORIAL GOODWILL INDUSTRIES - 1010 HARRISON AVE - BOSTON, MA 02119	04-2106765	501(C)(3)	223,904.	0.			DOJ GOODGUIDES GRANT, BEYOND JOBS; MY FREE TAXES

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

97.

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

0.

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

Schedule I (Form 990) (2012)



**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF WESTERN CONNECTICUT - 165 OCEAN TERR - BRIDGEPORT, CT 06605-0203	06-0662111	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF WESTERN NEW YORK, INC. - 1119 WILLIAM STREET - BUFFALO, NY 14206	16-0761225	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF THE SOUTHERN PIEDMONT, INC. - PO BOX 568768 - CHARLOTTE, NC 28266	56-0844639	501(C)(3)	291,784.	0.			DOJ GOODGUIDES GRANT, PATHWAY OUT OF POVERTY; MY FREE TAXES
GOODWILL INDUSTRIES OF SOUTH CENTRAL OHIO, INC. - 462 E SECOND ST - CHILLICOTHE, OH 45601	31-0917970	501(C)(3)	125,911.	0.			DOJ GOODGUIDES GRANT
GOODWILL INDUSTRIES OF SOUTHERN RIVERS, INC. - 2601 CROSS COUNTRY DRIVE BLDG. A - COLUMBUS, GA 31906	58-6035822	501(C)(3)	264,117.	0.			BEYOND JOBS, MY FREE TAXES; GOIZUETA GRANT
GOODWILL INDUSTRIES OF CENTRAL OHIO - 1331 EDGEHILL RD - COLUMBUS, OH 43212	31-4379448	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF SOUTH TEXAS 2961 S PORT AVE CORPUS CHRISTI, TX 78405-2098	74-1223056	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES OF DALLAS, INC. - 3020 N.WESTMORELAND RD - DALLAS, TX 75212	75-0800649	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL EASTER SEALS MIAMI VALLEY 1511 KUNTZ RD DAYTON, OH 45404-1297	31-0537112	501(C)(3)	143,359.	0.			DOJ GOODGUIDES GRANT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF GREATER DETROIT - 3111 GRAND RIVER AVENUE - DETROIT, MI 48208	38-1362823	501(C)(3)	259,658.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF LANE AND SOUTH COAST COUNTIES - 1010 GREEN ACRES RD - EUGENE, OR 97408	93-0572370	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
RAPPAHANNOCK GOODWILL IND INC 1414 CAROLINE ST FREDERICKSBURG, VA 22401	54-0808744	501(C)(3)	20,000.	0.			MY FREE TAXES
GOODWILL INDUSTRIES OF GREATER GRAND RAPIDS, INC. - 3035 PRAIRIE ST SW - GRANDVILLE, MI 49418	38-6113049	501(C)(3)	31,848.	0.			PATHWAY OUT OF POVERTY
EASTER SEALS-GOODWILL NORTHERN ROCKY MOUNTAIN - 4400 CENTRAL AVE - GREAT FALLS, MT 59405	81-0232125	501(C)(3)	9,210.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS GRANT
GOODWILL INDUSTRIES OF THE UPSTATE/MIDLAND SOUTH SC - 115 HAYWOOD RD - GREENVILLE, SC 29607	57-0564001	501(C)(3)	145,395.	0.			DOJ GOODGUIDES GRANT, BEYOND JOBS GRANT
GOODWILL INDUSTRIES OF KEYSTONE AREA, INC. - 1150 GOODWILL DR - HARRISBURG, PA 17101	23-1365338	501(C)(3)	1,959,351.	0.			DOL SCSEP
GOODWILL INDUSTRIES OF HAWAII, INC. - 2610 KILIHAI STREET - HONOLULU, HI 96819	99-6001264	501(C)(3)	34,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES OF HOUSTON 1140 WEST LOOP NORTH HOUSTON, TX 77055	74-1285095	501(C)(3)	141,845.	0.			BEYOND JOBS, OPERATION GOODJOBS

Schedule I (Form 990)

**Part I** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF KYOWVA AREA, INC. - PO BOX 7365 - HUNTINGTON, WV 25776-7365	23-7374240	501(C)(3)	29,178.	0.			DOJ GOODGUIDES GRANT; MY FREE TAXES; BEYOND JOBS
GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. - 1635 W MICHIGAN ST - INDIANAPOLIS, IN 46222	35-0893605	501(C)(3)	2,221,790.	0.			DOL SCSEP; CHARLES SCHWAB; DOJ GOODGUIDES GRANT
GOODWILL INDUSTRIES OF NORTH FLORIDA, INC. - 4527 LENOX AVE - JACKSONVILLE, FL 32205	59-0637858	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES OF SOUTHWESTERN MICHIGAN - 420 EAST ALCOTT - KALAMAZOO, MI 49001	38-1558550	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES - KNOXVILLE, INC. - P.O. BOX 11066 - KNOXVILLE, TN 37939-1066	62-0868796	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF ARKANSAS 1110 WEST 7TH ST LITTLE ROCK, AR 72201	71-0236903	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL SERVING THE PEOPLE OF SOUTHERN LOS ANGELES COUNTY - 800 PACIFIC COAST HIGHWAY - LONG BEACH, CA 90806	95-1644017	501(C)(3)	152,363.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF CENTRAL EAST TEXAS, INC. - 301 HILL ST - LUFKIN, TX 75904	75-2204594	501(C)(3)	20,000.	0.			MY FREE TAXES
GOODWILL IND. OF MIDDLE GEORGIA AND THE CSRA - 5171 EISENHOWER PKWY - MACON, GA 31206	58-1249683	501(C)(3)	536,500.	0.			GOIZUETA GRANTS

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
SOUTHERN OREGON GOODWILL INDUSTRIES INC. - 11 W. JACKSON ST - MEDFORD, OR 97501	93-0564141	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL IND OF NORTH CENTRAL WISCONSIN, INC. - 1800 APPLETON RD - MENASHA, WI 54952	39-1144913	501(C)(3)	20,000.	0.			MY FREE TAXES
GOODWILL EASTER SEALS OF THE GULF COAST - 2448 GORDON SMITH DRIVE - MOBILE, AL 36617	63-0363472	501(C)(3)	160,853.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS; MY FREE TAXES
GOODWILL INDUSTRIES OF W MICHIGAN, INC. - 271 E APPLE AVE - MUSKEGON, MI 49442	38-1357148	501(C)(3)	34,936.	0.			DOJ GOODGUIDES GRANT; MY FREE TAXES; BEYOND JOBS
GOODWILL INDUSTRIES OF SOUTHWEST FLORIDA - 4940 BAYLINE DR - N FORT MYERS, FL 33917	59-6196141	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF MIDDLE TENNESSEE - 1015 HERMAN ST - NASHVILLE, TN 37208	62-0599413	501(C)(3)	115,132.	0.			GOOD PROSPECTS; BEYOND JOBS; MY FREE TAXES
GOODWILL INDUSTRIES OF SOUTHEASTERN LOUISIANA - 3400 TULANE AVE - NEW ORLEANS, LA 79119	72-0546906	501(C)(3)	9,891.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS
GOODWILL INDUSTRIES OF SOUTHERN NEVADA, INC. - 1280 W. CHEYENNE AVE - NORTH LAS VEGAS, NV 89030	23-7437479	501(C)(3)	9,167.	0.			BEYOND JOBS
OKLAHOMA GOODWILL INDUSTRIES, INC. PO BOX 2780 OKLAHOMA CITY, OK 73101	73-0641590	501(C)(3)	122,498.	0.			DOJ GOODGUIDES GRANT

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF CENTRAL FLORIDA - 7531 S. ORANGE BLOSSOM TRAIL - ORLANDO, FL 32809	59-0908166	501(C)(3)	145,156.	0.			DOJ GOODGUIDES GRANT
GOODWILL INDUSTRIES OF CENTRAL ILLINOIS, INC. - 2319 E WAR MEMORIAL DR - PEORIA, IL 61614	37-0673521	501(C)(3)	158,895.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS
GOODWILL INDUSTRIES OF CENTRAL ARIZONA, INC. - 417 NORTH 16TH ST - PHOENIX, AZ 85006	86-0104415	501(C)(3)	1,504,241.	0.			DOL SCSEP GRANT; PATHWAY OUT OF POVERTY; GOOD PROSPECTS
GOODWILL OF SOUTHWESTERN PA 2600 EAST CARSON ST PITTSBURGH, PA 15203	25-1098928	501(C)(3)	19,006.	0.			DOJ GOODGUIDES GRANT; MY FREE TAXES
GOODWILL INDUSTRIES OF NORTHERN NEW ENGLAND - 353 CUMBERLAND AVE - PORTLAND, ME 04101	01-0284340	501(C)(3)	104,427.	0.			DOJ GOODGUIDES GRANT; GOOD PROSPECTS; MY FREE TAXES; BEYOND JOBS
GOODWILL INDUSTRIES OF CENTRAL VIRGINIA - 6301 MIDLOTHIAN TURNPIKE - RICHMOND, VA 23225	54-0455395	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES OF THE VALLEYS, INC. - 2502 MELROSE AVE NW - ROANOKE, VA 24017-5909	54-0884014	501(C)(3)	2,733,781.	0.			GOOD PROSPECTS; DOL SCSEP; BEYOND JOBS; DOJ GOODGUIDES
GOODWILL OF THE FINGER LAKES 422 SOUTH CLINTON AVE ROCHESTER, NY 14620	27-4212702	501(C)(3)	25,000.	0.			MY FREE TAXES
GOODWILL IND OF NORTHERN ILLINOIS 615 N LONGWOOD ST ROCKFORD, IL 61107	36-2167846	501(C)(3)	20,000.	0.			MY FREE TAXES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF SACRAMENTO VALLEY & NORTHERN NEVADA, INC. - 6648 FRANKLIN BLVD - SACRAMENTO, CA 95823	94-1201202	501(C)(3)	25,000.	0.			MY FREE TAXES
GOODWILL INDUSTRIES OF SAN ANTONIO 406 W. COMMERCE ST. SAN ANTONIO, TX 78207-3102	74-1238444	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL IND OF ERIE, HURON, OTTAWA AND SANDUSKY COUNTIES - 419 W MARKET ST - SANDUSKY, OH 44870	34-1113714	501(C)(3)	20,000.	0.			MY FREE TAXES
GOODWILL INDUSTRIES OF ORANGE COUNTY CALIFORNIA INC. - 410 N FAIRVIEW ST - SANTA ANA, CA 92703	95-1644018	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES OF SC MONTEREY & SLO - 350 ENCINAL STREET - SANTA CRUZ, CA 95060	94-1254638	501(C)(3)	170,839.	0.			GOOD PROSPECTS
GOODWILL INDUSTRIES OF THE COASTAL EMPIRE - 7220 SALLIE MOOD DR - SAVANNAH, GA 31406	58-6046795	501(C)(3)	340,317.	0.			GOIZUETA GRANT; BEYOND JOBS
GOODWILL INDUSTRIES OF NORTH LOUISIANA - 800 W 70TH ST - SHREVEPORT, LA 71106-2550	72-0460816	501(C)(3)	104,793.	0.			GOOD PROSPECTS
GOODWILL INDUSTRIES OF MICHIANA, INC. - 1805 W. WESTERN AVE - SOUTH BEND, IN 46619	35-1093073	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
GOODWILL INDUSTRIES OF THE INLAND NORTHWEST - 130 E 3RD AVE - SPOKANE, WA 99202	91-0597006	501(C)(3)	9,785.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS

Schedule I (Form 990)

**Part I** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I)

(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
LAND OF LINCOLN GOODWILL INDUSTRIES - 800 N 10TH ST - SPRINGFIELD, IL 62702-6310	37-0661254	501(C)(3)	335,246.	0.			DOJ GOODGUIDES GRANT, GOOD PROSPECTS
MERS/MISSOURI GOODWILL INDUSTRIES 1727 LOCUST ST ST LOUIS, MO 63106-3252	43-0652657	501(C)(3)	9,365.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS
GOODWILL EASTER SEALS INC. 553 FAIRVIEW AVE N ST PAUL, MN 55104	41-0706171	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES-SUNCOAST, INC. 10596 GANDY BLVD ST PETERSBURG, FL 33702	59-0718492	501(C)(3)	9,680.	0.			DOJ GOODGUIDES GRANT; BEYOND JOBS
TACOMA GOODWILL INDUSTRIES 714 S 27TH ST TACOMA, WA 98409	91-0573106	501(C)(3)	2,109,954.	0.			DOL SCSEP; OPERATION GOOD JOBS; BEYOND JOBS
GOODWILL INDUSTRIES OF TULSA 2800 SOUTHWEST BLVD TULSA, OK 74107	73-0614297	501(C)(3)	9,167.	0.			BEYOND JOBS
HEART OF TEXAS GOODWILL INDUSTRIES INC. - 1700 SOUTH NEW RD - WACO, TX 76711	74-1238443	501(C)(3)	9,167.	0.			BEYOND JOBS
GOODWILL INDUSTRIES OF GREATER WASHINGTON - 2200 SOUTH DAKOTA AVE, NE - WASHINGTON DC, DC 20018	53-0196588	501(C)(3)	111,471.	0.			PATHWAY OUT OF POVERTY
GULFSTREAM GOODWILL INDUSTRIES 1715 TIFFANY DR E WEST PALM BEACH, FL 33407	59-1197040	501(C)(3)	20,000.	0.			MY FREE TAXES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL DE & DE COUNTY 300 E LEA BLVD WILMINGTON, DE 19802	51-0064311	501(C)(3)	29,167.	0.			BEYOND JOBS, MY FREE TAXES
CALIFORNIA COUNCIL OF GOODWILL 1080 NORTH 7TH ST SAN JOSE, CA 95112	23-7102688	501(C)(3)	42,678.	0.			ASSOCIATION GRANT
COLORADO GOODWILLS 1460 GARDEN OF THE GODS ROAD COLORADO SPRINGS, CO 80907	84-1386321	501(C)(3)	6,323.	0.			ASSOCIATION GRANT
FLORIDA GOODWILL ASSOCIATION 1715 TIFFANY DR E WEST PALM BEACH, FL 33458	31-1667466	501(C)(3)	25,291.	0.			ASSOCIATION GRANT
GOODWILL OF GREATER GRAND RAPIDS (GOODWILL ASSOCIATION OF MICHIGAN) - 3035 PRAIRIE ST SW - GRANDVILLE, MI 49418	38-3474383	501(C)(3)	31,613.	0.			ASSOCIATION GRANT
GOODWILL INDUSTRIES OF KANSAS (KANSAS GOODWILL ASSOCIATION) - 3636 N OLIVER ST - WICHITA, KS 67220	48-0673284	501(C)(3)	4,242.	0.			ASSOCIATION GRANT
GOODWILL INDUSTRIES OF KENTUCKY (KENTUCKY ASSOCIATION OF GOODWILL IND) - 1325 SOUTH 4TH STREET - LOUISVILLE, KY 40208	61-0475284	501(C)(3)	1,686.	0.			ASSOCIATION GRANT
MAGIC (RAPPAHANNOCK GOODWILL IND) PO BOX 905 FREDERICKSBURG, VA 22404	90-0147552	501(C)(3)	28,452.	0.			ASSOCIATION GRANT
NORTH CENTRAL GOODWILL ASSOCIATION (GOODWILL IND OF CENTRAL IOWA) - 4900 NE 22ND ST - DES MOINES, IA 50313	42-0764469	501(C)(3)	35,275.	0.			ASSOCIATION GRANT

Schedule I (Form 990)



Schedule I (Form 990) GOODWILL INDUSTRIES INTERNATIONAL, INC.		53-0196517		Page			
Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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
EASTER SEALS GOODWILL INDUSTRIES (NORTHEAST REGIONAL ASSOCIATION) - 432 WASHINGTON AVE - NORTH HAVEN, CT 06473	23-7431264	501(C)(3)	33,194.	0.			ASSOCIATION GRANT
GOODWILL INDUSTRIES SERVING ESTRN NEBRASKA & STHWST IOWA (NEBRASKA ASSOC.) - 4805 NORTH 72ND ST - OMAHA, NE 68134	47-0378996	501(C)(3)	12,645.	0.			ASSOCIATION GRANT
GOODWILL IND OF THE INLAND NORTHWEST (NORTHWEST ASSOCIATION) - 130 E THIRD AVE - SPOKANE, WA 99202	91-0597006	501(C)(3)	26,871.	0.			ASSOCIATION GRANT
OHIO ASSOCIATION OF GOODWILL IND PO BOX 93 CHILLICOTHE, OH 45601	23-7296009	501(C)(3)	49,949.	0.			ASSOCIATION GRANT
GOODWILL IND OF SOUTHWEST OKLAHOMA & NORTH TEXAS (OKLAHOMA ASSOCIATION) - 1210 SUMMIT AVE - LAWTON, OK 73501	73-0675119	501(C)(3)	9,484.	0.			ASSOCIATION GRANT
GOODWILL KEYSTONE AREA (PENNSYLVANIA ASSOCIATION OF GOODWILLS) - 1150 GOODWILL DRIVE - HARRISBURG, PA 17025	23-1365338	501(C)(3)	17,387.	0.			ASSOCIATION GRANT
SOUTHEAST ASSOCIATION 2407 31ST STREET GULFPORT, MS 39501	64-0547585	501(C)(3)	54,491.	0.			ASSOCIATION GRANT
GEORGIA GOODWILL ASSOCIATION 2601 CROSS COUNTRY DRIVE COLUMBUS, GA 31906	01-0709306	501(C)(3)	7,682.	0.			ASSOCIATION GRANT
IOWA ASSOCIATION (GOODWILL IND OF CENTRAL IOWA) - 4900 NE 22ND ST - DES MOINES, IA 50313	42-0764469	501(C)(3)	6,323.	0.			ASSOCIATION GRANT

Schedule I (Form 990)

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF SOUTHERN ARIZONA (ARIZONA ASSOCIATION OF GOODWILL) - 1940 E SILVERLAKE ROAD, SUITE 405 - TUCSON, AZ 85713	86-0223401	501(C)(3)	9,484.	0.			ASSOCIATION GRANT
TEXAS ASSOCIATION OF GOODWILLS 10040 CIRCLE VIEW AUSTIN, TX 78733	74-2972090	501(C)(3)	44,259.	0.			ASSOCIATION GRANT
VIRGINIA GOODWILL NETWORK (RAPPAHANNOCK GOODWILL IND) - PO BOX 905 - FREDERICKSBURG, VA 22405	14-1993959	501(C)(3)	18,968.	0.			ASSOCIATION GRANT
GOODWILL IND OF CENTRAL TEXAS 15 NORWOOD PARK BLVD AUSTIN, TX 78753	74-1322808	501(C)(3)	5,000.	0.			PJ TREVEETHAN AWARD/KENNETH KING AWARD/FUND FOR 2011 TEXAS FIRES
GOODWILL IND OF MONOCACY VALLEY 400 EAST CHURCH ST FREDERICK, MD 21701	23-7047548	501(C)(3)	6,415.	0.			KENNETH SHAW GRADUATE OF THE YEAR AWARD
GOODWILL IND OF THE COLUMBIA WILLIAMETTE - 1943 SE SIXTH AVE - PORTLAND, OR 97214	93-0386840	501(C)(3)	6,415.	0.			GII ACHIEVER OF THE YEAR AWARD
GOODWILL IND OF SOUTHEASTERN LOUISIANA - 3400 TULANE AVE - NEW ORLEANS, LA 70119	72-0546906	501(C)(3)	16,606.	0.			KATRINA FUND
GOODWILL IND OF HAWAII 2610 KILIHAI STREET HONOLULU, HI 96819	99-6001264	501(C)(3)	5,000.	0.			FAMILY FINANCIAL CENTER OF EXCELLENCE AWARD
GOODWILL IND OF KYOWVA AREA 1102 MEMORIAL BLVD HUNTINGTON, WV 25704	23-7374240	501(C)(3)	5,000.	0.			FAMILY FINANCIAL CENTER OF EXCELLENCE AWARD

Schedule I (Form 990)



**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
TRAVEL ASSISTANCE	134	139,072.	0.		
REGISTRATION FEES	13	0.	7,573. FMV		REGISTRATION FEES FOR ATTENDING GII SPONSORED EVENTS
ROBERT E. & CHARLOTTE WATKINS AWARD	1	2,500.	0.		
ELSINE KATZ VOLUNTEER LEADER OF THE YEAR AWARD	1	500.	0.		
J.D. ROBINS JR. DISTINGUISHED CAREER AWARD	1	1,000.	0.		

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

SCHEDULE I, PART I, LINE 2: ALL GRANT AWARDS ARE ASSIGNED A UNIQUE COST CENTER IN THE GII GENERAL LEDGER SYSTEM. EACH GRANT IS ASSIGNED TO A PROGRAM MANAGER WHO IS RESPONSIBLE FOR FOLLOWING THE GRANT BUDGET AND ACHIEVING THE GOALS SPECIFIED BY THE GRANT AWARD.

WHEN GII MAKES SUB AWARDS TO MEMBER GOODWILLS TO CARRY OUT CERTAIN GRANT FUNDED PROGRAMS, AN AGREEMENT IS SIGNED BETWEEN GII AND THE SUB RECIPIENT. THE AGREEMENT SPECIFIES ALL OF THE REQUIREMENTS OF THE ORIGINAL AWARD AND THE REPORTING REQUIREMENTS OF THE SUB RECIPIENT TO GII. MONTHLY REPORTS ARE

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States (Schedule I (Form 990), Part III.)

(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
KENNETH SHAW GII GRADUATE OF THE YEAR AWARD	1.	1,000.	0.		
KENNETH K. KING MANAGEMENT AWARD	1.	5,000.	0.		
MATTHEWS ENTREPRENEURIAL AWARD	1.	4,000.	0.		
P.J. TREVETHAN AWARD	1.	500.	0.		
GII ACHIEVER OF THE YEAR AWARD	1.	1,000.	0.		

**Part IV** Supplemental Information

RECEIVED FROM THE SUB RECIPIENTS, REVIEWED BY PROGRAM AND FINANCIAL STAFF, AND ENTERED INTO THE GII GENERAL LEDGER SYSTEM WHEN APPROVED.

GII DRAWS AND DISBURSES THE GRANT FUNDS ACCORDING TO THE SPECIFICATIONS OF THE GRANT AGREEMENT. GII ALSO MAKES PERIODIC REPORTS TO THE FUNDING FOUNDATION OR GOVERNMENT AGENCY AS REQUIRED BY THE GRANT AGREEMENT.

GII PROGRAM AND ACCOUNTING STAFF MAKE MONITORING VISITS TO THE SUB RECIPIENTS, USUALLY ON AN ANNUAL BASIS, TO REVIEW THE PROGRAM OUTCOMES AND FINANCIAL RECORDING OF THE PROGRAM EXPENDITURES.

FOLLOWING IS AN EXPLANATION OF 2012 GRANTS AND AWARDS:

ASSOCIATION GRANTS: THE ASSOCIATION GRANT PROGRAM IS INTENDED TO GENERATE ACTION THAT WILL STIMULATE THE STRENGTHENING OF ASSOCIATIONS' ABILITY TO COLLABORATE AND REACH CONSENSUS ON ISSUES OF IMPORTANCE TO THE BROAD GOODWILL COMMUNITY.

DOL SCSEP GRANTS: SUBGRANT FOR IMPLEMENTATION OF SENIOR COMMUNITY SERVICE EMPLOYMENT PROGRAM.

DOJ GOODGUIDES GRANTS: CREATE JOBS, EXPAND EXISTING MENTORING SERVICES AND CREATE NEW MENTORING SERVICES TO REPLICATE EFFECTIVE MENTORING PRACTICES WITHIN GOODWILLS TO REACH AT RISK YOUTH AT 56 LOCATIONS IN 38 STATES.

ROBERT E. AND CHARLOTTE WATKINS AWARD: RECOGNIZES A STAFF MEMBER OF LOCAL GOODWILL INDUSTRIES WHO DEMONSTRATES GOODWILL'S MISSION IN THEIR

**Part IV** Supplemental Information

DAILY WORK IN A CONTINUED AND OUTSTANDING MANNER.

MATTHEWS ENTREPRENEURIAL AWARD: RECOGNIZES A LOCAL GOODWILL CEO WHO DEMONSTRATES OVER TIME AN ENTREPRENEURIAL SPIRIT AND ACCOMPLISHMENTS TO FURTHER GOODWILL'S MISSION AND JOB GROWTH THROUGH THE CREATION AND INNOVATION OF GOODWILL BUSINESSES.

ELSINE KATZ VOLUNTEER LEADER OF THE YEAR AWARD: RECOGNIZES A LOCAL GOODWILL VOLUNTEER WHO EXEMPLIFIES OUTSTANDING COMMITMENT TO GOODWILL'S MISSION THROUGH VOLUNTEER CONTRIBUTIONS OF TIME AND TALENTS TO GOODWILL'S SERVICES AND BUSINESS OPERATIONS.

P.J. TREVETHAN AWARD: RECOGNIZES A LOCAL GOODWILL CEO WHO DEMONSTRATES COMMITMENT TO THE CONTINUED PERSONAL GROWTH OF THE GOODWILL'S EMPLOYEES AND OTHERS THROUGH TRAINING, PROFESSIONAL DEVELOPMENT OPPORTUNITIES AND OTHER MEANS.

J.D. ROBINS JR. DISTINGUISHED CAREER AWARD: RECOGNIZES A LOCAL GOODWILL CEO WHO CONTRIBUTES TO GOODWILL'S GROWTH IN MISSION, BUSINESS AND SERVICES OVER MANY YEARS IN AN EXECUTIVE POSITION.

GII ACHIEVER OF THE YEAR AWARD: RECOGNIZES A PERSON RECEIVING SERVICES IN A LOCAL GOODWILL INDUSTRIES FOR THEIR PERSONAL ACHIEVEMENT AND GROWTH RELATED TO THEIR CAREER DEVELOPMENT.

KENNETH SHAW GII GRADUATE OF THE YEAR AWARD: RECOGNIZES A PERSON WHO ONCE RECEIVED SERVICES WITHIN A GOODWILL, BUT WHO HAS NOW GRADUATED TO EMPLOYMENT IN THE COMMUNITY FOR THEIR PERSONAL ACHIEVEMENT AND GROWTH

**Part IV** Supplemental Information

RELATED TO THEIR CAREER DEVELOPMENT.

KENNETH K. KING MANAGEMENT AWARD: RECOGNIZES A LOCAL GOODWILL  
INDUSTRIES CEO FOR THEIR OUTSTANDING EXECUTIVE LEADERSHIP AND  
MANAGEMENT SUCCESS AS A GOODWILL LEADER WITH AT LEAST FIVE YEARS OF  
SERVICE.



**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

**2012**

Open to Public  
Inspection

Name of the organization

**GOODWILL INDUSTRIES INTERNATIONAL, INC.**

Employer identification number

**53-0196517**

**Part I Questions Regarding Compensation**

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

☒ First-class or charter travel

☐ Travel for companions

☒ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☒ Personal services (e.g., maid, chauffeur, chef)

**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, but explain in Part III.

☒ Compensation committee

☒ Independent compensation consultant

☐ Form 990 of other organizations

☒ Written employment contract

☒ Compensation survey or study

☒ Approval by the board or compensation committee

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

**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**

**4b** X

**4c** X

**5a**

**5b** X

**6a**

**6b** X

**7** X

**8** X

**9**

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

Schedule J (Form 990) 2012



**Part II** 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.

PART I, LINE 1A: STEVEN KROTONSKY, GOODWILL'S COO, WAS PROVIDED A GROSS-UP OF \$13,154 FOR COMMUTING EXPENSES. ALL AMOUNTS WERE APPROPRIATELY INCLUDED IN HIS FORM W-2.

JAMES D. GIBBONS, GOODWILL'S CEO, IS BLIND, AND ACCORDINGLY IS PROVIDED WITH AN AUTOMOBILE TRANSPORTATION SERVICE. ALL AMOUNTS WERE APPROPRIATELY INCLUDED AS TAXABLE INCOME IN HIS FORM W-2. ADDITIONALLY, THE CEO IS ELIGIBLE FOR UPGRADING LONG DISTANCE FLIGHTS AND DID SO ON ONE OCCASION IN 2012.

PART I, LINE 4B: JAMES D. GIBBONS, SECTION 457F PLAN, \$55,500.

**SCHEDULE K  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information on Tax-Exempt Bonds**  
► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

**2012**  
Open to Public Inspection

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53-0196517

**Part I Bond Issues** SEE PART VI FOR COLUMN (F) CONTINUATIONS

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
MARYLAND ECONOMIC A DEVELOPMENT CORPORATION	52-1376562574205ER7		01/15/04	3,700,000.	PURCHASE OF LAND AND BUILDING AT 1		X		X		X
B											
C											
D											

**Part II Proceeds**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired		1,600,000.						
2 Amount of bonds legally defeased								
3 Total proceeds of issue		2,100,000.						
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		86,096.						
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		2,100,000.						
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion		2004						
14 Were the bonds issued as part of a current refunding issue?	X							
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

**Part III Private Business Use**

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

**Part III Private Business Use (Continued)**

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

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has the issuer filed Form 8038-T?		X						
<b>2</b> If "No" to line 1, did the following apply?								
<b>a</b> Rebate not due yet?		X						
<b>b</b> Exception to rebate?		X						
<b>c</b> No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
<b>3</b> Is the bond issue a variable rate issue?	X							
<b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X							
<b>b</b> Name of provider	SUNTRUST							
<b>c</b> Term of hedge	7.0000000							
<b>d</b> Was the hedge superintegrated?		X						
<b>e</b> Was the hedge terminated?		X						

**Part IV Arbitrage (Continued)**

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

**Part V Procedures To Undertake Corrective Action**

Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?

A	B	C	D
Yes	No	Yes	No
X			

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

**SCHEDULE K, PART I, BOND ISSUES:**

(A) ISSUER NAME: MARYLAND ECONOMIC DEVELOPMENT CORPORATION

(F) DESCRIPTION OF PURPOSE:

PURCHASE OF LAND AND BUILDING AT 15810 INDIANOLA DR. ROCKVILLE, MD

**EXPLANATION OF CURRENT REFUNDING ISSUE:**

THE ORIGINAL BOND ISSUE AMOUNT WAS \$3,700,000. PRIOR TO THE BONDS' REFUNDING ON MARCH 23, 2010, \$1,600,000 IN BOND PRINCIPAL HAD BEEN PAID DOWN. THE BONDS WERE REFUNDED BY SUNTRUST BANK, IN THE AMOUNT OF \$2,100,000. THROUGH THE END OF 2012, AN ADDITIONAL \$100,000 IN PRINCIPAL HAS BEEN PAID.

**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

**2012**

Open to Public  
Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

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

GOODWILL WORKS TO ENHANCE THE DIGNITY AND QUALITY OF LIFE OF  
INDIVIDUALS AND FAMILIES BY STRENGTHENING COMMUNITIES, ELIMINATING  
BARRIERS TO OPPORTUNITY, AND HELPING PEOPLE IN NEED REACH THEIR FULL  
POTENTIAL THROUGH LEARNING AND THE POWER OF WORK.

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

OPPORTUNITY AUTHORIZED BY THE AMERICAN RECOVERY AND REINVESTMENT ACT OF  
2009 (RECOVERY ACT). THIS GRANT PROVIDED FUNDS TO CREATE GREEN JOB  
TRAINING PROGRAMS AS A STRATEGY TO MOVE INDIVIDUALS OUT OF POVERTY AND  
INTO ECONOMIC SELF-SUFFICIENCY. SIX GOODWILL MEMBERS ACROSS THE  
COUNTRY IMPLEMENTED THE PROGRAM IN THEIR COMMUNITIES.

DOLETA GOODPROSPECTS: GII AND ITS SEVEN SUBRECIPIENTS EQUIPPED  
INDIVIDUALS WITH SKILLS TO USE VIRTUAL TOOLS TO NAVIGATE CAREERS. THIS  
WAS ACHIEVED BY INCREASING ACCESS TO VIRTUAL CAREER EXPLORATION  
SERVICES IN UNDERSERVED COMMUNITIES, PROVIDING TECHNICAL ASSISTANCE  
TRAINING VIA DISTANCE LEARNING, AND INCREASING THE ABILITY OF  
INDIVIDUALS TO BENEFIT FROM ONLINE RESOURCES TO PREPARE FOR AND FIND  
EMPLOYMENT IN THE HEALTHCARE INDUSTRY. FUNDING FOR THIS TWO YEAR  
PROGRAM, AWARDED IN JUNE 2010, WAS PROVIDED BY THE AMERICAN  
REINVESTMENT AND RECOVERY ACT OF 2009 IN THE AMOUNT OF \$3.0 MILLION.

DOLETA SCSEP: IN JUNE 2012, GII WAS AWARDED \$11.18 MILLION FOR SENIOR  
COMMUNITY SERVICE EMPLOYMENT PROGRAM TO PROVIDE JOB TRAINING VIA  
PLACEMENT IN COMMUNITY SERVICE POSITIONS WITH THE GOAL OF ACHIEVING

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

Schedule O (Form 990 or 990-EZ) (2012)

232211  
01-04-13

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

UNSUBSIDIZED EMPLOYMENT. SIX GOODWILL MEMBERS ACROSS THE COUNTRY  
IMPLEMENTED THE PROGRAM IN THEIR COMMUNITIES.

## FOUNDATIONS:

CHARLES SCHWAB - GOODASSETS: IN MARCH 2010, GII RECEIVED AN AWARD IN  
THE AMOUNT OF \$450,000 FROM THE CHARLES SCHWAB FOUNDATION TO SUPPORT  
THE GOODASSETS PROJECT. IT SUPPORTS FINANCIAL STRENGTHENING INCLUDING  
FINANCIAL EDUCATION, FINANCIAL COACHING, DEBT REDUCTION, AND ASSET  
BUILDING. THE GRANT SERVED 400 EMPLOYEES AND PROGRAM PARTICIPANTS OVER  
2 YEAR PERIOD. THE GRANT WAS PILOTED AT GOODWILL INDUSTRIES CENTRAL  
INDIANA, INC. (GICI). IN SEPTEMBER 2012, GII RECEIVED ANOTHER TWO YEAR  
\$300,000 GRANT FROM THE CHARLES SCHWAB FOUNDATION FOR GOOD ASSETS  
PROGRAM THROUGH SEPTEMBER 2014.

## WALMART FOUNDATION:

IN JUNE 2010, THE WAL-MART FOUNDATION AWARDED GII A \$2.5 MILLION GRANT  
FOR BEYOND JOBS PILOT PROJECT. THIS NATIONAL PROGRAM IMPLEMENTED  
COMPREHENSIVE CAREER DEVELOPMENT SERVICES PROGRAMS FOR SINGLE MOTHERS  
IN FIVE U.S. METROPOLITAN AREAS. THE PROGRAM INCLUDED JOB TRAINING AND  
RETENTION SERVICES WITH WRAP-AROUND FAMILY SUPPORTS WITH FOCUS ON  
MEETING THE NEEDS OF LOCAL INDUSTRY SO PARTICIPANTS CAN LEVERAGE  
SUSTAINABLE RESOURCES VIA CAREERS. IN AUGUST 2012, GII WAS AWARDED AN  
ADDITIONAL \$7.8 MILLION TO EXPAND BEYOND JOBS 2.0 TO SUPPORT 45  
GOODWILL MEMBERS AND TO SERVE 12,250 INDIVIDUALS.

OPERATION GOODJOBS IS A \$1 MILLION PILOT PROGRAM LAUNCHED IN JANUARY  
2012 BY WAL-MART FOUNDATION FOR THE PURPOSE OF ASSISTING 600 VETERANS  
AND THEIR FAMILIES IN SECURING EDUCATION, TRAINING AND SUPPORTIVE



Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

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SERVICES NECESSARY TO BECOME FINANCIALLY STRONG. THE PROGRAM FOCUSES ON GOODWILL COMMUNITIES WITH A HIGH CONCENTRATION OF VETERANS, ESPECIALLY NATIONAL GUARDS AND RESERVES AND VETERANS OF OEF AND OIF OVER THE NEXT 18 MONTHS.

MY FREE TAXES GRANT IN THE AMOUNT OF \$876,141 WAS AWARDED BY WAL-MART FOUNDATION TO GII IN THE FALL OF 2012 IN ORDER TO EXPAND ACCESSES TO AND USE OF FREE TAX PREPARATION SERVICES AMONG LOWER-INCOME INDIVIDUALS AND FAMILIES THROUGHOUT THE US. IT COMBINES TRADITIONAL VITA VOLUNTEER TAX PREPARATION WITH INNOVATIVE, ONLINE SELF-PREPARATION AND FILING TOOLS THAT CAN ENGAGE NEW FILERS.

CATERPILLAR FOUNDATION: THREE YEAR GRANT AWARDED TO GII IN THE AMOUNT OF \$ 509,328 TO FUND INITIAL EXPANSION TO BRAZIL PROMOTING EMPLOYMENT, TRAINING AND JOB PLACEMENT SERVICES FOR PERSONS WITH DISABILITIES THROUGH 2014.

BANK OF AMERICA: VESTED IN VETS GRANT IN THE AMOUNT OF \$500,000 WAS AWARDED TO GII BY BANK OF AMERICA. OVER THE NEXT 24 MONTHS THE FUNDS WILL BE USED TO HELP 1,000 VETERANS AND THEIR FAMILY MEMBERS IN TWENTY COMMUNITIES TO CONNECT WITH THE EDUCATION, TRAINING AND SUPPORTS THEY NEED TO SUCCEED.

CASEY FOUNDATION: IN 2012 CASEY FOUNDATION AWARDED GII \$150,000 TO SUPPORT INITIATIVES THAT CONNECT FAMILIES TO SERVICES, SUPPORT, AND RESOURCES THEY NEED TO ACHIEVE ECONOMIC INDEPENDENCE.

LUMINA FOUNDATION: IN 2010, THE LUMINA FOUNDATION FOR EDUCATION AWARDED

232212  
01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

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GII \$250,000 TO ACCELERATE THE DEVELOPMENT AND EXPANSION OF THE NATIONAL COMMUNITY COLLEGE - GOODWILL INITIATIVE. IN SEPTEMBER 2011, GII WAS AWARDED ADDITIONAL \$550,000 TO EXPAND GOODWILL'S COMMUNITY COLLEGE CAREER COLLABORATION (C4) PROJECT OVER THE NEXT 3 YEARS.

GOIZUETA FOUNDATION: IN DECEMBER 2009, GII AND FOUR GEORGIA GOODWILLS RECEIVED A THREE YEAR GRANT IN THE AMOUNT OF \$2.0 MILLION FROM THE GOIZUETA FOUNDATION TO DEVELOP EMPLOYMENT AND EDUCATION INITIATIVES IN THE STATE'S HISPANIC COMMUNITIES. IN DECEMBER 2012, GII AND FOUR GEORGIA GOODWILLS RECEIVED ANOTHER THREE YEAR \$3.2 MILLION FROM THE GOIZUETA FOUNDATION TO ENHANCE AND SUPPORT COMPREHENSIVE LATINO/HISPANIC INITIATIVES IN GEORGIA'S HISPANIC COMMUNITIES.

HURRICANE KATRINA: DISASTER RELIEF FUND (ANNUAL ACTIVITY) FOR HURRICANE KATRINA. THIS IS THE FINAL PLEDGE AMOUNT TO BE AWARDED TO NEW ORLEANS GOODWILL.

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

- MISSION ADVANCEMENT AND BUSINESS CONSULTATIONS
- ADVISORY TO LOCAL GOODWILL BOARDS OF DIRECTORS IN EXECUTIVE SEARCHES
- LEARNING OPPORTUNITIES FOR LOCAL GOODWILL STAFF
- PUBLIC WEBSITE, EXTRANET AND KNOWLEDGE RESOURCE
- FINANCIAL AND MANAGEMENT ANALYSES
- NATIONAL AND LOCAL MARKETING AND PUBLIC RELATIONS MATERIALS
- GOODTRAK(TM) CLIENT TRACKING SOFTWARE SYSTEM
- MEDIA RELATIONS AND MARKETING
- BENCHMARKING RESEARCH
- CONSULTATION AND TECHNICAL ASSISTANCE

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- MYGOODWILL EXTRANET FOR GOODWILL MEMBERS
- PROFESSIONAL DEVELOPMENT PROGRAMS FOR EXECUTIVES AND SENIOR STAFF

## FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

- BOARD AND GOVERNANCE SUPPORT
- BUSINESS DEVELOPMENT
- RESOURCE DEVELOPMENT
- CONFERENCES AND LEARNING EVENTS
- INTERNATIONAL DEVELOPMENT
- STRATEGIC SOURCING PROGRAMS
- PUBLIC POLICY AND GOVERNMENT RELATIONS
- RESEARCH AND DATA ANALYSIS

FORM 990, PART VI, SECTION A, LINE 1: THE ORGANIZATION HAS AN EXECUTIVE COMMITTEE CONSISTING OF THE CORPORATION'S OFFICERS, THE CHAIR OF THE CONFERENCE OF EXECUTIVES, AND THREE ADDITIONAL DIRECTORS SELECTED BY THE CHAIR OF THE BOARD. FOUR MEMBERS OF THE EXECUTIVE COMMITTEE ARE EMPLOYED CHIEF EXECUTIVES OF ORGANIZATIONAL MEMBERS. THE EXECUTIVE COMMITTEE HAS THE AUTHORITY TO ACT ON BEHALF OF THE ORGANIZATION AND THE BOARD, EXCEPT THAT THE EXECUTIVE COMMITTEE DOES NOT HAVE THE AUTHORITY TO BUY, SELL, LEASE, RENT, OR MANAGE REAL PROPERTY, OR TO FILL VACANCIES ON THE BOARD. ACTIONS TAKEN BY THE EXECUTIVE COMMITTEE ARE REPORTED TO THE FULL BOARD AND DISCUSSED AS NECESSARY.

FORM 990, PART VI, SECTION A, LINE 4: IN 2012, THE GII BYLAWS WERE AMENDED TO REMOVE ARTICLE III, SECTION 9 (TERMINATION). THE PROCESS FOR REVIEWING MEMBERSHIP STANDARDS CONCERNS, UP TO AND INCLUDING TERMINATION, WAS INSTEAD INSERTED INTO THE GII CONTINUING ORGANIZATIONAL MEMBERSHIP

Name of the organization

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STANDARDS POLICY. IN ADDITION, THE GII BYLAWS NOW HAS A DEFINITION OF  
"MEMBER IN GOOD STANDING".

FORM 990, PART VI, SECTION A, LINE 6: ACCORDING TO GOODWILL'S BYLAWS,  
GOODWILL'S MEMBERS WHICH ARE LOCAL GOODWILL INDUSTRIES CORPORATIONS MUST  
USE THE WORDS 'GOODWILL' OR 'GOODWILL INDUSTRIES' CONSPICUOUSLY IN THEIR  
CORPORATE NAME, IN ALL THEIR ACTIVITIES AND PUBLICITY, AND WHICH HAVE  
PETITIONED FOR, AND HAVE BEEN ELECTED TO, MEMBERSHIP IN THE CORPORATION BY  
ITS BOARD OF DIRECTORS. THERE SHALL BE TWO CATEGORIES OF MEMBERS: (1)  
ORGANIZATIONAL MEMBERS, AND (2) AFFILIATE ORGANIZATIONS. ORGANIZATIONAL  
MEMBERS SHALL INCLUDE ALL MEMBERS IN THE UNITED STATES AND CANADA AND ANY  
OTHER MEMBERS, WHICH APPLY FOR AND ARE FOUND ELIGIBLE UNDER THE  
REQUIREMENTS ESTABLISHED BY THE DELEGATE ASSEMBLY. COMPRISED INTERNATIONAL  
AFFILIATED ORGANIZATIONS OUTSIDE US AND CANADA WHEREBY AGREEMENTS ARE IN  
PLACE THAT ARE REVIEWED BY THE BOARD INTERNATIONAL DEVELOPMENT COMMITTEE  
AND EXECUTED BY MANAGEMENT.

FORM 990, PART VI, SECTION A, LINE 7A: THE DELEGATE ASSEMBLY (COMPRISED OF  
THE LOCAL CEO OR A MEMBER OF THEIR STAFF, AND A LOCAL BOARD MEMBER) ELECTS  
PUBLIC/PRIVATE BOARD MEMBERS; THE CONFERENCE OF EXECUTIVES (COMPRISED OF  
MEMBER CEOS) ELECTS THE MEMBERS OF THE EXECUTIVE COUNCIL, WHICH ARE EX  
OFFICIO MEMBERS OF THE BOARD. THE IMMEDIATE PAST BOARD CHAIR WILL REMAIN AS  
A VOTING MEMBER OF THE BOARD (BOARD CHAIRS ARE SELECTED BY THE BOARD OF  
DIRECTORS).

FORM 990, PART VI, SECTION A, LINE 7B: THE DELEGATE ASSEMBLY, ACCORDING TO  
THE BYLAWS, "SHALL ELECT THE BOARD OF DIRECTORS, FIX THE DUES OF THE  
CORPORATION'S ORGANIZATIONAL MEMBERS, VOTE UPON PROPOSED AMENDMENTS TO THE

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Employer identification number

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BYLAWS, VOTE UPON PROPOSED CHANGES TO THE TERRITORY POLICY, AND VOTE UPON REQUIREMENTS FOR ORGANIZATIONAL MEMBERSHIP." ADDITIONALLY, THE DELEGATE ASSEMBLY HAS THE RIGHT TO VOTE ON THE FOLLOWING: MATERIAL MODIFICATIONS OR ADDITIONS TO GOODWILL'S REQUIREMENTS FOR MEMBERSHIP OF ITS ORGANIZATIONAL MEMBERS. ANY SUCH MODIFICATION OR ADDITION MUST BE APPROVED BY A TWO-THIRDS VOTE OF THE DELEGATE ASSEMBLY.

FORM 990, PART VI, SECTION B, LINE 11: ONCE THE FORM 990 HAS BEEN FINALIZED, GOODWILL'S AUDIT COMMITTEE REVIEWS, DISCUSSES, AND VOTES TO ACCEPT. THE COMMITTEE-APPROVED FORM 990 IS THEN: (A) DISTRIBUTED TO THE FULL BOARD AS PART OF BOARD MEETING MATERIALS, AND (B) OFFERED FOR APPROVAL AS PART OF THE BOARD'S "CONSENT AGENDA." THE CONSENT AGENDA IS A LISTING OF ITEMS WHICH ARE APPROVED ALL AT ONCE. ANY BOARD MEMBER MAY REMOVE ANY ITEM ON THE CONSENT AGENDA AT ANY TIME FOR LATER DISCUSSION BEFORE THE APPROVAL VOTE IS TAKEN. ACCORDINGLY, ANY QUESTIONS OR ISSUES THAT ANY BOARD MEMBER MAY HAVE WITH THE FORM 990 WILL BE DISCUSSED. IT IS EACH BOARD MEMBER'S RESPONSIBILITY TO REVIEW THE FORM 990 IN SUFFICIENT DETAIL SO AS TO BRING ANY QUESTIONS OR CONCERNS TO THE TABLE BEFORE APPROVAL.

FORM 990, PART VI, SECTION B, LINE 12C: GOODWILL REQUIRES EVERY BOARD MEMBER AND EVERY EMPLOYEE TO FILL OUT AND RETURN AN ANNUAL CONFLICT OF INTEREST CHECKLIST. THE COMPLETED CHECKLISTS ARE THEN REVIEWED FOR ITEMS OF CONFLICT. ITEMS NOTED AS A POTENTIAL CONFLICT, IF ANY, ARE REVIEWED BY BOTH THE AUDIT COMMITTEE AND GENERAL COUNSEL, AND APPROPRIATE ACTION IS TAKEN TO HANDLE THE DISCLOSURES.

FORM 990, PART VI, SECTION B, LINE 15: EVERY YEAR, WE HIRE AN EXTERNAL COMPENSATION CONSULTANT TO SURVEY THE MARKETPLACE AND RETURN TO US MARKET

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

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DATA ON THE CEO POSITION. THIS POSITION IS MATCHED WITH OTHER SIMILAR POSITIONS IN ORGANIZATIONS WITH SIMILAR REVENUES AS GOODWILL INDUSTRIES INTERNATIONAL, INC. FOR THE CEO POSITION, BOTH BASE PAY AND TOTAL COMPENSATION PAY ARE COMPARED. TOTAL COMPENSATION INCLUDES BASE PAY, BONUS PAY, AND DEFERRED COMPENSATION. FOR THE REVIEW OF THE CEO'S PERFORMANCE, THE RESULTS FROM GOALS WHICH WERE ESTABLISHED AT THE BEGINNING OF THE PERIOD ARE REVIEWED. IN ADDITION, A SURVEY REGARDING ASPECTS OF THE CEO'S PERFORMANCE IS SENT OUT TO ALL BOARD MEMBERS TO COMPLETE AND THE RESULTS ARE COMPILED BY AN EXTERNAL COMPENSATION CONSULTANT AND FORWARDED TO THE CHAIR OF THE COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE USES THE RESULTS FROM THE GOALS AND THE RESULTS FROM THE COMPILED PERFORMANCE SURVEY TO RECOMMEND TO THE BOARD OF DIRECTORS AN INCREASE IN PAY AND BONUS PAYMENT THAT IS WITHIN THE MARKET COMPENSATION RANGES FOR COMPARABLE COMPENSATION FOR THE CEO POSITION. THE CEO'S CHANGE IN COMPENSATION AND BONUS, IF ANY, IS EFFECTIVE JUNE 1ST.

FOR OFFICERS AND KEY EMPLOYEES, POSITIONS ARE MATCHED WITH OTHER SIMILAR POSITIONS IN ORGANIZATIONS WITH SIMILAR REVENUES AS GOODWILL INDUSTRIES INTERNATIONAL, INC. THE POSITIONS REVIEWED ARE: CHIEF OPERATING OFFICER, CHIEF COMMUNICATIONS OFFICER & SENIOR VP GLOBAL AFFAIRS, CHIEF FINANCIAL OFFICER, AND THE VICE PRESIDENT OF HUMAN RESOURCES AND ORGANIZATIONAL DEVELOPMENT. THE MARKET RANGES FOR BASE PAY AND BASE PLUS BONUS ARE PROVIDED TO THE COMPENSATION COMMITTEE FOR THESE POSITIONS BY AN EXTERNAL COMPENSATION CONSULTANT. THE COMPENSATION COMMITTEE REVIEWS THIS DATA AND APPROVES THE RANGES TO BE USED BY THE CEO IN DETERMINING THEIR BASE PAY PLUS BONUS. THEIR INCREASES AND BONUS, IF ANY, ARE AWARDED IN JANUARY OF EACH YEAR.

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

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NOTES FROM THE ABOVE PROCESS ARE PRODUCED CONTEMPORANEOUSLY BY THE CHAIR OF THE COMPENSATION COMMITTEE.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CO, CT, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC  
ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19: GOODWILL PROVIDES, UPON REQUEST, COPIES OF ITS ARTICLES OF INCORPORATION, BYLAWS, AND ITS CONFLICT OF INTEREST POLICIES. THE ORGANIZATION'S FINANCIAL STATEMENTS AND FORMS 990 ARE AVAILABLE ON ITS PUBLIC WEBSITE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

UNREALIZED GAIN ON INTEREST RATE SWAP	1,720.
GMJCS EXPENSES	-1,470.
TOTAL TO FORM 990, PART XI, LINE 9	250.

FORM 990, PART XII, LINE 2C:

THE AUDIT OVERSIGHT PROCESS HAS REMAINED UNCHANGED FROM THE PREVIOUS YEAR.

FORM 990, PART VII, SECTION A, LINE 1A:

NON-VOTING BOARD MEMBERS

IN ADDITION TO ITS VOTING DIRECTORS, GOODWILL HAS TWO NON-VOTING

EMERITUS BOARD MEMBERS:

WILL A. COURTNEY

EVELYNE VILLINES

232212  
01-04-13

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

THEY MAY BE CONTACTED IN CARE OF GOODWILL.



**SCHEDULE R**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization

**GOODWILL INDUSTRIES INTERNATIONAL, INC.**

**Employer identification number**  
**53-0196517**

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
15810 INDIANOLA DRIVE LLC (SINGLE MEMBER LLC) - 53-0196517, 15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855	HOLDING ENTITY FOR GII'S MEMBER SERVICES CENTER	MARYLAND	312,378.	109,973.	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GOODWILL MISSION AND JOB CREATION SERVICES, INC. (GMJCS) - 45-5221005, 15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855	LOANS TO GW MEMBERS AT A LOWER COST TO CREATE JOBS AND PROMOTE MISSION	DISTRICT OF COLUMBIA	501(C)(3)	509(A)(2)			X

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

**Schedule R (Form 990) 2012**



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

	Yes No	
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X
<b>b</b> Gift, grant, or capital contribution to related organization(s)	1b	X
<b>c</b> Gift, grant, or capital contribution from related organization(s)	1c	X
<b>d</b> Loans or loan guarantees to or for related organization(s)	1d	X
<b>e</b> Loans or loan guarantees by related organization(s)	1e	X
<b>f</b> Dividends from related organization(s)	1f	X
<b>g</b> Sale of assets to related organization(s)	1g	X
<b>h</b> Purchase of assets from related organization(s)	1h	X
<b>i</b> Exchange of assets with related organization(s)	1i	X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)	1j	X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)	1k	X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
<b>o</b> Sharing of paid employees with related organization(s)	1o	X
<b>p</b> Reimbursement paid to related organization(s) for expenses	1p	X
<b>q</b> Reimbursement paid by related organization(s) for expenses	1q	X
<b>r</b> Other transfer of cash or property to related organization(s)	1r	X
<b>s</b> Other transfer of cash or property from related organization(s)	1s	X

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SEE PART VII, SUPPLEMENTAL INFORMATION		0.	
(2)			
(3)			
(4)			
(5)			
(6)			



**Part VII** Supplemental Information

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

GMJCS IS A NEW ENTITY WITH MINIMAL ACTIVITY THROUGH YEAR END. FOR 2012,  
THERE WERE NO SCHEDULE R, PART V, LINE 2 TRANSACTIONS EXCEEDING THE  
REPORTING THRESHOLD.