

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DAVIS MEMORIAL GOODWILL INDUSTRIES		D Employer identification number 53-0196588
	Doing Business As GOODWILL OF GREATER WASHINGTON		E Telephone number (202) 636-4225
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2200 SOUTH DAKOTA AVENUE, NE	G Gross receipts \$ 40,743,873.	
	City, town, or post office, state, and ZIP code WASHINGTON, DC 20018	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: CATHERINE A. MELOY SAME AS C ABOVE		H(c) Group exemption number	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: DCGOODWILL.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation: 1935 M State of legal domicile: DC	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROVIDE FREE JOB TRAINING AND EMPLOYMENT SERVICES TO PEOPLE WITH DISADVANTAGES AND DISABILITIES.		
	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)	3	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	795
	6 Total number of volunteers (estimate if necessary)	6	13
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	5,319.
b Net unrelated business taxable income from Form 990-T, line 34	7b	2,213.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 5,490,800.	Current Year 6,860,043.
	9 Program service revenue (Part VIII, line 2g)	13,365,419.	10,468,791.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	296,881.	184,241.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	13,235,797.	16,203,325.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	32,388,897.	33,716,400.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	18,584,540.	19,861,261.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	36,600.	39,000.
	b Total fundraising expenses (Part IX, column (D), line 25) 890,361.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	11,120,662.	11,414,549.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	29,741,802.	31,314,810.	
19 Revenue less expenses. Subtract line 18 from line 12	2,647,095.	2,401,590.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 15,060,503.	End of Year 16,726,739.
	21 Total liabilities (Part X, line 26)	6,159,216.	5,168,840.
	22 Net assets or fund balances. Subtract line 21 from line 20	8,901,287.	11,557,899.

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 <i>Catherine A. MeLOY</i>	Date 8-13-13			
	CATHERINE A. MELOY, PRESIDENT & CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name FRANK H. SMITH	Preparer's signature <i>Frank H. Smith</i>	Date 08/13/13	Check if self-employed <input type="checkbox"/>	PTIN P00639053
	Firm's name RAFFA, P.C.	Firm's address 1899 L STREET, NW, SUITE 900 WASHINGTON, DC 20036	Firm's EIN 52-1511275	Phone no. (202) 822-5000	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: GOODWILL OF GREATER WASHINGTON'S MISSION IS TO TRANSFORM LIVES AND COMMUNITIES THROUGH THE POWER OF EDUCATION AND EMPLOYMENT. GOODWILL PROVIDES FREE JOB TRAINING AND EMPLOYMENT SERVICES TO PEOPLE WITH DISADVANTAGES AND DISABILITIES THROUGHOUT THE GREATER WASHINGTON, DC

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 [X] No

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

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 \$ 16,814,199. including grants of \$) (Revenue \$ 20,206,140.) DONATED GOODS: GOODWILL OF GREATER WASHINGTON'S RETAIL STORES AND DONATION CENTERS ARE CENTRAL TO THE FULFILLMENT OF GOODWILL'S MISSION TO PROVIDE JOBS, JOB TRAINING AND EMPLOYMENT SERVICES FOR PEOPLE WITH DISADVANTAGES AND DISABILITIES. IN 2012, ALMOST \$20.3 MILLION WORTH OF GENTLY USED CLOTHING, FURNITURE, AND OTHER HOUSEHOLD GOODS WERE SORTED, PRICED AND SOLD IN GOODWILL'S 14 RETAIL LOCATIONS PLUS ONLINE, SAVING OUR CUSTOMERS HUNDREDS OF THOUSANDS OF DOLLARS ON QUALITY, LOW COST GOODS, WHILE PROVIDING THE REVENUE NECESSARY TO FUND OUR CRITICAL JOB TRAINING PROGRAMS. IN 2012, ALMOST 1.2 MILLION TRANSACTIONS WERE MADE AND SOME 512,000 PEOPLE GENEROUSLY DONATED THESE GOODS, KEEPING 20.5 MILLION POUNDS OF DONATED GOODS OUT OF AREA LANDFILLS. MOST COMPUTERS ARE NOW RECYCLED THROUGH THE DELL RECONNECT PROGRAM RESULTING IN THE

4b (Code:) (Expenses \$ 9,059,257. including grants of \$) (Revenue \$ 10,468,791.) CONTRACTS: ONE OF GOODWILL OF GREATER WASHINGTON'S MOST SUCCESSFUL BUSINESS AND MISSION FULFILLMENT OPERATIONS IS ITS CONTRACT SERVICES DIVISION. IN 2012, UNDER THE ABILITY ONE PROGRAM, GOODWILL EMPLOYED MORE THAN 200 PEOPLE IN ITS 13 CONTRACT SITES THROUGHOUT THE DC AREA INCLUDING THE BUREAU OF ENGRAVING & PRINTING, THE NATIONAL GALLERY OF ART, THE OLD POST OFFICE PAVILION, BOLLING AIR FORCE BASE AND THE U.S. GEOLOGICAL SURVEY. MORE THAN 79% OF ALL THE LABOR HOURS PERFORMED ON THESE CONTRACTS ARE PERFORMED BY INDIVIDUALS WITH SIGNIFICANT DISABILITIES. GOODWILL PROVIDES CUSTODIAL, GROUNDS MAINTENANCE, AND GLASSWARE CLEANING SERVICES TO GOVERNMENT AND COMMERCIAL FACILITIES. GOODWILL OFFERS ITS EMPLOYEES HOPE, DIGNITY, AND A FUTURE FOR THEMSELVES AND THEIR FAMILIES. GOODWILL IS ALL ABOUT PEOPLE WORKING. WE

4c (Code:) (Expenses \$ 2,377,708. including grants of \$) (Revenue \$ 1,111,619.) WORKFORCE DEVELOPMENT: IN 2012, GOODWILL OF GREATER WASHINGTON'S WORKFORCE DEVELOPMENT DIVISION PROVIDED JOB TRAINING, EMPLOYMENT AND OTHER SUPPORTIVE SERVICES TO OVER 3,200 PEOPLE WITHIN THE REGION AT GOODWILL'S THREE CAREER CENTERS AND EXCEEDED ITS PLACEMENT GOAL BY SECURING PERMANENT EMPLOYMENT FOR 220 PROGRAM GRADUATES. THOSE PLACED AVERAGED A STARTING WAGE OF \$13.36/HOUR. THESE CRITICAL SERVICES WERE FUNDED THROUGH THE REVENUE GENERATED BY GOODWILL'S CONTRACTS OPERATIONS, THE DONATIONS SOLD AT GOODWILL'S 14 AREA RETAIL STORES, AND THROUGH THE GENEROUS FINANCIAL SUPPORT OF OUR INDIVIDUAL AND CORPORATE DONORS. THE COMMUNITY DEMAND FOR WORKFORCE DEVELOPMENT SERVICES CONTINUES TO GROW DUE TO THE RECOGNITION OF GOODWILL'S SUCCESS IN PLACING PEOPLE WHO HAVE BEEN MOST CHALLENGED IN FINDING EMPLOYMENT ON

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 28,251,164.

Part IV Checklist of Required Schedules

Table with columns for question number, question text, Yes, and No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question ID, description, and Yes/No responses. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, foreign accounts, prohibited transactions, and charitable contributions.

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (14); 1b Enter the number of voting members included in line 1a, above, who are independent (13); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (X); 6 Did the organization have members or stockholders? (X); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (X); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X); b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (X); 13 Did the organization have a written whistleblower policy? (X); 14 Did the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (X); b Other officers or key employees of the organization (X); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed VA, MD
18 Section 6104 requires an organization to make its 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. [X] Own website [] Another's website [X] 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: ROSA PROCTOR - (202) 636-4225 2200 SOUTH DAKOTA AVENUE, NE, WASHINGTON, DC 20018

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) EARL SEGAL CHAIR	1.00	X		X				0.	0.	0.
(2) GLEN S. HOWARD SECRETARY	1.00	X		X				0.	0.	0.
(3) ADRIAN CHAPMAN TREASURER	1.00	X		X				0.	0.	0.
(4) THOMAS CHAPMAN DIRECTOR	1.00	X						0.	0.	0.
(5) JAMES DINEGAR DIRECTOR	1.00	X						0.	0.	0.
(6) ELIZABETH KARMIN DIRECTOR	1.00	X						0.	0.	0.
(7) ANN MCLEAN DIRECTOR	1.00	X						0.	0.	0.
(8) GUYLAINE SAINT JUSTE DIRECTOR	1.00	X						0.	0.	0.
(9) KENNETH SAMET DIRECTOR	1.00	X						0.	0.	0.
(10) CAROLYN STENNETT DIRECTOR	1.00	X						0.	0.	0.
(11) JOHN WHALEN DIRECTOR	1.00	X						0.	0.	0.
(12) JOHN WILSON DIRECTOR	1.00	X						0.	0.	0.
(13) APRIL YOUNG DIRECTOR	1.00	X						0.	0.	0.
(14) CATHERINE A. MELOY PRESIDENT & CEO	40.00	X		X				385,116.	0.	88,097.
(15) ROSA PROCTOR CHIEF FINANCIAL OFFICER	40.00			X				207,670.	0.	17,911.
(16) MICHAEL FROHM CHIEF OPERATING OFFICER	40.00				X			193,864.	0.	14,063.
(17) RICHARD J. COLE CHIEF INFORMATION OFFICER	40.00					X		174,524.	0.	1,605.

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) BRENDAN HURLEY CHIEF MARKETING OFFICER	40.00					X		168,929.	0.	8,567.
(19) DAVID SULLIVAN VICE PRESIDENT, RETAIL	40.00					X		174,304.	0.	6,333.
(20) HANNIBAL BRUMSKINE II SR DIRECTOR OF FINANCE & COMPLIANCE	40.00					X		133,655.	0.	15,863.
(21) COLLEEN PALETTA VICE PRESIDENT, WORKFORCE DEVELOPMEN	40.00					X		105,137.	0.	1,100.
1b Sub-total								1,543,199.	0.	153,539.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,543,199.	0.	153,539.

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 **9**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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
SOURCEAMERICA (FORMERLY NISH) 8401 OLD COURTHOUSE ROAD, VIENNA, VA 22182	PROCUREMENT OF FEDERAL CONTRACTS	349,032.
CERIDIAN, 3311 E. OLD SHAKOPEE ROAD, BLOOMINGTON, MN 55425	PAYROLL PROCESSING SERVICES	121,102.

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

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a 37,465.					
	b	Membership dues	1b					
	c	Fundraising events	1c 143,439.					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e 447,938.					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 6,231,201.					
	g	Noncash contributions included in lines 1a-1f: \$	4,313,344.					
	h	Total. Add lines 1a-1f	▶ 6,860,043.					
	Program Service Revenue	2 a	CUSTODIAL SERVICE INC.	Business Code 900099	10468791.	10468791.		
b								
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f	▶ 10468791.					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	▶	125,852.		5,319.	120,533.	
	4	Income from investment of tax-exempt bond proceeds	▶					
	5	Royalties	▶					
	6 a	Gross rents	(i) Real	(ii) Personal				
		b	Less: rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)	▶				
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less: cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)	▶	58,389.			58,389.
	8 a	Gross income from fundraising events (not including \$ 143,439. of contributions reported on line 1c). See Part IV, line 18	a	22,943.				
		b	Less: direct expenses	b	106,602.			
		c	Net income or (loss) from fundraising events	▶	-83,659.			-83,659.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
b		Less: direct expenses	b					
c		Net income or (loss) from gaming activities	▶					
10 a	Gross sales of inventory, less returns and allowances	a	20206140					
	b	Less: cost of goods sold	b	4522473.				
	c	Net income or (loss) from sales of inventory	▶	15683667.	15683667.			
Miscellaneous Revenue			Business Code					
11 a	SERVICE CONTRACTS	900099	451,563.	451,563.				
b	SUBLEASE INCOME	900099	87,360.			87,360.		
c	OTHER INCOME	900099	64,394.			64,394.		
d	All other revenue							
e	Total. Add lines 11a-11d	▶	603,317.					
12	Total revenue. See instructions.	▶	33716400.	26604021.	5,319.	247,017.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	826,006.	620,402.	134,324.	71,280.
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	15,164,846.	14,097,217.	794,406.	273,223.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	90,016.	77,236.	9,606.	3,174.
9 Other employee benefits	2,460,277.	2,355,350.	68,914.	36,013.
10 Payroll taxes	1,320,116.	1,227,522.	66,768.	25,826.
11 Fees for services (non-employees):				
a Management	397,390.	279,641.	110,752.	6,997.
b Legal	64,628.	43,686.	13,383.	7,559.
c Accounting	45,380.		45,380.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	39,000.			39,000.
f Investment management fees	37,312.	31,044.	5,779.	489.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	239,171.	237,864.	980.	327.
12 Advertising and promotion	257,692.	12,206.	210,801.	34,685.
13 Office expenses	1,695,036.	1,458,889.	179,543.	56,604.
14 Information technology	188,069.	120,634.	7,321.	60,114.
15 Royalties				
16 Occupancy	4,983,987.	4,627,302.	267,514.	89,171.
17 Travel	375,516.	323,914.	33,343.	18,259.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	8,725.	2,953.	5,700.	72.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	747,499.	561,768.	92,866.	92,865.
23 Insurance	240,958.	209,532.	25,200.	6,226.
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 OTHER EXPENSES	685,273.	518,684.	99,480.	67,109.
b AUCTION FEES	614,988.	614,988.		
c CLEANING SUPPLIES	435,686.	433,093.	1,225.	1,368.
d NISH COMMISSIONS	397,239.	397,239.		
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	31,314,810.	28,251,164.	2,173,285.	890,361.
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	
Assets	1 Cash - non-interest-bearing	0.	1	14,825.	
	2 Savings and temporary cash investments	784,180.	2	2,938,014.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	3,583,052.	4	1,427,027.	
	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	276,044.	8	358,633.	
	9 Prepaid expenses and deferred charges	593,589.	9	768,738.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 12,067,820.			
	b Less: accumulated depreciation	10b 7,785,417.	4,139,847.	10c	4,282,403.
	11 Investments - publicly traded securities	3,208,140.	11	3,837,317.	
	12 Investments - other securities. See Part IV, line 11	30,000.	12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	2,445,651.	15	3,099,782.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	15,060,503.	16	16,726,739.		
Liabilities	17 Accounts payable and accrued expenses	2,168,840.	17	1,877,835.	
	18 Grants payable		18		
	19 Deferred revenue	29,649.	19	0.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	2,245,072.	23	1,580,764.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,715,655.	25	1,710,241.	
	26 Total liabilities. Add lines 17 through 25	6,159,216.	26	5,168,840.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	8,266,735.	27	10,805,333.	
	28 Temporarily restricted net assets	139,744.	28	257,758.	
	29 Permanently restricted net assets	494,808.	29	494,808.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	8,901,287.	33	11,557,899.	
34 Total liabilities and net assets/fund balances	15,060,503.	34	16,726,739.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	33,716,400.
2	Total expenses (must equal Part IX, column (A), line 25)	2	31,314,810.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,401,590.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,901,287.
5	Net unrealized gains (losses) on investments	5	260,341.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-5,319.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	11,557,899.

Part XII Financial Statements and Reporting

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

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

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - 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?

	Yes	No
(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?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4153050.	3849779.	4910899.	5490800.	6860043.	25264571.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	4153050.	3849779.	4910899.	5490800.	6860043.	25264571.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						373,377.
6 Public support. Subtract line 5 from line 4.						24891194.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	4153050.	3849779.	4910899.	5490800.	6860043.	25264571.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	151,264.	124,658.	121,805.	274,328.	207,893.	879,948.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	15,539.	5,458.	6,035.	5,135.	3,213.	35,380.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	10,842.	25,970.	39,539.	10,496.	64,394.	151,241.
11 Total support. Add lines 7 through 10						26331140.
12 Gross receipts from related activities, etc. (see instructions)					12	126,779,921.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	94.53	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	94.19	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

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 DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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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	<hr/> <hr/> <hr/> <hr/>	\$ <u>400,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/> <hr/>	\$ <u>300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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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	
(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	
(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	
(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	

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

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<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	486,727.	494,808.	928,680.	840,439.	840,439.
b Contributions					
c Net investment earnings, gains, and losses	50,450.	-8,081.	53,617.	174,887.	
d Grants or scholarships					
e Other expenditures for facilities and programs	42,369.		487,489.	86,646.	
f Administrative expenses					
g End of year balance	494,808.	486,727.	494,808.	928,680.	840,439.

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

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 100.00 %
- c Temporarily restricted endowment _____ %

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:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

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

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		1,218,700.		1,218,700.
b Buildings		3,950,882.	2,998,238.	952,644.
c Leasehold improvements		2,922,522.	1,979,021.	943,501.
d Equipment		2,880,656.	1,905,374.	975,282.
e Other		1,095,060.	902,784.	192,276.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,282,403.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (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)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

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

(a) Description	(b) Book value
(1) DEPOSITS AND LOAN COSTS	267,837.
(2) DUE FROM AFFILIATE	2,831,945.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	3,099,782.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CHARITABLE GIFT ANNUITIES	116,880.
(3) DEFERRED RENT	1,451,236.
(4) DEFERRED COMPENSATION LIABILITY	116,806.
(5) CAPITAL LEASE OBLIGATION	25,319.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	1,710,241.

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

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

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

Part XIII Supplemental Information

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

PART V, LINE 4: GOODWILL'S ENDOWMENT CONSISTS OF FOUR FUNDS

ESTABLISHED FOR A VARIETY OF PURPOSES: NATIONAL LIBRARY FOR THE BLIND

(ETTA J. GRIFFIN MEMORIAL TRUST FUND), MABEL J. LANGHORNE FUND, HAZEL AND

KARL FENNING FUND, AND FENNING-MURRAY SOCIAL SERVICE ENDOWMENT FUND.

PART X, LINE 2: GOODWILL PERFORMED AN EVALUATION OF UNCERTAIN TAX

POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2012, AND DETERMINED THAT THERE

WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE CONSOLIDATED

Part XIII Supplemental Information (continued)

FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS.

Multiple horizontal lines for supplemental information.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

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

Name of the organization **DAVIS MEMORIAL GOODWILL INDUSTRIES** Employer identification number **53-0196588**

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

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
AMANI GLOBAL CONSULTING LLC - 6314 SE 20TH AVENUE,	DIRECT MAIL CAMPAIGN		X	231,233.	39,000.	192,233.
Total				231,233.	39,000.	192,233.

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		GALA (SEE PART IV) (event type)	(event type)	NONE (total number)		
Revenue	1	Gross receipts	166,382.			166,382.
	2	Less: Contributions	143,439.			143,439.
	3	Gross income (line 1 minus line 2)	22,943.			22,943.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	14,000.			14,000.
	7	Food and beverages	25,710.			25,710.
	8	Entertainment	66,892.			66,892.
	9	Other direct expenses	0.			
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(106,602)
	11	Net income summary. Combine line 3, column (d), and line 10				-83,659.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

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

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: AMANI GLOBAL CONSULTING LLC

(I) ADDRESS OF FUNDRAISER: 6314 SE 20TH AVENUE, PORTLAND, OR 97202

SCHEDULE G, PART II

ANNUAL GALA

FOR TAX PURPOSES, THE ORGANIZATION IS REQUIRED TO SHOW NET PROFIT LESS CONTRIBUTIONS RECEIVED FOR FUNDRAISING EVENTS. HOWEVER, INCLUDING

Part IV Supplemental Information (continued)

CONTRIBUTIONS OF \$143,439, THE GALA ACTUALLY MADE A NET PROFIT OF
\$59,780 FOR THE YEAR ENDED DECEMBER 31, 2012.

(This area contains horizontal lines for supplemental information.)

**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

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

Part I Questions Regarding Compensation

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

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CATHERINE A. MELOY PRESIDENT & CEO	(i)	280,716.	90,000.	14,400.	75,606.	12,491.	473,213.	80,714.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) ROSA PROCTOR CHIEF FINANCIAL OFFICER	(i)	197,670.	10,000.	0.	8,452.	9,459.	225,581.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) MICHAEL FROHM CHIEF OPERATING OFFICER	(i)	183,864.	10,000.	0.	7,806.	6,257.	207,927.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) RICHARD J. COLE CHIEF INFORMATION OFFICER	(i)	169,524.	5,000.	0.	0.	1,605.	176,129.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) BRENDAN HURLEY CHIEF MARKETING OFFICER	(i)	163,929.	5,000.	0.	6,552.	2,015.	177,496.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) DAVID SULLIVAN VICE PRESIDENT, RETAIL	(i)	166,304.	8,000.	0.	0.	6,333.	180,637.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 7: THE CHIEF EXECUTIVE OFFICER AND THE VICE PRESIDENT OF
DONATED GOODS RECEIVED A BONUS BASED ON ACHIEVING CERTAIN TARGETS IN
ACCORDANCE WITH THE TERMS OF THEIR RESPECTIVE EMPLOYMENT CONTRACTS. THE
PERFORMANCE MEASURES ARE DETERMINED ON AN ANNUAL BASIS.

ADDITIONALLY, SELECT ASSOCIATES RECEIVED ONETIME BONUSES IN 2012 BASED ON
GOODWILL'S PERFORMANCE.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **DAVIS MEMORIAL GOODWILL INDUSTRIES** Employer identification number **53-0196588**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		4,304,307.	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	3	9,037.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

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

SCHEDULE M, LINE 32B: CLOTHING AND HOUSEHOLD GOODS DONATIONS TO THE ORGANIZATION ARE SOLD ON SHOPGOODWILL.ORG, EBAY.COM, ALIBRIS.COM AND HALF.COM.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 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

DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number

53-0196588

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

METROPOLITAN REGION.

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

RE-USE OF VIRTUALLY EVERY PART AND COMPONENT. IN 2012, GOODWILL OF

GREATER WASHINGTON RECYCLED OVER 487,000 POUNDS OF COMPUTERS AND

COMPUTER PARTS. GOODWILL STORES ARE ALSO A SOURCE OF MISSION

FULFILLMENT. WE DON'T JUST PROVIDE JOB TRAINING TO PEOPLE WITH BARRIERS

TO EMPLOYMENT; WE ALSO EMPLOY THEM. MANY OF GOODWILL'S ALMOST 400

RETAIL EMPLOYEES HAVE OVERCOME SIGNIFICANT CHALLENGES AND OBSTACLES TO

FIND SUCCESS IN THEIR WORK.

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

ARE ONE OF THE WASHINGTON, DC AREA'S LARGEST PROVIDERS OF EMPLOYMENT

AND TRAINING SERVICES FOR PEOPLE WITH DISABILITIES AND OTHER BARRIERS

TO EMPLOYMENT. WE BELIEVE IN WORK. WORK HELPS BUILD SELF-CONFIDENCE,

FRIENDSHIP, INDEPENDENCE, DIGNITY AND TRUST. EVERYONE DESERVES A CHANCE

TO HAVE THESE THINGS IN LIFE. GOODWILL PROVIDES THAT CHANCE.

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

THEIR OWN. THE POPULATIONS GOODWILL SERVES ARE VERY DIVERSE AND FACE A

VARIETY OF BARRIERS TO EMPLOYMENT. THEY MAY HAVE PHYSICAL, EMOTIONAL,

DEVELOPMENTAL OR OTHER DISABLING CONDITIONS; OR THEY MAY LACK AN

EDUCATION OR ENGLISH PROFICIENCY. MANY OF THE PEOPLE GOODWILL SERVES

ARE EX-OFFENDERS TRYING TO REBUILD THEIR LIVES. OTHERS, PARTICULARLY

WOMEN, HAVE HAD CHALLENGES IN KEEPING STEADY EMPLOYMENT DUE TO THE

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 DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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CHALLENGES OF CARING FOR DEPENDENTS. THE ONE CONSISTENT BARRIER FACED BY ALL OF THE PEOPLE WHO WALK THROUGH GOODWILL'S DOORS IS A LACK OF MARKETABLE JOB SKILLS. THAT'S WHY THE WORKFORCE DEVELOPMENT DIVISION PROVIDES EMPLOYABILITY SKILLS TRAINING (JOB READINESS), JOB PLACEMENT, OCCUPATIONAL SKILLS TRAINING, JOB COACHING, AND/OR RETENTION SERVICES. THESE SERVICES HELP INDIVIDUALS WITH DISADVANTAGES AND DISABILITIES ENTER OR RE-ENTER THE WORKPLACE WITH CONFIDENCE AND DIGNITY. OUR PRIMARY GOAL IS TO MATCH THE SKILLS, INTERESTS, AND WORK PREFERENCES OF OUR STUDENTS TO THE NEEDS OF LOCAL EMPLOYERS WHO OFFER SUSTAINABLE WAGES. THIS IS ACCOMPLISHED THROUGH AN INDIVIDUALIZED EMPLOYMENT PLAN, MOCK-INTERVIEWS, CAREER ASSESSMENTS, INTERNSHIPS, WORK TRIALS, AND OTHER DISCOVERY STRATEGIES. IN 2012, GOODWILL OFFERED ITS APPLICANTS MULTIPLE JOB TRAINING AND PREPARATION OPTIONS INCLUDING A THREE-WEEK CAREER NAVIGATION PROGRAM, A SIX-WEEK UNARMED SECURITY & PROTECTIVE SERVICES TRAINING IN WHICH PARTICIPANTS CAN EARN 6 COLLEGE CREDITS AT NORTHERN VIRGINIA COMMUNITY COLLEGE, AND A TEN-WEEK GREEN CONSTRUCTION PRE-APPRENTICESHIP TRAINING. ADDITIONALLY, GOODWILL LAUNCHED IN MAY OF 2012 THE HOSPITALITY OUTREACH AND PATHWAYS TO EMPLOYMENT (HOPE) TRAINING PROGRAM IN COLLABORATION WITH THE UNIVERSITY OF DC COMMUNITY COLLEGE AND PROGRESSIVE PARTNERS. THIS TEN-WEEK PROGRAM PREPARED DISTRICT RESIDENTS FOR ENTRY-LEVEL POSITIONS IN THE LOCAL HIGH GROWTH INDUSTRY OF HOSPITALITY BY CONCENTRATING ON THE AMERICAN HOTEL AND LODGING ASSOCIATION'S 'SKILLS, TASKS & RESULTS TRAINING' (START) CURRICULUM AND CERTIFICATION. AT THE FOGGY BOTTOM CAREER CENTER, WE OFFERED INDIVIDUALIZED JOB DEVELOPMENT, PLACEMENT AND COACHING SERVICES TO ADULTS AND YOUTH WITH DISABILITIES THROUGH PARTNERSHIPS WITH DC REHABILITATION SERVICES ADMINISTRATION AND MD DEPARTMENT OF REHABILITATIVE SERVICES.

Name of the organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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FORM 990, PART VI, SECTION B, LINE 11: GOODWILL'S FEDERAL FORM 990 IS PREPARED BY AN INDEPENDENT TAX SERVICE FIRM, RAFFA, P.C., AND IS REVIEWED INTERNALLY BY SENIOR MANAGEMENT. IT IS THEN SUBMITTED BY THE PRESIDENT TO EACH BOARD MEMBER PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: THE GOODWILL OF GREATER WASHINGTON CONFLICT OF INTEREST POLICY APPLIES TO ALL THE GOODWILL DIRECTORS, OFFICERS, AND EMPLOYEES. BOARD MEMBERS ARE REQUIRED TO SIGN CONFLICT OF INTEREST STATEMENTS ANNUALLY. ALL EMPLOYEES AND BOARD MEMBERS MUST AVOID EVEN THE APPEARANCE OF A POTENTIAL CONFLICT OF INTEREST. ANY CONFLICT OR POTENTIAL CONFLICT OF INTEREST IS TO BE REPORTED TO THE COMPLIANCE OFFICER. THESE DOCUMENTS ARE KEPT ON FILE BY THE EXECUTIVE ASSISTANT OR OTHER DESIGNEE.

FORM 990, PART VI, SECTION B, LINE 15: WRITTEN COMPARISONS OF THE SENIOR MANAGEMENT COMPENSATION ARE MADE AGAINST FOR-PROFIT AND NON-PROFIT ORGANIZATIONS, INCLUDING OTHER SIMILAR SIZE GOODWILL ORGANIZATIONS. CEO COMPENSATION IS RECOMMENDED BY THE EXECUTIVE COMMITTEE FOLLOWING A BOARD OF DIRECTORS PERFORMANCE EVALUATION SURVEY. FINAL APPROVAL OF THE CEO COMPENSATION IS MADE BY THE FULL BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: GOODWILL MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST AVAILABLE TO THE PUBLIC UPON REQUEST. FURTHERMORE, THE FINANCIAL STATEMENTS AND FEDERAL FORM 990 ARE POSTED ON GOODWILL'S WEBSITE.

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

232212
01-04-13

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

Name of the organization
DAVIS MEMORIAL GOODWILL INDUSTRIES

Employer identification number
53-0196588

IMPUTED INTEREST ON INTERCOMPANY LOAN -5,319.

Multiple horizontal lines for additional entries.

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.

Name of the organization **DAVIS MEMORIAL GOODWILL INDUSTRIES** Employer identification number **53-0196588**

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
BEST KEPT BUILDINGS - 20-0746642 2200 SOUTH DAKOTA AVENUE, NE WASHINGTON, DC 20018	JANITORIAL SERVICES	DC	DAVIS MEMORIAL GOODWILL INDUSTRIES	C CORP	330,509.	135,802.	100%	X	

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
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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) BEST KEPT BUILDINGS, INC.	A	5,319.FMV	
(2) BEST KEPT BUILDINGS, INC.	M	2,001,810.FMV	
(3) BEST KEPT BUILDINGS, INC.	L	451,563.FMV	
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	