

PUBLIC DISCLOSURE COPY

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

2024

Open to Public Inspection

A For the 2024 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"/> Final return/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	G Gross receipts \$ 99,322,232.
	1140 3RD STREET, NE	350	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20002		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
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: WWW.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: SEE SCHEDULE O.		
	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	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
	5 Total number of individuals employed in calendar year 2024 (Part V, line 2a)	5	1264
	6 Total number of volunteers (estimate if necessary)	6	15
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	16,587,721.	19,319,490.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	16,523,746.	17,124,878.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	128,084.	176,520.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	41,834,742.	44,668,774.
		75,074,293.	81,289,662.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	671,666.	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)	42,028,605.	48,821,408.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25)	1,105,722.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	26,646,140.	30,864,497.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	69,346,411.	79,685,905.	
19 Revenue less expenses. Subtract line 18 from line 12	5,727,882.	1,603,757.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	78,951,988.	99,551,568.
	22 Net assets or fund balances. Subtract line 21 from line 20	48,525,464.	77,593,352.
	30,426,524.	21,958,216.	

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		Date		
	CATHERINE A. MELOY, PRESIDENT & CEO				
Paid Preparer Use Only	Preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	AARON. M. FOX	AARON. M. FOX	11/07/25		P01365820
Preparer Use Only	Firm's name	Firm's EIN	Phone no.		
	CBIZ ADVISORS, LLC	88-1478669	202-227-4000		
	Firm's address				
	1899 L STREET, NW #850	WASHINGTON, DC 20036			

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 or note to any line in this Part III [X]

1 Briefly describe the organization's mission:

SEE SCHEDULE O.

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

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

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

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

4a (Code:) (Expenses \$ 59,015,081. including grants of \$) (Revenue \$)

DONATED GOODS: IN 2024, GOODWILL OF GREATER WASHINGTON OPERATED 22 RETAIL STORES, 21 DONATION CENTERS, AND TWO WAREHOUSES THAT ARE CENTRAL TO THE FULFILLMENT OF GOODWILL'S MISSION TO PROVIDE JOBS, JOB TRAINING, EDUCATION, AND EMPLOYMENT SERVICES FOR PEOPLE WITH DISADVANTAGES AND DISABILITIES.

CONTINUED ON SCHEDULE O.

4b (Code:) (Expenses \$ 11,490,747. including grants of \$) (Revenue \$ 14,368,018.)

CONTRACTS: ONE OF GOODWILL OF GREATER WASHINGTON'S MOST SUCCESSFUL BUSINESS AND MISSION FULFILLMENT OPERATIONS IS ITS CONTRACT SERVICES DIVISION. IN 2024, UNDER THE ABILITY ONE PROGRAM AND COMMERCIAL CONTRACTS, GOODWILL EMPLOYED 207 PEOPLE IN ITS 9 FEDERAL CONTRACT SITES THROUGHOUT THE DC AREA CLEANING MORE THAN 3 MILLION SQUARE FEET AT BUILDINGS INCLUDING THE BUREAU OF ENGRAVING & PRINTING, THE NATIONAL GALLERY OF ART, SENATE OFFICE BUILDING, BOLLING AIR FORCE BASE, AND THE U.S. GEOLOGICAL SURVEY.

CONTINUED ON SCHEDULE O.

4c (Code:) (Expenses \$ 2,048,111. including grants of \$) (Revenue \$ 2,756,860.)

WORKFORCE DEVELOPMENT: IN 2024, GOODWILL OF GREATER WASHINGTON'S MISSION IMPACT TEAM PROVIDED WORKFORCE DEVELOPMENT SERVICES TO 2,664 PEOPLE THROUGHOUT THE GREATER WASHINGTON, DC REGION. THESE CRITICAL SERVICES WERE FUNDED THROUGH THE REVENUE GENERATED BY GOODWILL'S CONTRACTS OPERATIONS, THE DONATIONS SOLD AT GOODWILL'S 22 AREA RETAIL STORES AND ONLINE, AND THROUGH THE GENEROUS FINANCIAL SUPPORT OF OUR INDIVIDUAL AND CORPORATE DONORS.

CONTINUED ON SCHEDULE O.

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

(Expenses \$ 674,779. including grants of \$) (Revenue \$ 61,506,592.)

4e Total program service expenses 73,228,718.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 21, with sub-questions a-f for questions 11, 12, and 20. 'Yes' and 'No' columns contain 'X' marks indicating responses.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 17 regarding employee counts, tax returns, gross income, 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 on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line 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 (16); 1b Enter the number of voting members included on line 1a, above, who are independent (15); 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, 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 on 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 on 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 on 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 on 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 MD, VA
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, 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 on Schedule O)
19 Describe on 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, address, and telephone number of the person who possesses the organization's books and records
JEFF OLSON - (202) 937-6148
1140 3RD STREET, NE, 350, WASHINGTON, DC 20002

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

Check if Schedule O contains a response or note to any line 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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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.
- See the instructions for the order in which to list the persons above.

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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) CATHERINE A. MELOY PRESIDENT & CEO	40.00	X		X				582,302.	0.	34,104.
(2) RICHARD J. COLE CHIEF OF EXPANSION	32.00 8.00					X		221,609.	55,402.	22,286.
(3) JEFFREY ROSTAND CHIEF FINANCIAL OFFICER	40.00			X				256,350.	0.	33,714.
(4) COLLEEN PALETTA CHIEF INTEGRATION OFFICER	40.00				X			252,613.	0.	11,865.
(5) BRENDAN HURLEY CHIEF OF COLLAB., COMM., & MKTG.	40.00					X		251,902.	0.	11,865.
(6) ROSA PROCTOR CFO EMERITUS	40.00					X		227,072.	0.	10,603.
(7) JANECE KLEBEN CHIEF COMMUNITY IMPACT OFFICER	40.00					X		225,185.	0.	8,661.
(8) STEVEN GELFOUND VP, TECHNOLOGY & INFRASTRUCTURE	40.00					X		215,235.	0.	2,063.
(9) KEVIN JACOBS CHAIR	1.00	X		X				0.	0.	0.
(10) GHADA IJAM VICE CHAIR & TREASURER	1.00	X		X				0.	0.	0.
(11) DANIEL KOTTER SECRETARY	1.00	X		X				0.	0.	0.
(12) GLEN S. HOWARD GOVERNANCE CHAIR	1.00	X		X				0.	0.	0.
(13) MARY BRADY DIRECTOR AS OF 09/2024	1.00	X						0.	0.	0.
(14) RICK CRUZ DIRECTOR UNTIL 12/2024	1.00	X						0.	0.	0.
(15) JOHN GOODMAN DIRECTOR	1.00	X						0.	0.	0.
(16) THOMAS GRAHAM DIRECTOR	1.00	X						0.	0.	0.
(17) FREDERICK HUMPHRIES DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (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/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(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) DEBBI JARVIS DIRECTOR	1.00	X					0.	0.	0.	
(19) DONALD "BLUE" JENKINS DIRECTOR	1.00	X					0.	0.	0.	
(20) SOLOMON KEENE DIRECTOR	1.00	X					0.	0.	0.	
(21) EVELYN LEE DIRECTOR	1.00	X					0.	0.	0.	
(22) JAMES MACGREGOR DIRECTOR	1.00	X					0.	0.	0.	
(23) LISA MALLORY DIRECTOR	1.00	X					0.	0.	0.	
(24) JOSH THOMAS DIRECTOR	1.00	X					0.	0.	0.	
1b Subtotal							2,232,268.	55,402.	135,161.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							2,232,268.	55,402.	135,161.	

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 **14**

	Yes	No
3 Did the organization list any former officer, director, 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
FEDERAL EXPRESS P.O. BOX 371461, PITTSBURGH, PA 15250	SHIPPING SERVICES	983,581.
MELWOOD HORTICULTURAL TRAINING CENTER, INC. 750 23RD STREET, S, ARLINGTON, VA 22202	SUBCONTRACTING SERVICES	706,642.
R.W. MURRAY CO., 10440 BALLS FORD ROAD, #100, MANASSAS, VA 20109	BUILDOUT SERVICES	597,151.
SOURCE AMERICA 8401 OLD COURTHOUSE ROAD, VIENNA, VA 22182	PROCUREMENT OF FEDERAL CONTRACTS	411,983.
ROSENBERG MEDIA, 14413 AUTUMN BRANCH TERRACE, BOYDS, MD 20841	ADVERTISING SERVICES	286,304.

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 **17**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	8,923.				
	1 b	Membership dues					
	1 c	Fundraising events					
	1 d	Related organizations					
	1 e	Government grants (contributions)	100,000.				
	1 f	All other contributions, gifts, grants, and similar amounts not included above	19,210,567.				
	1 g	Noncash contributions included in lines 1a-1f	\$ 17,269,894.				
	1 h	Total. Add lines 1a-1f		19,319,490.			
Program Service Revenue	2 a	CONTRACT SERVICE INCOME	900099	14,368,018.	14368018.		
	2 b	SERVICE CONTRACTS	900099	2,756,860.	2,756,860.		
	2 c						
	2 d						
	2 e						
	2 f	All other program service revenue					
	2 g	Total. Add lines 2a-2f		17,124,878.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		302,702.		302,702.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real				
			(ii) Personal				
	6 b	Less: rental expenses					
	6 c	Rental income or (loss)					
	6 d	Net rental income or (loss)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	1,023,910.			
			(ii) Other				
	7 b	Less: cost or other basis and sales expenses	1,150,092.				
	7 c	Gain or (loss)	-126,182.				
7 d	Net gain or (loss)		-126,182.		-126,182.		
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
8 b	Less: direct expenses						
8 c	Net income or (loss) from fundraising events						
9 a	Gross income from gaming activities. See Part IV, line 19						
9 b	Less: direct expenses						
9 c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances		61,506,592.				
			16,882,478.				
10 b	Less: cost of goods sold						
10 c	Net income or (loss) from sales of inventory		44,624,114.	44624114.			
Miscellaneous Revenue	11 a	MISCELLANEOUS	900099	44,660.		44,660.	
	11 b						
	11 c						
	11 d	All other revenue					
	11 e	Total. Add lines 11a-11d		44,660.			
12	Total revenue. See instructions		81,289,662.	61748992.	0.	221,180.	

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 or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,170,949.	844,106.	233,947.	92,896.
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	40,120,527.	37,508,034.	2,265,210.	347,283.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	330,710.	291,865.	27,999.	10,846.
9 Other employee benefits	4,058,648.	3,842,028.	180,203.	36,417.
10 Payroll taxes	3,140,574.	2,908,839.	204,985.	26,750.
11 Fees for services (nonemployees):				
a Management				
b Legal	37,880.	27,103.	10,566.	211.
c Accounting	125,260.		125,260.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	43,430.		43,430.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	1,777,195.	1,451,071.	191,985.	134,139.
12 Advertising and promotion	639,660.	134,934.	503,105.	1,621.
13 Office expenses	6,200,682.	5,872,623.	266,833.	61,226.
14 Information technology	1,345,774.	1,205,512.	116,129.	24,133.
15 Royalties				
16 Occupancy	15,155,409.	14,297,435.	636,981.	220,993.
17 Travel	184,990.	159,042.	17,312.	8,636.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	99,328.	27,796.	70,431.	1,101.
20 Interest	7,538.	2,563.	3,694.	1,281.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,650,301.	1,363,111.	230,277.	56,913.
23 Insurance	608,481.	539,168.	66,024.	3,289.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a AUCTION FEES	1,411,321.	1,411,321.		
b OTHER EXPENSES	1,074,955.	839,874.	157,094.	77,987.
c SOURCEAMERICA COMM.	502,293.	502,293.		
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	79,685,905.	73,228,718.	5,351,465.	1,105,722.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	5,583,820.	1	2,827,455.
	2 Savings and temporary cash investments	790,943.	2	2,831,375.
	3 Pledges and grants receivable, net	114,324.	3	129,892.
	4 Accounts receivable, net	2,922,819.	4	4,144,111.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	922,249.	8	1,288,693.
	9 Prepaid expenses and deferred charges	1,631,471.	9	1,790,585.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 26,966,223.		
	b Less: accumulated depreciation	10b 16,834,790.	10c	10,131,433.
	11 Investments - publicly traded securities	8,841,158.	11	10,107,972.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	50,028,074.	15	66,300,052.
16 Total assets. Add lines 1 through 15 (must equal line 33)	78,951,988.	16	99,551,568.	
Liabilities	17 Accounts payable and accrued expenses	3,873,429.	17	4,118,352.
	18 Grants payable		18	
	19 Deferred revenue	193,499.	19	511,813.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	44,458,536.	25	72,963,187.
	26 Total liabilities. Add lines 17 through 25	48,525,464.	26	77,593,352.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	29,662,365.	27	21,601,577.
	28 Net assets with donor restrictions	764,159.	28	356,639.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	30,426,524.	32	21,958,216.
	33 Total liabilities and net assets/fund balances	78,951,988.	33	99,551,568.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	81,289,662.
2	Total expenses (must equal Part IX, column (A), line 25)	2	79,685,905.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,603,757.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	30,426,524.
5	Net unrealized gains (losses) on investments	5	855,838.
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 on Schedule O)	9	-10,927,902.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	21,958,217.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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 on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
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		
b Were the organization's financial statements audited by an independent accountant?	X	
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		
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits		

Form 990 (2024)

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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	12377170.	15072733.	14938094.	16587721.	19319489.	78295207.
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	12377170.	15072733.	14938094.	16587721.	19319489.	78295207.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						78295207.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
7 Amounts from line 4	12377170.	15072733.	14938094.	16587721.	19319489.	78295207.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	165,537.	142,354.	177,373.	226,147.	302,702.	1014113.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	8,636.	20,495.	490.	30,647.	44,660.	104,928.
11 Total support. Add lines 7 through 10						79414248.
12 Gross receipts from related activities, etc. (see instructions)					12	320,003,239.
13 First 5 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 2024 (line 6, column (f), divided by line 11, column (f))	14	98.59	%
15 Public support percentage from 2023 Schedule A, Part II, line 14	15	98.68	%
16a 33 1/3% support test - 2024. 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 - 2023. 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 - 2024. 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 VI 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 - 2023. 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 VI 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 10 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

Table with 7 columns: (a) 2020, (b) 2021, (c) 2022, (d) 2023, (e) 2024, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2020, (b) 2021, (c) 2022, (d) 2023, (e) 2024, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included on 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 VI.); 13 Total support.

14 First 5 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

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2024 (line 8, column (f), divided by line 13, column (f)) 15 %; Row 16: Public support percentage from 2023 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2024 (line 10c, column (f), divided by line 13, column (f)) 17 %; Row 18: Investment income percentage from 2023 Schedule A, Part III, line 17 18 %

19a 33 1/3% support tests - 2024. 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 - 2023. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

Table with 3 columns: Question, Yes, No. Row 11: Has the organization accepted a gift or contribution from any of the following persons? Sub-rows 11a, 11b, 11c.

Section B. Type I Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? Row 2: Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization?

Section C. Type II Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)?

Section D. All Type III Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? Row 2: Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? Row 3: By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year?

Section E. Type III Functionally Integrated Supporting Organizations

Table with 3 columns: Question, Yes, No. Row 1: Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). Sub-rows a, b, c. Row 2: Activities Test. Answer lines 2a and 2b below. Sub-rows a, b. Row 3: Parent of Supported Organizations. Answer lines 3a and 3b below. Sub-rows a, b.

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions.
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8
9	Distributable amount for 2024 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2024	(iii) Distributable Amount for 2024
1 Distributable amount for 2024 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2024 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2024			
a From 2019			
b From 2020			
c From 2021			
d From 2022			
e From 2023			
f Total of lines 3a through 3e			
g Applied to under distributions of prior years			
h Applied to 2024 distributable amount			
i Carryover from 2019 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2024 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2024 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2024, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2024. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2025. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2020			
b Excess from 2021			
c Excess from 2022			
d Excess from 2023			
e Excess from 2024			

Schedule A (Form 990) 2024

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS

2020 AMOUNT: \$ 8,636.
 2021 AMOUNT: \$ 20,495.
 2022 AMOUNT: \$ 490.
 2023 AMOUNT: \$ 30,647.
 2024 AMOUNT: \$ 44,660.

SCHEDULE D
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**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" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of 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" on 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 (for example, recreation or education) Preservation of a 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 on line 2a	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, 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, handling of violations, and enforcing conservation easements during the year _____

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

8 Does each conservation easement reported on line 2d 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" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB 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 FASB 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) Revenue included on 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 FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

Schedule D (Form 990) (Rev. 12-2024)

LHA 432051 01-02-25

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 make 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 program
 - 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" on 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, for escrow or custodial account liability? 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" on Form 990, Part IV, line 10.

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____%
 - b Permanent endowment _____%
 - c Term endowment _____%
- The percentages on 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? | 3a(i) | |
| (ii) Related organizations? | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. 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		6,962,545.	4,616,919.	2,345,626.
c Leasehold improvements		8,560,304.	4,437,648.	4,122,656.
d Equipment		7,903,333.	6,101,766.	1,801,567.
e Other		2,321,341.	1,678,457.	642,884.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				10,131,433.

Part VII Investments - Other Securities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. 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)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) OPERATING RIGHT-OF-USE ASSETS	65,414,175.
(2) DEPOSITS	737,815.
(3) FINANCE RIGHT-OF-USE ASSETS	148,062.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	66,300,052.

Part X Other Liabilities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) OPERATING LEASE LIABILITY	71,104,512.
(3) DEFERRED COMPENSATION LIABILITY	1,581,498.
(4) FINANCE LEASE LIABILITY	162,177.
(5) DEPOSITS	115,000.
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	72,963,187.

2. Liability for uncertain tax positions. 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 FASB 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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

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 (losses) 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

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

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

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 X, LINE 2:

GOODWILL PERFORMED AN EVALUATION OF UNCERTAINTY IN INCOME TAXES FOR THE YEAR ENDED DECEMBER 31, 2024, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX EXEMPT STATUS.

ASSETS AND LIABILITIES RECONCILIATION:

TOTAL ASSETS INCREASED FROM APPROXIMATELY \$93.6 MILLION IN 2023 TO \$103.3 MILLION IN 2024. THE INCREASE IS PRIMARILY DUE TO RECOGNITION OF ADDITIONAL RIGHT-OF-USE LEASE ASSETS UNDER ASC 842, CAPITALIZED CONSTRUCTION COSTS RELATED TO THE GLEBE ROAD PROJECT, AND HIGHER CASH AND INVESTMENT BALANCES. THIS GROWTH WAS PARTIALLY OFFSET BY THE REMOVAL OF BEST KEPT BUILDINGS (BKB) ASSETS FOLLOWING INTERCOMPANY LOAN FORGIVENESS AND DECONSOLIDATION.

**SCHEDULE J
(Form 990)**

(Rev. December 2024)
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" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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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 on 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 (such as 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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?	2	
3 Indicate which, if any, of the following the 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 on 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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on 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" on line 5a or 5b, describe in Part III.		
6 For persons listed on 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" on line 6a or 6b, describe in Part III.		
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported on 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" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) (Rev. 12-2024)

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 on 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 aren't 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 and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) CATHERINE A. MELOY PRESIDENT & CEO	(i)	440,610.	123,000.	18,692.	22,233.	11,871.	616,406.	123,000.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) RICHARD J. COLE CHIEF OF EXPANSION	(i)	209,209.	12,400.	0.	8,560.	9,269.	239,438.	12,400.
	(ii)	52,302.	3,100.	0.	2,140.	2,317.	59,859.	3,100.
(3) JEFFREY ROSTAND CHIEF FINANCIAL OFFICER	(i)	244,150.	12,200.	0.	10,529.	23,185.	290,064.	12,200.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) COLLEEN PALETTA CHIEF INTEGRATION OFFICER	(i)	241,349.	11,264.	0.	9,689.	2,176.	264,478.	11,264.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) BRENDAN HURLEY CHIEF OF COLLAB., COMM., & MKTG.	(i)	240,638.	11,264.	0.	9,689.	2,176.	263,767.	11,264.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) ROSA PROCTOR CFO EMERITUS	(i)	221,672.	5,400.	0.	8,535.	2,068.	237,675.	5,400.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) JANECE KLEBEN CHIEF COMMUNITY IMPACT OFFICER	(i)	215,065.	10,120.	0.	8,661.	0.	233,846.	10,120.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) STEVEN GELFOUND VP, TECHNOLOGY & INFRASTRUCTURE	(i)	205,115.	10,120.	0.	0.	2,063.	217,298.	10,120.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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:

IN ACCORDANCE WITH THE TERMS OF THE CHIEF EXECUTIVE OFFICER'S (CEO) EMPLOYMENT CONTRACT, THE CEO RECEIVED A BONUS FOR ACHIEVING CERTAIN ANNUAL ORGANIZATIONAL AND MISSION TARGETS AND A RETENTION BONUS. THESE PERFORMANCE MEASURES ARE APPROVED AND THEN MONITORED THROUGHOUT THE YEAR BY THE FULL BOARD OF DIRECTORS. IN ADDITION, BASED ON PERFORMANCE MEASURES, PROFESSIONAL STAFF RECEIVED A PERFORMANCE BONUS, AS SUBJECT TO BOARD OF DIRECTORS REVIEW AND APPROVAL.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2024

Open to Public Inspection

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

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

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		17,248,922.	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	1	20,972.	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 V, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported on Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't 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 nonstandard 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 didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2024

Part II Supplemental Information. 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, PART I, COLUMN (B):
GGW REPORTS THE NUMBER OF CONTRIBUTIONS IN COLUMN (B).

SCHEDULE M, PART I, LINE 32B:
CLOTHING AND HOUSEHOLD GOODS DONATED TO THE ORGANIZATION ARE SOLD ON SHOPGOODWILL.COM AND MAY OCCASIONALLY SELL ON OTHER WEBSITES, AS DEEMED APPROPRIATE. ADDITIONALLY, AN OUTSIDE COMPANY SELLS DONATED VEHICLES ON BEHALF OF GOODWILL AND PROVIDES NET PROCEEDS AFTER DEDUCTING A COMMISSION.

**SCHEDULE O
(Form 990)**

(Rev. December 2024)

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 Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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**FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
PROVIDE FREE EDUCATION, JOB TRAINING, AND EMPLOYMENT SERVICES TO PEOPLE
WITH DISADVANTAGES AND DISABILITIES.**

**PART I, LINE 22 & PART XI, LINE 10
EXPLANATION OF CHANGE IN NET ASSETS:
THE DECREASE IN NET ASSETS OF APPROXIMATELY \$9.3 MILLION REPORTED ON
THIS RETURN REFLECTS A NON-CASH ACCOUNTING ADJUSTMENT RELATED TO THE
FORGIVENESS OF AN INTERCOMPANY LOAN FROM GOODWILL OF GREATER WASHINGTON
(GGW) TO ITS AFFILIATED CORPORATION, BEST KEPT BUILDINGS (BKB).
THIS LOAN FORGIVENESS REDUCED GGW'S STANDALONE NET ASSETS BUT HAD NO
EFFECT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GOODWILL OF GREATER
WASHINGTON AND SUBSIDIARIES.
THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED
DECEMBER 31, 2024 SHOW AN INCREASE IN NET ASSETS OF APPROXIMATELY \$1.8
MILLION. THE VARIANCE BETWEEN THE AUDIT AND THIS RETURN IS SOLELY DUE
TO THE NON-CASH, INTERCOMPANY TRANSACTION ELIMINATED IN CONSOLIDATION.**

**FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION 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, DISABILITIES OR OTHER BARRIERS TO EMPLOYMENT THROUGHOUT
THE GREATER WASHINGTON, DC METROPOLITAN REGION.**

**FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:
IN 2024, MORE THAN \$57.4 MILLION WORTH OF GENTLY USED CLOTHING,
FURNITURE, AND OTHER HOUSEHOLD GOODS WERE SORTED, PRICED, AND SOLD IN
GOODWILL'S 22 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,
EDUCATION, AND EMPLOYMENT PROGRAMS AND SERVICES. IN 2024, MORE THAN 2.6
MILLION TRANSACTIONS WERE MADE IN OUR BRICK-AND-MORTAR STORES AND OVER
120,000 ONLINE. ADDITIONALLY, MORE THAN 1,050,590 GENEROUS DONATIONS
WERE RECEIVED, KEEPING MORE THAN 48.3 MILLION POUNDS OF MATERIAL OUT OF
AREA LANDFILLS. 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 RETAIL AND
DONATED GOODS TEAM MEMBERS HAVE OVERCOME SIGNIFICANT CHALLENGES AND
OBSTACLES TO FIND SUCCESS IN THEIR WORK.**

**FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:
APPROXIMATELY 79% OF ALL THE LABOR HOURS PERFORMED ON THESE CONTRACTS
ARE PERFORMED BY INDIVIDUALS WITH SIGNIFICANT DISABILITIES, AND THE
AVERAGE HOURLY WAGE, WITH BENEFITS, FOR ALL CONTRACTS TEAM MEMBERS WAS
\$22.80/HOUR. GOODWILL PROVIDES CUSTODIAL, GROUNDS MAINTENANCE, AND
GLASSWARE CLEANING SERVICES TO GOVERNMENT AND COMMERCIAL FACILITIES.
GOODWILL OFFERS ITS TEAM MEMBERS HOPE, DIGNITY, AND A FUTURE FOR
THEMSELVES AND THEIR FAMILIES.**

**FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:
THE COMMUNITY DEMAND FOR WORKFORCE DEVELOPMENT SERVICES CONTINUES TO**

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule O (Form 990) (Rev. 12-2024)

LHA 432211 01-15-25

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

GROW AND EVOLVE DUE TO THE RECOGNITION OF GOODWILL'S SUCCESS IN TRAINING, EDUCATING, AND HIRING PEOPLE WHO HAVE BEEN MOST CHALLENGED IN FINDING EMPLOYMENT ON 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. SOME OF THE PEOPLE GOODWILL SERVES ARE JUSTICE SYSTEM INVOLVED AND TRYING TO REBUILD THEIR LIVES. OTHERS, PARTICULARLY WOMEN, HAVE HAD DIFFICULTY IN KEEPING STEADY EMPLOYMENT DUE TO THE CHALLENGES OF CARING FOR DEPENDENTS. THE ONE CONSISTENT BARRIER FACED BY ALL THE PEOPLE WHO WALK THROUGH GOODWILL'S DOORS IS A LACK OF MARKETABLE JOB SKILLS. THAT'S WHY THE COMMUNITY IMPACT TEAM PROVIDES JOB COACHING, CAREER DEVELOPMENT, AND RETENTION SERVICES. THESE SERVICES HELP INDIVIDUALS WITH DISADVANTAGES AND DISABILITIES ENTER OR RE-ENTER THE WORKFORCE WITH CONFIDENCE AND DIGNITY, WHILE HELPING THEM GROW IN THEIR CAREERS. TO FURTHER ADDRESS THE NEEDS OF THE UNDERSERVED IN THE COMMUNITY, GOODWILL OF GREATER WASHINGTON OPENED THE GOODWILL EXCEL CENTER, PUBLIC CHARTER SCHOOL IN 2016. THE EXCEL CENTER IS WASHINGTON, DC'S FIRST ADULT CHARTER HIGH SCHOOL TO OFFER A HIGH SCHOOL DIPLOMA, RATHER THAN A GED, AS WELL AS INDUSTRY-RECOGNIZED CERTIFICATIONS TO DC RESIDENTS WHO HAVE NOT COMPLETED THEIR HIGH SCHOOL EDUCATION. WITH APPROXIMATELY 60,000 ADULT DC RESIDENTS LACKING A HIGH SCHOOL DIPLOMA OR THE EQUIVALENT, THE NEED IS GREAT. IN 2024 THE GOODWILL EXCEL CENTER ENROLLED 835 STUDENTS AND GRADUATED 115. GOODWILL'S PRIMARY GOAL AT THE SCHOOL, AS WELL AS WITH ALL WORKFORCE DEVELOPMENT PROGRAMS, IS TO MATCH THE SKILLS, INTERESTS, AND WORK PREFERENCES OF THE STUDENTS TO THE NEEDS OF LOCAL EMPLOYERS WHO OFFER SUSTAINABLE WAGES. THIS IS ACCOMPLISHED THROUGH AN INDIVIDUALIZED EDUCATIONAL AND/OR EMPLOYMENT PLAN, MOCK INTERVIEWS, CAREER ASSESSMENTS, INTERNSHIPS, WORK TRIALS, AND OTHER DISCOVERY STRATEGIES.

GOODWILL OF GREATER WASHINGTON IS ALSO PLACING A GREATER EMPHASIS ON PROVIDING CAREER ENHANCEMENT AND SUPPORTIVE SERVICES TO ITS OWN TEAM MEMBERS MANY OF WHOM FACE SIMILAR BARRIERS TO THE POPULATIONS SERVED THROUGH GOODWILL'S JOB TRAINING PROGRAMS. GOODWILL'S RISE COACHING PROGRAM PROVIDES TEAM MEMBERS WITH ACCESS TO COMMUNITY SERVICES AND RESOURCES THAT CAN HELP THEM OVERCOME PERSONAL BARRIERS SUCH AS TRANSPORTATION, HOUSING, FINANCIAL MANAGEMENT OR CHILDCARE. IN 2024, 979 GOODWILL EMPLOYEES RECEIVED FREE LEARNING AND DEVELOPMENT SERVICES TO ASSIST THEM IN ACHIEVING THEIR PERSONAL AND PROFESSIONAL GOALS. ADDITIONALLY, THROUGH GOODWILL'S TRAC (THE RISE ACADEMY) CAREER DEVELOPMENT PROGRAM, GOODWILL PREPARES ITS TEAM MEMBERS FOR CAREER GROWTH AND ADVANCEMENT INSIDE OR OUTSIDE OF GOODWILL. LAST YEAR, 177 GOODWILL TEAM MEMBERS RECEIVED FREE CAREER TRAINING PROGRAMS AND SERVICES.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

EDUCATION PROGRAM

EXPENSES \$ 674,779. INCLUDING GRANTS OF \$ 0. REVENUE \$ 61,506,592.

FORM 990, PART VI, SECTION B, LINE 11B:

GOODWILL'S FEDERAL FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM, CBIZ ADVISORS, LLC AND IS REVIEWED INTERNALLY BY SENIOR MANAGEMENT. IT IS THEN SUBMITTED BY THE PRESIDENT TO ALL BOARD MEMBERS PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE.

Name of the organization DAVIS MEMORIAL GOODWILL INDUSTRIES	Employer identification number 53-0196588
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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 CHIEF OF STAFF 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'S COMPENSATION IS DETERMINED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS (PURSUANT TO AUTHORITY DELEGATED TO IT BY THE FULL BOARD) FOLLOWING, AMONG OTHER THINGS, THE BOARD'S COMPLETION OF A PERFORMANCE EVALUATION SURVEY. THE LAST COMPENSATION REVIEW WAS COMPLETED IN THE 4TH QUARTER OF 2023. BY BOARD DIRECTION, ALL GOODWILL ASSOCIATES, INCLUDING THE CEO, ARE PAID BETWEEN THE 75TH AND 125TH PERCENTILE FOR COMPARABLE POSITIONS IN BOTH FOR PROFIT (WHERE APPROPRIATE) AND NONPROFIT ORGANIZATIONS.

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:
 DEBT FORGIVENESS -10,927,902.

PART XI, LINES 9 & 10
 THE DECREASE IN NET ASSETS OF APPROXIMATELY \$9.3 MILLION REPRESENTS A NON-CASH ACCOUNTING ADJUSTMENT PRIMARILY DRIVEN BY THE FORGIVENESS OF A \$10.9 MILLION INTERCOMPANY LOAN FROM GOODWILL OF GREATER WASHINGTON (GGW) TO ITS RELATED CORPORATION, BEST KEPT BUILDINGS INC. (BKB). THE REMAINING DIFFERENCE REFLECTS NORMAL GAAP-TO-TAX BASIS TIMING ITEMS, SUCH AS ACCRUAL AND DEFERRED-COMPENSATION ADJUSTMENTS. THESE ITEMS WERE ELIMINATED IN THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS, WHICH REPORTED AN OVERALL INCREASE IN NET ASSETS OF APPROXIMATELY \$1.8 MILLION.

**SCHEDULE R
(Form 990)**

(Rev. January 2025)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

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

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

(a) Name, address, and EIN (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
GOODWILL AFFORDABLE HOUSING MISSION, LLC 1140 3RD STREET, NE, SUITE 350 WASHINGTON, DC 20002	LOW-INCOME HOUSING PROJECT OPERATION	VIRGINIA	0.	0.	DAVIS MEMORIAL GOODWILL INDUSTRIES

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

(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
THE GOOD PLANET INC - 92-1197941 3700 KOPPERS STREET, SUITE 200 BALTIMORE, MD 21227	SUPPORT OF GOODWILL ORGANIZATIONS	MARYLAND	501(C)(3)	LINE 12A, I			X

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

Schedule R (Form 990) (Rev. 1-2025)

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on 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.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BEST KEPT BUILDINGS, INC.	A	396,458.	FMV
(2) BEST KEPT BUILDINGS, INC.	L	13,583,653.	FMV
(3) BEST KEPT BUILDINGS, INC.	M	1,452,989.	FMV
(4) BEST KEPT BUILDINGS, INC.	O	57,542.	FMV
(5) BEST KEPT BUILDINGS, INC.	D	-10,927,902.	COST
(6)			

