

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

OMB No. 1545-0047

2009Open to Public
Inspection**A For the 2009 calendar year, or tax year beginning****and ending****B Check if applicable:**

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

Please use IRS label or print or type.

See Specific Instructions.**C Name of organization**

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Doing Business As

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

15810 INDIANOLA DRIVE

Room/suite

City or town, state or country, and ZIP + 4

ROCKVILLE, MD 20855-2639

F Name and address of principal officer: JIM GIBBONS
SAME AS C ABOVE**D Employer identification number**

53-0196517

E Telephone number

800-741-0186

G Gross receipts \$ 41,564,263.**H(a) Is this a group return**
for affiliates? ☐ Yes ☒ No**H(b) Are all affiliates included?** ☐ Yes ☐ No

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

H(c) Group exemption number ▶**I Tax-exempt status:** ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** ▶ WWW.GOODWILL.ORG**K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation:** 1910 **M State of legal domicile:** MA**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities:	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	32
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	32
	5	Total number of employees (Part V, line 2a)	5	154
	6	Total number of volunteers (estimate if necessary)	6	38
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	204,395.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-46,445.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	13,448,282.	19,025,069.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	17,776,921.	18,494,214.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	214,462.	88,627.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	17,391.	23,660.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	31,457,056.	37,631,570.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	12,940,006.	17,138,938.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	12,220,658.	12,494,707.
Expenses	b	Total fundraising expenses (Part IX, column (D), line 25) ▶	340,933.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	7,027,299.	7,232,315.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	32,187,963.	36,865,960.
	19	Revenue less expenses. Subtract line 18 from line 12	-730,907.	765,610.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	19,757,387.	22,130,048.
	22	Net assets or fund balances. Subtract line 21 from line 20	6,230,907.	7,125,454.
			13,526,480.	15,004,594.

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

JIM GIBBONS, PRESIDENT AND CEO

Type or print name and title

Paid
Preparer's
Use OnlyPreparer's
signatureFirm's name (or
yours if
self-employed),
address, and
ZIP + 4

TATE AND TRYON

805 15TH STREET, NW SUITE 900

WASHINGTON, DC 20005

Date

4/29/10

Check if
self-
employedPreparer's identifying number
(see instructions)

EIN ▶

Phone no. ▶ (202) 293-2200

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

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

GOODWILL INDUSTRIES INTERNATIONAL ENHANCES THE DIGNITY AND QUALITY OF LIFE OF INDIVIDUALS, FAMILIES, AND COMMUNITIES BY ELIMINATING BARRIERS TO OPPORTUNITY AND HELPING PEOPLE IN NEED REACH THEIR FULLEST POTENTIAL THROUGH THE POWER OF WORK.

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

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

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

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

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

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code:) (Expenses \$ 18,196,521. including grants of \$ 16,596,973.) (Revenue \$)
SPONSORED PROGRAMS AND GRANTS:

A GRANT FROM THE U.S. DEPARTMENT OF LABOR PROVIDES GOODWILL INDUSTRIES INTERNATIONAL AND ITS LOCAL GOODWILL SUB GRANTEEES THE RESOURCES TO OFFER JOB TRAINING, WORK EXPERIENCE AND JOB PLACEMENT TO LOW-INCOME WORKERS AGE 55 AND OLDER. THROUGH AN AMERICORPS GRANT FROM THE CORPORATION FOR NATIONAL COMMUNITY SERVICE, GOODWILL INDUSTRIES INTERNATIONAL WILL SUPPORT A MULTI-STATE PROGRAM IMPLEMENTED BY LOCAL GOODWILL SUB GRANTEEES TO HELP FAMILIES MOVE OUT OF POVERTY AND ACHIEVE FINANCIAL STABILITY. THESE GOALS WILL BE ACCOMPLISHED THROUGH EMPLOYMENT TRAINING AND JOB PLACEMENT, FINANCIAL LITERACY TRAINING, ASSET DEVELOPMENT ASSISTANCE, AND YOUTH DEVELOPMENT ACTIVITIES, AS WELL AS REFERRALS TO COMMUNITY SUPPORTS THAT HELP ENSURE WORKPLACE SUCCESS,

4b (Code:) (Expenses \$ 12,566,588. including grants of \$ 454,300.) (Revenue \$ 603,110.)
DIRECT SERVICES TO GOODWILL MEMBERS:

GOODWILL INDUSTRIES INTERNATIONAL, INC., FUNCTIONS AS A MEMBER ASSOCIATION, REPRESENTING THE NETWORK OF INDEPENDENT, COMMUNITY-BASED GOODWILL AGENCIES, AND PROVIDING PRODUCTS, SERVICES AND EXPERTISE THAT SUPPORT THE LOCAL GOODWILL ORGANIZATIONS. EACH LOCAL GOODWILL AGENCY IS AN AUTONOMOUS MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL. THIS INDEPENDENCE IS THE CORNERSTONE OF GOODWILL'S SUCCESS FOR OVER 100 YEARS, AFFORDING THE LOCAL GOODWILL THE FLEXIBILITY TO RESPOND TO COMMUNITY NEEDS AND OPPORTUNITIES.

AMONG THE DIRECT SERVICES TO LOCAL GOODWILL MEMBERS:

4c (Code:) (Expenses \$ 4,386,486. including grants of \$ 51,831.) (Revenue \$ 1,160,098.)
SUPPORT SERVICES TO GOODWILL MEMBERS:

GOODWILL INDUSTRIES INTERNATIONAL, INC., FUNCTIONS AS A MEMBER ASSOCIATION, REPRESENTING THE NETWORK OF INDEPENDENT, COMMUNITY-BASED GOODWILL AGENCIES, AND PROVIDING PRODUCTS, SERVICES AND EXPERTISE THAT SUPPORT THE LOCAL GOODWILL ORGANIZATIONS. EACH LOCAL GOODWILL AGENCY IS AN AUTONOMOUS MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL. THIS INDEPENDENCE IS THE CORNERSTONE OF GOODWILL'S SUCCESS FOR OVER 100 YEARS, AFFORDING THE LOCAL GOODWILL THE FLEXIBILITY TO RESPOND TO COMMUNITY NEEDS AND OPPORTUNITIES.

AMONG THE SUPPORT SERVICES TO LOCAL GOODWILL MEMBERS:

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

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

4e Total program service expenses ► \$ 35,149,595.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4 X	
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5 N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	11 X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	12	X
12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	12A Yes X No	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23 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>	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	X
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>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	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>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29 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>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	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>	32	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>	33 X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	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>	36	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>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38 X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	83	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	154	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
b	If "Yes," enter the name of the foreign country: UNITED KINGDOM See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966? N/A		
b	Did the organization make a distribution to a donor, donor advisor, or related person? N/A		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 N/A	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders N/A	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	1a	32
b Enter the number of voting members that are independent	1b	32
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JEFFREY MCCAW, CONTROLLER - 240-333-5312**
15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855-2639

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**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. Use Schedule J-2 if additional space is needed.

• 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CYNTHIA C. BARNES SECRETARY	2.00	X		X				0.	0.	0.
RAYMOND W. BISHOP, CE CHAIR	2.00	X		X				0.	0.	0.
JOHN H. BRANNEN PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
DENNIS BRICE, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
PETER C. BRINCKERHOFF PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
SHERYL CHALUPA, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
PAUL CHAPIN, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
LEW CHARTOCK, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
DENNIS PASTRANA EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
LINDA SCHOLLE COWAN PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
CARLOS ARTOLA PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
DAVID HADANI PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
JAMES HAZY PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
A. GIDGET HOPF, ED.D. EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
WILLIAM J. 'BILL' KACAL VICE CHAIR	2.00	X		X				0.	0.	0.
JOHN B. LATCHFORD TREASURER	2.00	X		X				0.	0.	0.
CHARLES LAYMAN, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
KIMBERLY B. LEWIS, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
LESLIE MANCUSO, PH.D., R PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
JIM MARTIN EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
JANET MCCARTHY-WILSON EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
JEFFRY GOLDEN PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
CATHERINE MELOY, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
DONNA MILLER VOLUNTEER SERVICES ADVIS	2.00	X						0.	0.	0.
JOHN OWEN, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
MARJORY PIZZUTI, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
DAVIS POWLESS PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
1b Total								1,966,095.	0.	300,919.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **17**

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

(A) Name and business address	(B) Description of services	(C) Compensation
GEOVUE, 500 W CUMMINGS PARK, STE 2050, WOBBURN, MA 01801	IT CONSULTING	301,250.
ATSITE REAL ESTATE, 1667 K ST NW, SUITE 350, WASHINGTON, DC 20006	FACILITY MANAGEMENT	131,543.
AMENTRA, 24738 NETWORK PLACE , CHICAGO, IL 60673	IT CONSULTING	103,300.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **3**

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Form **990** (2009)

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	15856084.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3168985.			
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		19025069.			
Program Service Revenue	2 a	MEMBERSHIP DUES	Business Code 900099	16670381.	16670381.		
	b	CONFERENCES, SEMINARS,	900099	472,115.	472,115.		
	c	MEMBER PURCHASING CENT	541900	464,352.	445,352.	19,000.	
	d	GOODTRAK	900099	277,405.	277,405.		
	e	MEMBERSHIP STANDARDS R	900099	209,312.	209,312.		
	f	All other program service revenue	541610	400,649.	218,518.	182,131.	
	g	Total. Add lines 2a-2f		18494214.			
	3	Investment income (including dividends, interest, and other similar amounts)		189,431.			189,431.
4	Income from investment of tax-exempt bond proceeds						
5	Royalties						
Other Revenue	6 a	Gross Rents	(i) Real 297,240.				
	b	Less: rental expenses	309,790.				
	c	Rental income or (loss)	-12,550.				
	d	Net rental income or (loss)		-12,550.		3,264.	-15,814.
	7 a	Gross amount from sales of assets other than inventory	(i) Securities 3522099.				
	b	Less: cost or other basis and sales expenses	3593286.	29,617.			
	c	Gain or (loss)	-71,187.	-29,617.			
	d	Net gain or (loss)		-100,804.			-100,804.
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events					
	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				
	b	Less: cost of goods sold	b				
	c	Net income or (loss) from sales of inventory					
	Miscellaneous Revenue			Business Code			
11 a	FINANCE CHARGES	900099	36,210.	36,210.			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		36,210.				
12	Total revenue. See instructions.		37631570.	18329293.	204,395.	72,813.	

Part IX Statement of Functional Expenses

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

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

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 U.S. See Part IV, line 21	17,088,104.	17,088,104.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	40,097.	40,097.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	10,737.	10,737.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,343,625.	1,130,096.	186,334.	27,195.
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	8,734,730.	7,326,867.	1,220,843.	187,020.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	651,096.	555,677.	86,415.	9,004.
9 Other employee benefits	999,515.	853,033.	132,659.	13,823.
10 Payroll taxes	765,741.	641,028.	109,469.	15,244.
11 Fees for services (non-employees):				
a Management				
b Legal	163,157.	142,314.	18,198.	2,645.
c Accounting	95,292.		95,292.	
d Lobbying	160,505.	160,505.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	1,841,370.	1,441,005.	369,552.	30,813.
12 Advertising and promotion				
13 Office expenses	2,263,037.	2,080,543.	172,475.	10,019.
14 Information technology	251,921.		251,921.	
15 Royalties				
16 Occupancy	927,978.	646,415.	270,127.	11,436.
17 Travel	721,892.	576,089.	137,248.	8,555.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,469,345.	1,274,359.	191,645.	3,341.
20 Interest	126,535.	76,335.	48,135.	2,065.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,084,674.	868,402.	202,644.	13,628.
23 Insurance	56,505.		56,505.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a INCOME TAX EXPENSE	-17,727.		-17,727.	
b PROFESSIONAL DUES	251,399.	200,562.	44,692.	6,145.
c EMPL REL AND TRAINING	91,657.	21,564.	70,093.	
d BAD DEBT EXPENSES	85,139.		85,139.	
e INVESTMENT EXPENSE	30,037.		30,037.	
f All other expenses	-2,370,401.	15,863.	-2,386,264.	
25 Total functional expenses. Add lines 1 through 24f	36,865,960.	35,149,595.	1,375,432.	340,933.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing		1		
	2 Savings and temporary cash investments	2,079,037.	2	3,402,640.	
	3 Pledges and grants receivable, net	2,248,868.	3	2,490,981.	
	4 Accounts receivable, net	1,088,553.	4	826,448.	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	341,261.	9	386,226.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 13,918,737.			
	b Less: accumulated depreciation	10b 5,002,402.	9,233,598.	10c 8,916,335.	
	11 Investments - publicly traded securities	4,631,751.	11	5,969,756.	
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14	55,000.	
	15 Other assets. See Part IV, line 11	134,319.	15	82,662.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	19,757,387.	16	22,130,048.		
Liabilities	17 Accounts payable and accrued expenses	3,516,052.	17	4,337,819.	
	18 Grants payable		18		
	19 Deferred revenue	236,069.	19	548,435.	
	20 Tax-exempt bond liabilities	2,200,000.	20	2,100,000.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities. Complete Part X of Schedule D	278,786.	25	139,200.	
	26 Total liabilities. Add lines 17 through 25	6,230,907.	26	7,125,454.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	11,440,089.	27	12,155,908.	
	28 Temporarily restricted net assets	926,466.	28	1,583,590.	
	29 Permanently restricted net assets	1,159,925.	29	1,265,096.	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	13,526,480.	33	15,004,594.	
34 Total liabilities and net assets/fund balances	19,757,387.	34	22,130,048.		

Form 990 (2009)

Part XI Financial Statements and Reporting

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

Form **990** (2009)

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

2009

Open to Public Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

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

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

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

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

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

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

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

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

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

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

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

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

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

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

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

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

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

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

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

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

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2009

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2663701.	3419167.	11154906.	13448282.	19025069.	49711125.
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	2663701.	3419167.	11154906.	13448282.	19025069.	49711125.
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)						985,352.
6 Public support. Subtract line 5 from line 4.						48725773.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	2663701.	3419167.	11154906.	13448282.	19025069.	49711125.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	661,074.	822,513.	821,968.	567,814.	511,650.	3385019.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			104,165.	2,516.		106,681.
11 Total support. Add lines 7 through 10						53202825.
12 Gross receipts from related activities, etc. (see instructions)					12	82,214,224.
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 2009 (line 6, column (f) divided by line 11, column (f))	14	91.58	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	96.98	%
16a 33 1/3% support test - 2009. 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 - 2008. 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 - 2009. 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 - 2008. 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"/>

Schedule A (Form 990 or 990-EZ) 2009

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.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. 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 - 2008. 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, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate 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 aggregate 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 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 Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization	Employer identification number
GOODWILL INDUSTRIES INTERNATIONAL, INC.	53-0196517

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 2,049,409.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 14,319,290.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 772,099.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 665,360.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

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

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

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

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

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

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

Name of organization GOODWILL INDUSTRIES INTERNATIONAL, INC.	Employer identification number 53-0196517
--	---

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

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

2 Political expenditures ▶ \$

3 Volunteer hours ▶

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

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

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

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ **Yes** ☐ **No**

4a Was a correction made? ☐ **Yes** ☐ **No**

b If "Yes," describe in Part IV.

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

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

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

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

4 Did the filing organization file **Form 1120-POL** for this year? ☐ **Yes** ☐ **No**

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

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2009
LHA

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

- A** Check ☐ if the filing organization belongs to an affiliated group.
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		42,554.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		306,876.													
c Total lobbying expenditures (add lines 1a and 1b)		349,430.													
d Other exempt purpose expenditures		41,394,826.													
e Total exempt purpose expenditures (add lines 1c and 1d)		41,744,256.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	345,339.	482,876.	312,908.	349,430.	1,490,553.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures		13,750.		42,554.	56,304.

Schedule C (Form 990 or 990-EZ) 2009

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

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

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

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

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

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

Part IV Supplemental Information

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

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

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

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

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

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

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

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

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

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

3 Using the organization's 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 XIV.

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

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

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

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

	Amount
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 XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,273,372.	1,481,461.			
b Contributions					
c Net investment earnings, gains, and losses	143,593.	-181,327.			
d Grants or scholarships					
e Other expenditures for facilities and programs	25,061.	26,762.			
f Administrative expenses					
g End of year balance	1,391,904.	1,273,372.			

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

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,500,000.		1,500,000.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		12,418,737.	5,002,402.	7,416,335.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				8,916,335.

Schedule D (Form 990) 2009

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	37,631,570.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	36,865,960.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	765,610.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	712,504.
9	Total adjustments (net). Add lines 4 through 8	9	712,504.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,478,114.

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

1	Total revenue, gains, and other support per audited financial statements	1	40,391,872.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	712,501.
b	Donated services and use of facilities	2b	1,768,048.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	309,790.
e	Add lines 2a through 2d	2e	2,790,339.
3	Subtract line 2e from line 1	3	37,601,533.
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	30,037.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	30,037.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	37,631,570.

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

1	Total expenses and losses per audited financial statements	1	38,913,758.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	1,768,048.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	309,790.
e	Add lines 2a through 2d	2e	2,077,838.
3	Subtract line 2e from line 1	3	36,835,920.
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	30,040.
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	30,040.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	36,865,960.

Part XIV Supplemental Information

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

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

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

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

Part XIV Supplemental Information (continued)

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

ALUMNI CENTURY FUND

ANTHONY FAMILY FOUNDATION

BANK OF AMERICA - GOODSENSE

BANK OF AMERICA - GOOD ASSETS

CASEY FOUNDATION

DELEGATE ASSEMBLY TRAVEL FUND

DISASTER RELIEF FUND

DISASTER RELIEF FUND - HUMAN NEEDS

DISASTER RELIEF FUND - IKE

DISASTER RELIEF FUND - INFRASTRUCTURE

DULIN CEO RECRUITMENT AND TRAINING FUND

DULIN SENIOR MANAGEMENT FUND

DULIN STRATEGIC PLANNING FUND

ELSINE KATZ FUND

FRANK F. FLEGAL EDUCATION & TRAINING FUND

FOLTZ FUND

GOIZUETA FOUNDATION

KENNETH KING TRAINING TRUST

MATTHEWS ENTREPRENEURIAL AWARD

MOTT FOUNDATION GW STAFFING SERVICES

MOTT FOUNDATION PLANNING GRANT MICRO-ENTERPRISE

Part XIV Supplemental Information (continued)

MOTT MICROENTERPRISES GRANT

PUBLIC POLICY FUND

ROBERT WATKINS AWARD FUND

TORNADO RELIEF FUND

INTERNATIONAL ACTIVITIES:

ASIA ASSOCIATIONS - GOING GLOBAL FUND

BARKER EDUCATION FUND

GERALD CLORE FUND

INTERNATIONAL FOUNDATION GRANT ZIMBABWE

OAKLAND/PHILIPPINE FUND

REVOLVING NO - INTEREST LOAN FUND

RUSSIA TRAINING FUND

TIME RESTRICTED - GOING GLOBAL FUND

UMCOR GRANT FOR RUSSIA

THE FOLLOWING ARE GOODWILL'S PERMANENTLY RESTRICTED FUNDS:

FRANK G. FLEGAL ENDOWMENT FUND

KENNETH K. KING ENDOWMENT FUND

RICHARD AND LOIS ENGLAND ENDOWMENT FUND

INTERNATIONAL ACTIVITIES:

BARKER EDUCATION FUND

GERALD CLORE TRAINING FUND

SIOUX CITY ENDOWMENT FUND

SCHEDULE D, PARTS XII AND XIII, LINES 2D (IN EACH PART): THE \$309,790

REPRESENTS RENTAL EXPENSE REPORTED IN PART VIII, LINE 6B OF FORM 990

Part XIV Supplemental Information (continued)

(STATEMENT OF REVENUE), AS AN OFFSET TO GROSS RENTS IN THE AMOUNT OF \$297,240.

FIN 48 FOOTNOTE:

DURING THE YEAR ENDED DECEMBER 31, 2009, THE ORGANIZATION ADOPTED THE ACCOUNTING STANDARD RELATED TO UNCERTAIN INCOME TAX POSITIONS. THE STANDARD REQUIRES THAT AN UNCERTAIN INCOME TAX POSITION MUST BE MORE LIKELY THAN NOT (GREATER THAN 50% LIKELIHOOD) BEFORE IT IS RECOGNIZED IN THE CONSOLIDATED FINANCIAL STATEMENTS. FURTHERMORE, THE STANDARD REQUIRES THAT THE AMOUNT RECOGNIZED BE THE SAME AS THAT WHICH WOULD BE DETERMINED AS A RESULT OF A REVIEW BY TAX AUTHORITIES HAVING ALL RELEVANT INFORMATION AND APPLYING CURRENT CONVENTIONS. THE STANDARD ALSO CLARIFIES THE FINANCIAL STATEMENT CLASSIFICATION OF TAX-RELATED PENALTIES AND INTEREST AND SETS FORTH NEW DISCLOSURES REGARDING UNRECOGNIZED TAX BENEFITS. DURING THE YEAR ENDED DECEMBER 31, 2009, MANAGEMENT DID NOT IDENTIFY ANY UNCERTAIN INCOME TAX POSITIONS. AT A MINIMUM, THE 2006 THROUGH 2009 TAX YEARS ARE OPEN FOR EXAMINATION BY TAXING AUTHORITIES.

**Schedule F
(Form 990)**Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

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

OMB No. 1545-0047

2009**Open to Public
Inspection**

Name of the organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

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

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

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

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
EUROPE	0	0	OPERATION OF A PROGRAM-RELATED JOINT VENTURE	OPERATION OF A JOINT VENTURE	10,737.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM-RELATED SERVICES FOR MEMBERS	TRANSFORMATIVE LEARNING CONFERENCE	7,191.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM-RELATED SERVICES FOR MEMBERS	DUE DILIGENCE W/REGARD TO POTENTIAL MEMBER	6,643.
NORTH AMERICA	0	0	PROGRAM-RELATED SERVICES FOR MEMBERS	MEMBER VISITS, CERTIFICATION, DUE DILIGENCE AND CONSULTING	74,130.
EAST ASIA AND THE PACIFIC	0	0	PROGRAM-RELATED SERVICES FOR MEMBERS	WORKABILITY INTERNATIONAL CONFERENCE	54,468.
SOUTH AMERICA	0	0	PROGRAM-RELATED SERVICES FOR MEMBERS	POTENTIAL MEMBERS/FUTURE DEVELOPMENT	28,438.
Totals	0	0			181,607.

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

Schedule F (Form 990) 2009

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ☒ **X**

Use Schedule F-1 (Form 990) if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		NORTH AMERICA	THE ASSOCIATION GRANT PROGRAM IS INTENDED TO GENERATE ACTION THAT WILL STIMULATE	19,002.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	AWARD TO GOODWILL PANAMA FOR HELPING YOUNG AND	20,000.	CHECK	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 2

3 Enter total number of other organizations or entities 0

Schedule F (Form 990) 2009

SEE PART IV FOR COLUMN (D) DESCRIPTIONS

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Use Schedule F-1 (Form 990) if additional space is needed.

[illegible]

Part IV Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any additional information.

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

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

NOTE THAT GII IS NOT REQUIRED TO MONITOR THE PANAMA GOODWILL GRANT, UNDER TERMS SET UP BETWEEN PANAMA GOODWILL AND THE CATERPILLAR FOUNDATION, WHICH PROVIDE THE GRANT FUNDS.

PART II, COLUMN (D):

REGION: NORTH AMERICA

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

REGION: CENTRAL AMERICA AND THE CARIBBEAN

(D) PURPOSE OF GRANT:
AWARD TO GOODWILL PANAMA FOR HELPING YOUNG AND DISADVANTAGED CITIZENS THROUGH VOCATIONAL TRAINING AND WORKSHOPS.

**SCHEDULE I
(Form 990)**Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States****Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.****▶ Attach to Form 990.**

OMB No. 1545-0047

2009**Open to Public
Inspection**

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.**Employer identification number**
53-0196517**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ **Yes** ☐ **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ... ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF N NEW ENGLAND 353 CUMBERLAND AVE PORTLAND, ME 04101	01-0284340	501(C)(3)	111,508.	0.			AMERICORPS GRANT; DOJ GOODGUIDES GRANT
GEORGIA GOODWILL ASSN 2607 CROSS COUNTRY DR COLUMBUS, GA 31906	01-0709306	501(C)(3)	7,104.	0.			ASSOCIATION GRANT
MORGAN MEMORIAL GOODWILL IND 1010 HARRISON AVE BOSTON, MA 02119	04-2106765	501(C)(3)	10,723.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF W CONNECTICUT 165 OCEAN TERR BRIDGEPORT, CT 06605	06-0662111	501(C)(3)	6,018.	0.			DOJ GOODGUIDES GRANT
VIRGINIA GOODWILL NETWORK PO BOX 905 FREDERICK, VA 22404	14-1993959	501(C)(3)	17,541.	0.			ASSOCIATION GRANT
GOODWILL OF N GEORGIA 235 PEACHTREE ST ATLANTA, GA 30303	20-8351046	501(C)(3)	1,004,383.	0.			GOIZUETA FOUNDATION AWARD; DOJ GOODGUIDES GRANT

- 2** Enter total number of section 501(c)(3) and government organizations **76.**
- 3** Enter total number of other organizations **0.**

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

Schedule I (Form 990) 2009

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS	13	6,115.	0.		TRAVEL ASSISTANCE TO GLL SPONSORED EVENTS
SCHOLARSHIPS	26	0.	10,555.	FMV	REGISTRATION FEES FOR ATTENDING GLL SPONSORED EVENTS
SCHOLARSHIPS	11	8,427.	0.		REGISTRATION AND TRAINING FOR GRANT RELATED EVENTS, VOLUNTEER CONFERENCES
KENNETH KING AWARD	1	5,000.	0.		
ROBERT & CHARLOTTE WATKINS AWARD	1	1,000.	0.		

Part IV

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

SCHEDULE I, PART I, LINE 2: ALL GRANT AWARDS ARE ASSIGNED A UNIQUE COST

CENTER IN THE GII GENERAL LEDGER SYSTEM. EACH GRANT IS ASSIGNED TO A

PROGRAM MANAGER WHO IS RESPONSIBLE FOR FOLLOWING THE GRANT BUDGET AND

ACHIEVING THE GOALS SPECIFIED BY THE GRANT AWARD.

WHEN GII MAKES SUB AWARDS TO MEMBER GOODWILLS TO CARRY OUT CERTAIN GRANT

FUNDED PROGRAMS, AN AGREEMENT IS SIGNED BETWEEN GII AND THE SUB RECIPIENT.

THE AGREEMENT SPECIFIES ALL OF THE REQUIREMENTS OF THE ORIGINAL AWARD AND

THE REPORTING REQUIREMENTS OF THE SUB RECIPIENT TO GII. MONTHLY REPORTS ARE

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF KEYSTONE AREA, INC. - 1150 GOODWILL DR - HARRISBURG, PA 17101	23-1365338	501(C)(3)	2,575,113.	0.			DOJ GOODGUIDES GRANT; DOL SCSEP GRANT; DOL SCSEP ARRA GRANT; ASSOCIATION GRANT
GOODWILL IND OF MONOCACY VALLEY, INC. - 400 EAST CHURCH ST - FREDERICK, MD 21701	23-7047548	501(C)(3)	5,249.	0.			DOJ GOODGUIDES GRANT
OHIO ASSN OF GOODWILL IND PO BOX 93 CHILLICOTHE, OH 45601	23-7296009	501(C)(3)	46,190.	0.			ASSOCIATION GRANT
GOODWILL IND OF KYOWVA AREA, INC. PO BOX 7365 HUNTINGTON, WV 25776	23-7374240	501(C)(3)	7,507.	0.			DOJ GOODGUIDES GRANT
GOODWILL OF SW PA 2600 E CARSON ST PITTSBURGH, PA 15203	25-1098928	501(C)(3)	8,800.	0.			GERALD CLORE INTL AWARD; DOJ GOODGUIDES GRANT
GOODWILL IND OF THE CONEMAUGH VALLEY, INC. - 540-542 CENTRAL AVE - JOHNSTOWN, PA 15902	25-1115026	501(C)(3)	34,197.	0.			DOJ GOODGUIDES GRANT; GOODWILL IS GOOD FOR FAMILIES AWARD
GOODWILL EASTER SEALS MIAMI VALLEY 1511 KUNTZ RD DAYTON, OH 45404	31-0537112	501(C)(3)	8,819.	0.			DOJ GOODGUIDES GRANT
OHIO VALLEY GOODWILL IND 10600 SPRINGFIELD PIKE CINCINNATI, OH 45215	31-0554062	501(C)(3)	7,086.	0.			DOJ GOODGUIDES GRANT

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Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF S CENTRAL OHIO, INC. - 462 E SECOND ST - CHILLICOTHE, OH 45601	31-0917970	501(C)(3)	8,423.	0.			DOJ GOODGUIDES GRANT
LICKING/KNOX GOODWILL IND, INC. 65 S 5TH ST NEWARK, OH 43058	31-0921782	501(C)(3)	9,306.	0.			DOJ GOODGUIDES GRANT
FLORIDA GOODWILL ASSN 1715 TIFFANY DR E WEST PALM BEACH, FL 33407	31-1667466	501(C)(3)	23,387.	0.			ASSOCIATION GRANT
YOUNGSTOWN AREA GOODWILL IND, INC. 2747 BELMONT AVE YOUNGSTOWN, OH 44505	34-0714576	501(C)(3)	8,091.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF ASHTABULA, INC. PO BOX 2926 ASHTABULA, OH 44005	34-0753526	501(C)(3)	8,656.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF WAYNE & HOLMES COUNTIES, INC. - 524 PALMER ST - WOOSTER, OH 44691	34-1272032	501(C)(3)	26,191.	0.			AMERICORPS GRANT
GOODWILL IND OF CENTRAL INDIANA, INC. - 1635 W MICHIGAN ST - INDIANAPOLIS, IN 46222	35-0893605	501(C)(3)	2,570,407.	0.			DOJ GOODGUIDES GRANT; DOL SCSEP GRANT; DOL SCSEP ARRA GRANT
LAND OF LINCOLN GOODWILL IND 800 N 10TH ST SPRINGFIELD, IL 62702	37-0661254	501(C)(3)	8,318.	0.			DOJ GOODGUIDES GRANT

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Schedule I-1 (Form 990) 2009

Name of the organization

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Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF CENTRAL ILLINOIS, INC. - 2319 E WAR MEMORIAL DR - PEORIA, IL 61614	37-0673521	501(C)(3)	10,576.	0.			GOODWILL IS GOOD FOR FAMILIES GRANT; DOJ GOODGUIDES GRANT
GOODWILL IND OF W MICHIGAN, INC. 271 E APPLE AVE MUSKEGON, MI 49442	38-1357148	501(C)(3)	27,606.	0.			DOJ GOODGUIDES GRANT; GOODWILL IS GOOD FOR FAMILIES AWARD
GOODWILL IND OF MID-MICHIGAN, INC. 501 S AVERILL AVE FLINT, MI 48506	38-1358009	501(C)(3)	8,260.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF N MICHIGAN 2279 S AIRPORT RD W TRAVERSE CITY, MI 49684	38-1976268	501(C)(3)	16,788.	0.			AMERICORPS GRANT
GOODWILL ASSN OF MICHIGAN PO BOX 426 PENTWATER, MI 49449	38-3474383	501(C)(3)	29,234.	0.			ASSOCIATION GRANT
GOODWILL IND OF GREATER GRAND RAPIDS, INC. - 3035 PRAIRIE ST SW - GRANDVILLE, MI 49418	38-6113049	501(C)(3)	197,280.	0.			AMERICORPS GRANT
GOODWILL IND OF EASTER SEALS 533 FAIRVIEW AVE N ST PAUL, MN 55104	41-0706171	501(C)(3)	49,038.	0.			AMERICORPS GRANT
GOODWILL IND WALL STREET MISSION 3100 W 4TH ST SIOUX CITY, IA 51103	42-0727509	501(C)(3)	11,041.	0.			DOJ GOODGUIDES GRANT

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Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTH CENTRAL GOODWILL ASSN 4900 NE 22ND ST DES MOINES, IA 50313	42-0764469	501(C)(3)	35,812.	0.			ASSOCIATION GRANT
MERS/MISSOURI GOODWILL IND 1727 LOCUST ST ST LOUIS, MO 63106	43-0652657	501(C)(3)	8,298.	0.			DOJ GOODGUIDES GRANT; ASSOCIATION GRANT
GOODWILL IND INC / E NEBRASKA & SW IOWA - 1111 S 41ST ST - OMAHA, NE 68105	47-0378996	501(C)(3)	13,452.	0.			ASSOCIATION GRANT; DOJ GOODGUIDES GRANT
GOODWILL IND EASTER SEALS OF KS, INC. - 3636 N OLIVER - WICHITA, KS 67220	48-0673284	501(C)(3)	10,171.	0.			DOJ GOODGUIDES GRANT
GOODWILL DE & DE COUNTY 300 E LEA BLVD WILMINGTON, DE 19802	51-0064311	501(C)(3)	5,359.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF THE VALLEYS, INC. 2502 MELROSE AVE NW ROANOKE, VA 24017	54-0884014	501(C)(3)	2,791,835.	0.			DOJ GOODGUIDES GRANT; DOL SCSEP GRANT; DOL SCSEP ARRA GRANT
GOODWILL IND OF NW N CAROLINA 2701 UNIVERSITY PKWY WINSTON-SALEM, NC 27115	56-0588474	501(C)(3)	29,936.	0.			GOODWILL IS GOOD FOR FAMILIES AWARD; DOJ GOODGUIDES GRANT
GOODWILL IND OF THE S PIEDMONT, INC. - PO BOX 668768 - CHARLOTTE, NC 28266	56-0844639	501(C)(3)	6,474.	0.			DOJ GOODGUIDES GRANT

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Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF THE UPSTATE / MIDLAND S SC - 115 HAYWOOD RD - GREENVILLE, SC 29607	57-0564001	501(C)(3)	12,206.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF N GEORGIA, INC. 235 PEACHTREE ST ATLANTA, GA 30303	58-0566193	501(C)(3)	164,288.	0.			AMERICORPS GRANT; GOODWILL IS GOOD FOR FAMILIES; MOTT MICROENT. GRANT
GOODWILL IND OF MIDDLE GA AND CSRA 5171 EISENHOWER PKWY MACON, GA 31206	58-1249683	501(C)(3)	450,000.	0.			GOIZUETA FOUNDATION AWARD
GOODWILL IND OF THE SOUTHERN RIVERS - 2607 CROSS COUNTRY DR - COLUMBUS, GA 31906	58-6035822	501(C)(3)	100,000.	0.			GOIZUETA FOUNDATION AWARD
GOODWILL IND OF THE COASTAL EMPIRE 7220 SALLIE MOOD DR SAVANNAH, GA 31406	58-6046795	501(C)(3)	112,817.	0.			GOIZUETA FOUNDATION AWARD; DOJ GOODGUIDES GRANT
GOODWILL IND OF N FLORIDA, INC. 4527 LENOX AVE JACKSONVILLE, FL 32205	59-0637858	501(C)(3)	14,945.	0.			DOJ GOODGUIDES GRANT
GOODWILL INDUSTRIES - SOUTHCOAST, INC. - 10596 GANDY BLVD - ST PETERSBURG, FL 33702	59-0718492	501(C)(3)	5,024.	0.			DOJ GOODGUIDES GRANT
GULFSTREAM GOODWILL IND 1715 TIFFANY DR E WEST PALM BEACH, FL 33407	59-1197040	501(C)(3)	14,200.	0.			DOJ GOODGUIDES GRANT; JAMES BENNETT ACHIEVER OF THE YEAR

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Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF SW FLORIDA 4940 BAYLINE DR N FORT MYERS, FL 33917	59-6196141	501(C)(3)	10,771.	0.			DOJ GOODGUIDES GRANT; PJ TREVETHAN AWARD
CHATTANOOGA GOODWILL IND, INC. 3500 DODDS AVE CHATTANOOGA, TN 37407	62-0544853	501(C)(3)	13,997.	0.			DOJ GOODGUIDES GRANT; ASSOCIATION GRANT
GOODWILL IND OF S MISSISSIPPI, INC. - 2407 31ST ST - GULFPORT, MS 39501	64-0547585	501(C)(3)	43,033.	0.			ASSOCIATION GRANT
GOODWILL IND OF ARKANSAS 1110 W 7TH ST LITTLE ROCK, AR 72201	71-0236903	501(C)(3)	8,542.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF N LOUISIANA 800 W 70TH ST SHREVEPORT, LA 71106	72-0460816	501(C)(3)	12,447.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF SE LOUISIANA 3400 TULANE AVE NEW ORLEANS, LA 79119	72-0546906	501(C)(3)	37,863.	0.			INFRASTRUCTURE; DOJ GOODGUIDES GRANT
GOODWILL IND OF TULSA, INC. PO BOX 9811 TULSA, OK 74107	73-0614297	501(C)(3)	8,770.	0.			ASSOCIATION GRANT
OKLAHOMA GOODWILL IND, INC. PO BOX 2780 OKLAHOMA CITY, OK 73101	73-0641590	501(C)(3)	12,906.	0.			DOJ GOODGUIDES GRANT

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Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF SW OKLAHOMA & N TEXAS - 1210 SW SUMMIT AVE - LAWTON, OK 73501	73-0675119	501(C)(3)	11,073.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF SE TEXAS & SW 425 S 4TH ST BEAUMONT, TX 77704	74-0723184	501(C)(3)	5,116.	0.			ASSOCIATION GRANT
GOODWILL IND OF S TEXAS 2961 S PORT AVE CORPUS CHRISTI, TX 78405	74-1223056	501(C)(3)	9,793.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF CENTRAL TEXAS 1015 NORWOOD PARK BLVD AUSTIN, TX 78753	74-1322808	501(C)(3)	89,553.	0.			DOJ GOODGUIDES GRANT; BOA FDTN GOOD ASSET AWARD; AMERICORPS GRANT
TEXAS ASSN OF GOODWILLS 1015 NORWOOD PARK BLVD AUSTIN, TX 78753	74-2972090	501(C)(3)	46,775.	0.			ASSOCIATION GRANT
GOODWILL IND OF CENTRAL E TEXAS, INC. - 301 HILL ST - LUFKIN, TX 75904	75-2204594	501(C)(3)	12,723.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF S CENTRAL CA 4901 STINE RD BAKERSFIELD, CA 93313	77-0129283	501(C)(3)	15,246.	0.			DOJ GOODGUIDES GRANT
EASTER SEALS - GOODWILL N ROCKY MOUNTAIN - 4400 CENTRAL AVE - GREAT FALLS, MT 59405	81-0232125	501(C)(3)	26,054.	0.			DOJ GOODGUIDES GRANT; GOODWILL IS GOOD FOR FAMILIES GRANT

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Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF WY, INC. 612 W 17TH ST CHEYENNE, WY 82001	83-0207663	501(C)(3)	5,698.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF DENVER 6850 N FEDERAL BLVD DENVER, CO 80221	84-0405513	501(C)(3)	11,951.	0.			DOJ GOODGUIDES GRANT
GOODWILL IND OF COLORADO SPRINGS 2320 W COLORADO AVE COLORADO SPRINGS, CO 80904	84-0513404	501(C)(3)	11,694.	0.			ASSOCIATION GRANT
GOODWILL IND OF NEW MEXICO, INC. 5000 SAN MATEO BLVD NE ALBUQUERQUE, NM 87109	85-0107916	501(C)(3)	2,172,089.	0.			DOL SCSEP GRANT; DOL SCSEP ARRA GRANT; DOJ GOODGUIDES GRANT
GOODWILL IND OF CENTRAL ARIZONA, INC. - 417 N 16TH ST - PHOENIX, AZ 85006	86-0104415	501(C)(3)	1,180,937.	0.			DOL SCSEP GRANT; DOL SCSEP ARRA GRANT
GOODWILL IND OF S ARIZONA 1940 E SILVERLAKE TUCSON, AZ 85713	86-0223401	501(C)(3)	20,445.	0.			DOJ GOODGUIDES GRANT; ASSOCIATION GRANT
RAPPAHANNOCK GOODWILL INDUSTRIES/MAGIC - PO BOX 905 - FREDERICK, VA 22404	90-0147552	501(C)(3)	26,311.	0.			ASSOCIATION GRANT
GOODWILL IND OF TACOMA, INC. 714 S 27TH ST TACOMA, WA 98409	91-0573106	501(C)(3)	2,463,215.	0.			DOJ GOODGUIDES GRANT; DOL SCSEP GRANT; DOL SCSEP ARRA GRANT

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

Schedule I-1 (Form 990) 2009

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF THE INLAND NW 130 E 3RD AVE SPOKANE, WA 99202	91-0597006	501(C)(3)	10,664.	0.			DOJ GOODGUIDES GRANT
NORTHWEST REGIONAL ASSN GOODWILL IND OF LANE COUNTY - 855 SENECA RD - EUGENE, OR 97402	93-0572370	501(C)(3)	26,311.	0.			ASSOCIATION GRANT
COUNCIL OF CALIFORNIA GOODWILL IND 1080 N 7TH ST SAN JOSE, CA 95112	94-1212132	501(C)(3)	39,466.	0.			ASSOCIATION GRANT
GOODWILL IND OF HAWAII, INC. 2610 KILIHAI ST HONOLULU, HI 96819	99-6001264	501(C)(3)	19,273.	0.			AMERICORPS GRANT
GOODWILL IND OF THE COLUMBIA WILLAMETTE - 1943 SE SIXTH AVE - PORTLAND, OR 97214	93-0386840	501(C)(3)	6,415.	0.			GRADUATE OF THE YEAR
NE REG-GOODWILL IND OF SPRINGFIELD / HARTFORD - 285 DORSET ST - SPRINGFIELD, MA 01108	04-2131758	501(C)(3)	27,773.	0.			ASSOCIATION GRANT

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
MATTHEWS ENTREPRENEURIAL AWARD	1.	4,000.	0.		
ELSINE KATZ VOLUNTEER LEADER OF THE YEAR AWARD	1.	500.	0.		
PJ TREVETHAN AWARD	1.	500.	0.		
JP ROBINS AWARD	1.	1,000.	0.		
GERALD CLORE INT'L AWARD	1.	1,000.	0.		
ACHIEVER OF THE YEAR-DELEGATE ASSEMBLY	1.	1,000.	0.		
GRADUATE OF THE YEAR-DELEGATE ASSEMBLY	1.	1,000.	0.		

Part IV Supplemental Information

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

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

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

FOLLOWING IS AN EXPLANATION OF 2009 GRANTS AND AWARDS:

ASSOCIATION GRANTS: THE ASSOCIATION GRANT PROGRAM IS INTENDED TO
GENERATE ACTION THAT WILL STIMULATE THE STRENGTHENING OF ASSOCIATIONS'
ABILITY TO COLLABORATE AND REACH CONSENSUS ON ISSUES OF IMPORTANCE TO
THE BROAD GOODWILL COMMUNITY. CONSISTENT WITH RECOMMENDATIONS OF THE
GII BOARD PUBLIC POLICY COMMITTEE, THIS PROGRAM IS ALSO INTENDED TO
PROVIDE FUNDS TO CONTINUE DEVELOPMENT OF PUBLIC POLICY INITIATIVES.
FINALLY, THIS PROGRAM IS INTENDED TO FURTHER THE IMPLEMENTATION OF 21ST
CENTURY INITIATIVE STRATEGIES.

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

DOL SCSEP ARRA GRANTS: SUBGRANT OF STIMULUS FUNDS TO EXPAND SENIOR
COMMUNITY SERVICES EMPLOYMENT PROGRAM.

Part IV Supplemental Information

AMERICORPS ARRA GRANTS: SUBGRANT OF STIMULUS FUNDS TO EXPAND GOODWILL AMERICORP PROGRAM.

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

GOODWILL IS GOOD FOR FAMILIES AWARD: EXEMPLARY COMMITMENT TO FAMILY STRENGTHENING IN THE AREAS OF: LEADERSHIP COMMITMENT, COMMUNITY RESOURCE CONNECTIONS, JOB READINESS AND PLACEMENT, FINANCIAL EDUCATION, ASSET DEVELOPMENT.

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

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

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

P.J. TREVETHAN AWARD: RECOGNIZES A LOCAL GOODWILL CEO WHO DEMONSTRATES

Part IV Supplemental Information

COMMITMENT TO THE CONTINUED PERSONAL GROWTH OF THE GOODWILL'S EMPLOYEES AND OTHERS THROUGH TRAINING, PROFESSIONAL DEVELOPMENT OPPORTUNITIES AND OTHER MEANS.

J.P. ROBBINS AWARD: RECOGNIZES A LOCAL GOODWILL CEO WHO CONTRIBUTES TO GOODWILL'S GROWTH IN MISSION, BUSINESS AND SERVICES OVER MANY YEARS IN AN EXECUTIVE POSITION.

GERALD CLORE INTERNATIONAL AWARD: RECOGNIZES A LOCAL GOODWILL CEO FOR OUTSTANDING CONTRIBUTIONS TO GOODWILL'S GROWTH AND DEVELOPMENT IN ONE OR MORE COUNTRIES OUTSIDE OF NORTH AMERICA.

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

GRADUATE OF THE YEAR AWARD: RECOGNIZES A PERSON WHO ONCE RECEIVED SERVICES WITHIN A GOODWILL, BUT WHO HAS NOW GRADUATED TO OUTSIDE EMPLOYMENT, FOR THEIR PERSONAL ACHIEVEMENT AND GROWTH RELATED TO THEIR CAREER DEVELOPMENT.

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

GOIZUETA FOUNDATION AWARD: SUBGRANT TO IMPROVE AND EXPAND JOB TRAINING AND EMPLOYMENT-BASED SERVICES TO FOUR INDEPENDENT GOODWILL AGENCIES. TO MEET THE NEEDS OF GROWING HISPANIC POPULATIONS IN THE ATLANTA,

Part IV Supplemental Information

COLUMBUS, VIDALIA, AND AUGUSTA AREAS IN THE STATE OF GEORGIA.

BANK OF AMERICA FOUNDATION GOOD ASSET AWARD: SUBGRANT TO SUPPORT
DEVELOPMENT, PILOT AND REFINEMENT OF FINANCIAL EDUCATION AND ASSET
BUILDING SERVICES.

INFRASTRUCTURE AWARD: HURRICANE KATRINA MONEY TO NEW ORLEANS.

**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

2009

**Open to Public
Inspection**

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

Part I Questions Regarding Compensation

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

☐ First-class or charter travel

☒ Housing allowance or residence for personal use

☐ Travel for companions

☐ Payments for business use of personal residence

☒ Tax indemnification and gross-up payments

☐ Health or social club dues or initiation fees

☐ Discretionary spending account

☒ 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 ☒ Yes ☐ No

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 ☒ Yes ☐ No

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

☒ Compensation committee

☒ Written employment contract

☐ Independent compensation consultant

☒ Compensation survey or study

☐ Form 990 of other organizations

☒ 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 ☒ Yes ☐ No

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

4b ☒ Yes ☐ No

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

4c ☐ Yes ☒ No

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 ☐ Yes ☒ No

b Any related organization?

5b ☐ Yes ☒ No

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 ☐ Yes ☒ No

b Any related organization?

6b ☐ Yes ☒ No

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 ☐ Yes ☒ No

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

8 ☐ Yes ☒ No

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

9 ☐ Yes ☐ No

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JIM GIBBONS	(i)	385,735.		26,401.	26,346.	21,463.	459,945.	
	(ii)							
STEVEN E. KROTONSKY	(i)	199,442.		11,571.	17,662.	14,116.	242,791.	
	(ii)							
JEFFREY W. MCCAWE	(i)	137,138.		2,293.	14,084.	20,327.	173,842.	
	(ii)							
DAVID BARRINGER	(i)	190,630.		12,943.	22,108.	25,097.	250,778.	
	(ii)							
KIMBERLY ZIMMER	(i)	167,886.		1,975.	17,535.	18,842.	206,238.	
	(ii)							
LINDA CHANDLER	(i)	27,805.		194,831.	5,815.	8,764.	237,215.	83,192.
	(ii)							
JUDITH BRANZELLE	(i)	131,728.		2,067.	13,326.	16,436.	163,557.	
	(ii)							
LUCY TANNOZZINI	(i)	134,510.		2,789.	13,594.	8,456.	159,349.	
	(ii)							
CLARENCE MARTIN	(i)	187,356.		6,451.	19,867.	14,795.	228,469.	
	(ii)							
WENDI COPELAND	(i)	140,544.		2,000.	14,414.	9,313.	166,271.	
	(ii)							
	(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, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 1A: STEVEN KROTONSKY, GOODWILL'S COO, WAS PROVIDED A GROSS-UP
FOR CERTAIN ADDITIONAL TAXABLE BENEFITS - TEMPORARY HOUSING ALLOWANCE AND
RELOCATION EXPENSES. ALL AMOUNTS WERE APPROPRIATELY INCLUDED IN HIS FORM
W-2.

JAMES D. GIBBONS, GOODWILL'S CEO, IS BLIND, AND ACCORDINGLY IS PROVIDED
WITH AN AUTOMOBILE TRANSPORTATION SERVICE. ALL AMOUNTS WERE APPROPRIATELY
INCLUDED AS TAXABLE INCOME IN HIS FORM W-2.

PART I, LINE 4A: LINDA CHANDLER: SEVERANCE PAYMENT OF \$68,019.
LINDA CHANDLER: SEC 457 PAYOUT \$83,192.

DAVID BARRINGER: SEC 457 EMPLOYEE CONTRIBUTION OF \$10,010.

SCHEDULE J-2
(Form 990)

 Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990
▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.
▶ See the Instructions for Form 990.

OMB No. 1545-0047

2009
**Open to Public
Inspection**

Name of the Organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer Identification number

53-0196517
Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MICHAEL B. SULLIVAN PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
MARVIN A. TANCK, CE EX OFFICIO BD MEMBER	2.00	X						0.	0.	0.
FLOYD WILSON, JR. PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
JANIE BARRERA PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
TOMMY MOORE PVT SECTOR BD MEMBER	2.00	X						0.	0.	0.
JIM GIBBONS PRES & CEO	40.00			X				412,136.	0.	45,153.
STEVEN E. KROTONSKY COO	40.00			X				211,013.	0.	29,247.
JEFFREY W. MCCA W CONTROLLER	40.00			X				139,431.	0.	31,791.
DAVID BARRINGER VP MEMBER RELATIONS	40.00				X			203,573.	0.	44,315.
KIMBERLY ZIMMER SR. VP, COMMUNICATIONS	40.00				X			169,861.	0.	33,742.
LINDA CHANDLER VP PLANNING	40.00					X		222,636.	0.	14,244.
JUDITH BRANZELLE GENERAL COUNSEL	40.00					X		133,795.	0.	27,667.
LUCY TANNOZZINI DIR HUMAN RESOURCES	40.00					X		137,299.	0.	20,394.
CLARENCE MARTIN VP, DONATED GOODS AND RE	40.00					X		193,807.	0.	32,202.
WENDI COPELAND VP MISSION SUPT SVCS	40.00					X		142,544.	0.	22,164.

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

Schedule J-2 (Form 990) 2009

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).
► Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2009
Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

Part I Bond Issues SEE SCHEDULE O FOR COLUMN (F) CONTINUATIONS

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
MARYLAND ECONOMIC DEVELOPMENT CORPORATION	52-1376562	574205ER7	01/15/04	3,700,000.	PURCHASE OF LAND AND BUILDING AT 158		X		X
B									
C									
D									
E									

Part II Proceeds

		A		B		C		D		E	
1	Total proceeds of issue	3,700,000.									
2	Gross proceeds in reserve funds										
3	Proceeds in refunding or defeasance escrows										
4	Other unspent proceeds										
5	Issuance costs from proceeds	86,371.									
6	Working capital expenditures from proceeds										
7	Capital expenditures from proceeds	3,700,000.									
8	Year of substantial completion	2004									
		Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9	Were the bonds issued as part of a current refunding issue? ...		X								
10	Were the bonds issued as part of an advance refunding issue?		X								
11	Has the final allocation of proceeds been made?	X									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

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

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
b Are there any research agreements with respect to the financed property which may result in private business use? ...		X								
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government00 %									
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00 %									
6 Total of lines 4 and 500 %									
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2 Is the bond issue a variable rate issue?	X									
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?		X								
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?		X								
5 Were any gross proceeds invested beyond an available temporary period?		X								
6 Did the bond issue qualify for an exception to rebate?		X								

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

OMB No. 1545-0047

2009**Open to Public
Inspection**

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

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property	X	1	27,500.	FAIR MARKET VALUE
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
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 ► (SOFTWARE)	X	1	128,006.	FAIR MARKET VALUE
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 Acknowledgment

29**0**

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?

Yes No

30a		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?

31		X
-----------	--	----------

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

32a		X
------------	--	----------

b If "Yes," describe in Part II.

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

--	--	--

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

Schedule M (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

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

WHEN SOMEONE IS HAVING A HARD TIME FINDING A JOB - EITHER BECAUSE OF A
DISABILITY, POVERTY, LACK OF EDUCATION OR ANOTHER OBSTACLE - GOODWILL
IS THERE TO HELP. THE ORGANIZATION DOES THAT BY SELLING DONATIONS IN
GOODWILL STORES AND ONLINE AT WWW.SHOPGOODWILL.COM AND USING THE
PROCEEDS TO FUND GOODWILL JOB TRAINING PROGRAMS THAT BENEFIT HUNDREDS
OF THOUSANDS OF PEOPLE EACH YEAR.

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

SUCH AS RELIABLE CHILD CARE AND TRANSPORTATION.

FOUNDATION AND CORPORATE GRANTS:

GOODWILL INDUSTRIES INTERNATIONAL AWARDED GRANTS TO LOCAL GOODWILL
AGENCIES FOR FAMILY-STRENGTHENING PROGRAMS, SERVICES TAILORED TO THE
NEEDS OF HISPANIC POPULATIONS, AND FINANCIAL LITERACY. THESE GRANTS
WERE FUNDED BY INDIVIDUAL AND CORPORATE FOUNDATIONS.

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

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

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- LIBRARY AND ARCHIVE SERVICES

- BENCHMARKING RESEARCH

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

- BOARD AND GOVERNANCE SUPPORT

- BUSINESS DEVELOPMENT

- RESOURCE AND GRANT DEVELOPMENT

- CONSULTATIONS AND TECHNICAL ASSISTANCE

- CONFERENCES AND LEARNING EVENTS

- INTERNATIONAL DEVELOPMENT

- MEDIA RELATIONS AND MARKETING

- MEMBER PURCHASING PROGRAMS

- MYGOODWILL EXTRANET FOR GOODWILL MEMBERS

- PROFESSIONAL DEVELOPMENT PROGRAMS FOR EXECUTIVES AND SENIOR STAFF

- PUBLIC POLICY AND GOVERNMENT RELATIONS

- RESEARCH AND DATA ANALYSIS

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

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BY THE BOARD OF DIRECTORS. AFFILIATE ORGANIZATIONS SHALL INCLUDE ONLY ORGANIZATIONS OUTSIDE OF THE UNITED STATES AND CANADA THAT (A) SIGN AN AFFILIATE ORGANIZATION AGREEMENT WITH GOODWILL INDUSTRIES INTERNATIONAL, INC.; (B) ARE FOUND ELIGIBLE UNDER THE REQUIREMENTS FOR AFFILIATE ORGANIZATIONS ESTABLISHED BY THE GII BOARD OF DIRECTORS; AND (C) HAVE BEEN APPROVED BY THE GII BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 7A: GOODWILL'S BYLAWS PROVIDE FOR AN ANNUAL MEETING OF A GROUP OF MEMBERS KNOWN AS THE DELEGATE ASSEMBLY THAT ELECTS THE 16 LAY MEMBERS OF THE BOARD OF DIRECTORS (THERE ARE 16 ADDITIONAL "EX OFFICIO" MEMBERS OF THE BOARD).

THE DELEGATE ASSEMBLY CONSISTS OF:

-- A TWO-PERSON DELEGATION FROM EACH GOODWILL ORGANIZATIONAL MEMBER: (A) THE MEMBER'S CHIEF EXECUTIVE (A PAID STAFF POSITION), AND (B) A DIRECTOR FROM OF THE MEMBER'S GOVERNING BOARD (A NON-PAID VOLUNTEER POSITION).
-- VOTING MEMBERS OF THE GOODWILL BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 7B: THE DELEGATE ASSEMBLY, ACCORDING TO THE BYLAWS, "SHALL ELECT THE BOARD OF DIRECTORS, FIX THE DUES OF THE CORPORATION'S ORGANIZATIONAL MEMBERS, VOTE UPON PROPOSED AMENDMENTS TO THE BYLAWS, VOTE UPON PROPOSED CHANGES TO THE TERRITORIAL POLICIES, AND VOTE UPON REQUIREMENTS FOR MEMBERSHIP." ADDITIONALLY, THE DELEGATE ASSEMBLY HAS THE RIGHT TO VOTE ON THE FOLLOWING: MATERIAL MODIFICATIONS OR ADDITIONS TO GOODWILL'S REQUIREMENTS FOR MEMBERSHIP (MEMBERSHIP STANDARDS) OF ITS ORGANIZATIONAL MEMBERS. ANY SUCH MODIFICATION OR ADDITION MUST BE APPROVED

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BY A TWO-THIRDS VOTE OF THE DELEGATE ASSEMBLY.

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

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

FORM 990, PART VI, SECTION B, LINE 15: FORM 990, PART VI, SECTION B, LINE
15: EVERY YEAR, WE HIRE AN EXTERNAL COMPENSATION CONSULTANT TO SURVEY THE
MARKETPLACE AND RETURN TO US MARKET DATA ON SPECIFIC EXECUTIVE POSITIONS IN
OTHER NON-PROFIT ORGANIZATIONS WITH SIMILAR REVENUES AS GOODWILL INDUSTRIES

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INTERNATIONAL, INC. THE STANDARD COMPENSATION AS WELL AS DEFERRED
COMPENSATION AND BENEFITS PACKAGE ARE REVIEWED WITHIN THE MARKET. TO DATE,
THE POSITIONS WE SURVEY INCLUDE THE CEO, THE SENIOR VICE PRESIDENTS AND THE
CONTROLLER. THE MARKET DATA IS THEN SHARED WITH THE COMPENSATION
COMMITTEE, A SUBCOMMITTEE OF THE BOARD, STAFFED BY OFFICERS OF THE BOARD.

FOR THE REVIEW OF THE CEO'S PERFORMANCE, THE RESULTS FROM GOALS WHICH WERE
ESTABLISHED FOR THE CEO AT THE BEGINNING OF THE PERIOD ARE REVIEWED. A
SURVEY REGARDING ASPECTS OF THE CEO'S PERFORMANCE IS SENT OUT TO ALL BOARD
MEMBERS TO COMPLETE AND THE RESULTS ARE COMPILED BY THE EXTERNAL
COMPENSATION CONSULTANT AND FORWARDED TO THE CHAIR OF THE COMPENSATION
COMMITTEE. THE COMPENSATION COMMITTEE USES THE RESULTS FROM THE GOALS AND
THE RESULTS FROM THE COMPILED PERFORMANCE SURVEY TO RECOMMEND TO THE
EXECUTIVE COMMITTEE AN INCREASE IN PAY THAT IS WITHIN THE MARKET RANGES FOR
COMPARABLE EXECUTIVE COMPENSATION. THE EXECUTIVE COMMITTEE MEETS IN CLOSED
SESSION AND APPROVES OR AMENDS THE COMPENSATION RECOMMENDATION. THE CEO'S
CHANGE IN COMPENSATION AND BENEFITS, IF ANY, ARE EFFECTIVE JUNE 1ST. NOTES
FROM THE PROCESS ARE PRODUCED CONTEMPORANEOUSLY BY THE CHAIR OF THE
COMPENSATION COMMITTEE.

FOR THE POSITIONS OF SENIOR VICE PRESIDENTS AND THE CONTROLLER, THE
EXTERNAL COMPENSATION CONSULTANT CHECKS THE MARKETPLACE FOR OTHER
NON-PROFIT ORGANIZATIONS WITH SIMILAR REVENUES. AS A PART OF THIS
ANALYSIS, BOTH SALARY AND BENEFITS ARE REVIEWED IN THE MARKETPLACE. AFTER
REVIEWING THIS DATA, THE CEO MAKES A RECOMMENDATION TO THE COMPENSATION
COMMITTEE FOR SALARY AND BENEFITS TREATMENT FOR THE SENIOR VICE PRESIDENTS

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AND THE CONTROLLER WITHIN THESE COMPENSATION RANGES. THE COMPENSATION COMMITTEE MEETS IN CLOSED SESSION AND APPROVES OR AMENDS THE CEO'S RECOMMENDATION AND PASSES IT ON TO THE EXECUTIVE COMMITTEE FOR FINAL APPROVAL. THE PERFORMANCE OF THE VICE PRESIDENTS IS ASSESSED ANNUALLY USING THE SAME PERFORMANCE PROCESS AS IS USED BY ALL THE STAFF AT GOODWILL INDUSTRIES INTERNATIONAL, INC. THEIR PAY INCREASE, IF ANY, TAKES EFFECT IN JANUARY OF THE FOLLOWING YEAR.

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

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

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

FORM 990, PART XI, LINE 2C

AUDIT OVERSIGHT COMMITTEE

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: MARYLAND ECONOMIC DEVELOPMENT CORPORATION

(F) DESCRIPTION OF PURPOSE:

PURCHASE OF LAND AND BUILDING AT 15810 INDIANOLA DR. (MEMBER SERVICES BLDG)

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

NONVOTING BOARD MEMBERS

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

ADVISORY DIRECTORS:

WILL A. COURTNEY

EVELYNE VILLINES

BILL WOOD

JARRET LOBB

ALL MAY BE CONTACTED CARE OF GOODWILL.

FORM 990, PART IX, LINE 24F - ALL OTHER EXPENSES

DETAIL OF LINE 24F EXPENSES

\$(1,768,048) - BACK OUT CONTRIBUTED SERVICES

(251,921) - ALLOCATION OF I.T. EXPENSE TO LINE 14

(56,605) - ALLOCATION OF INSURANCE EXPENSE TO LINE 23

(309,790) - RENTAL EXPENSE ALLOCATED TO PART VIII, LINE 6B

15,863 - PROGRAM EXPENSE

\$(2,370,401) - TOTAL PART IX, LINE 24F EXPENSES

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.**

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
15810 INDIANOLA DRIVE LLC (SINGLE MEMBER LLC) - 53-0196517, 15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855	HOLDING ENTITY FOR GII'S MEMBER SERVICES CENTER	MARYLAND	344,200.	247,416.	

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

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.)

[illegible]

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.)

[illegible]

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 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	1a	
b Gift, grant, or capital contribution to other organization(s)	1b	
c Gift, grant, or capital contribution from other organization(s)	1c	
d Loans or loan guarantees to or for other organization(s)	1d	
e Loans or loan guarantees by other organization(s)	1e	
f Sale of assets to other organization(s)	1f	
g Purchase of assets from other organization(s)	1g	
h Exchange of assets	1h	
i Lease of facilities, equipment, or other assets to other organization(s)	1i	
j Lease of facilities, equipment, or other assets from other organization(s)	1j	
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	
m Sharing of facilities, equipment, mailing lists, or other assets	1m	
n Sharing of paid employees	1n	
o Reimbursement paid to other organization for expenses	1o	
p Reimbursement paid by other organization for expenses	1p	
q Other transfer of cash or property to other organization(s)	1q	
r Other transfer of cash or property from other organization(s)	1r	

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(s)	(b) Transaction type (a-r)	(c) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

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.

[illegible]