

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
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 07-01-2010 and ending 06-30-2011

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MORGAN MEMORIAL GOODWILL INDUSTRIES INC		D Employer identification number 04-2106765	
	Doing Business As		E Telephone number (617) 445-1010	
	Number and street (or P O box if mail is not delivered to street address) 1010 HARRISON AVENUE	Room/suite	G Gross receipts \$ 45,338,303	
	City or town, state or country, and ZIP + 4 BOSTON, MA 02119			
F Name and address of principal officer Joanne K Hilferty 1010 Harrison Avenue Boston, MA 02119		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (Insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ WWW.GOODWILLMASS.ORG				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation 1905	M State of legal domicile MA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities To provide exemplary job training and related services to help individuals with disabilities and other barriers to self-sufficiency to achieve independence and dignity through work. Not charity, but a chance.				
	2 Check this box <input checked="" 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	15		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14		
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	852		
	6 Total number of volunteers (estimate if necessary)	6	600		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0		
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	7,964,188	Current Year	7,544,228
	9 Program service revenue (Part VIII, line 2g)		7,817,889		8,035,083
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		695,520		4,711,644
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		6,149,832		7,543,517
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		22,627,429		27,834,472
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0		0
	14 Benefits paid to or for members (Part IX, column (A), line 4)		0		0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		14,029,501		14,280,588
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0		0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,078,068				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		8,702,572		9,229,893
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		22,732,073		23,510,481
19 Revenue less expenses Subtract line 18 from line 12		-104,644		4,323,991	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	24,998,141	End of Year	26,224,539
	21 Total liabilities (Part X, line 26)		6,934,779		2,549,525
	22 Net assets or fund balances Subtract line 21 from line 20		18,063,362		23,675,014

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	2011-11-15
	Joanne K Hilferty President & CEO Type or print name and title	Date

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no ▶

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

1 Briefly describe the organization's mission

See Schedule O, Statement A

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

4a (Code) (Expenses \$ 8,279,088 including grants of \$ 0) (Revenue \$ 8,035,083)

See Schedule O, Statement B

4b (Code) (Expenses \$ 11,533,889 including grants of \$ 0) (Revenue \$ 12,373,557)

See Schedule O, Statement C

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

4d Other program services (Describe in Schedule O)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses \$ 19,812,977

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>	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	Yes	
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>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		No
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>		No
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>		No
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>		No
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>		No
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>	Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
12a 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>		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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, Parts I and IV.</i>		No
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 U.S.? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		No
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 U.S.? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
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 (see instructions).</i>		No
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>	Yes	
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>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions).		

Part IV Checklist of Required Schedules *(continued)*

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		No
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		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 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	Yes	
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-24d and complete Schedule K. If "No," go to line 25 . . .</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . .	24d		
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		No
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		No
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		No
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		No
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		No
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		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV . . .</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . .</i>	29	Yes	
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		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . .</i>	31		No
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	Yes	
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	Yes	
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	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? . . .	35	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2 . . .</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
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		No
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		No
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	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question ID, question text, and Yes/No columns. Includes rows for 1a-1b, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		No
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
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		No

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?		No
10b	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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	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	Yes	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?	Yes	
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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	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?		No
16b	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?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> AZ, <input type="checkbox"/> CA, <input type="checkbox"/> CT, <input type="checkbox"/> FL, <input type="checkbox"/> MA, <input type="checkbox"/> MD, <input type="checkbox"/> ME, <input type="checkbox"/> MO, <input type="checkbox"/> NC, <input type="checkbox"/> NH, <input type="checkbox"/> NY, <input type="checkbox"/> OH, <input type="checkbox"/> PA, <input type="checkbox"/> RI
18	Section 6104 requires an organization to make its Form 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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> CAROL CARDOZO CFO 1010 HARRISON AVENUE BOSTON, MA 02119 (617) 541-1287

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
(1) STEVEN POGORZELSKI CHAIR	2	X						0	0	0
(2) KEVIN T BOTTOMLEY VICE CHAIR	2	X						0	0	0
(3) MARY L REED CLERK	2	X						0	0	0
(4) THERESA M BRESTEN TREASURER	2	X						0	0	0
(5) JOANNE K HILFERTY PRESIDENT AND CEO	40	X		X				294,513	0	19,497
(6) NANCY AUBREY BOARD MEMBER	1	X						0	0	0
(7) EDWARD CASSIDY BOARD MEMBER	1	X						0	0	0
(8) JOVITA FONTANEZ BOARD MEMBER	1	X						0	0	0
(9) ROBERT GITTEMS BOARD MEMBER	1	X						0	0	0
(10) STEPHANIE LOVELL BOARD MEMBER	1	X						0	0	0
(11) ALLEN MALTZ BOARD MEMBER	1	X						0	0	0
(12) MICHAEL MANOOGIAN BOARD MEMBER	1	X						0	0	0
(13) PETER MORRISSEY BOARD MEMBER	1	X						0	0	0
(14) KEVIN REYNOLDS BOARD MEMBER	1	X						0	0	0
(15) LINDA THOMPSON BOARD MEMBER	1	X						0	0	0
(16) D ELLEN WILSON BOARD MEMBER	1	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 (describe hours for related organizations in Schedule O)	(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			
(17) CAROL CARDOZO VP FINANCE AND CFO	40			X				0	0	0
(18) PATRICK DUFF VP FIN AND CFO (FORMER)	40			X				167,147	0	10,539
(19) MARY SULLIVAN VP DEVEL AND EXT AFFAIRS	40			X				0	0	0
(20) CAROL ISHKANIAN VP DEVEL AND EXT AFFAIRS (FORMER)	40			X				207,782	0	8,420
(21) TERENCE FITZPATRICK VP RETAIL ENTERPRISE	40			X				175,833	0	3,805
(22) MARY RAHAL VP HUMAN RESOURCES AND ADMIN	40			X				168,045	0	10,164
(23) JOY BURGHARDT VP PROGRAMS AND SERVICES	40			X				61,923	0	5,483
(24) PAUL MACNEIL VP WORK PROGRAMS AND BCL	40			X				100,469	0	13,348
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,175,712	0	71,256

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 **6**

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

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
LILY TRANSPORTATION 145 ROSEMARY STREET NEEDHAM, MA 02194	TRANSPORTATION	633,562
WASTE MANAGEMENT 4 TECHNOLOGY DRIVE WESTBORO, MA 01581	TRASH REMOVAL	217,883
GREENPAGES PO BOX 414023 BOSTON, MA 02141	IT SERVICES	203,837
US SECURITY ASSOCIATES 200 MANSELL CT 5TH FLOOR ROSWELL, GA 30076	SECURITY SERVICES	159,777
GRANT THORNTON LLP 226 CAUSEWAY STREET BOSTON, MA 02114	AUDIT SERVICES	141,432

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 **7**

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	1a Federated campaigns 1a	0					
	b Membership dues 1b	0					
	c Fundraising events 1c	122,942					
	d Related organizations 1d	0					
	e Government grants (contributions) 1e	0					
	f All other contributions, gifts, grants, and similar amounts not included above 1f	7,421,286					
	g Noncash contributions included in lines 1a-1f \$	5,483,829					
	h Total. Add lines 1a-1f	7,544,228					
	Program Service Revenue	2a FEES AND GRANTS		Business Code			
		561300	4,548,755	4,548,755	0	0	
b WORKSITE REVENUE		624310	3,486,328	3,486,328	0	0	
c							
d							
e							
f All other program service revenue			0	0	0	0	
g Total. Add lines 2a-2f			8,035,083				
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)		645,972	0	0	645,972	
	4 Income from investment of tax-exempt bond proceeds		0	0	0	0	
	5 Royalties		0	0	0	0	
	6a Gross Rents	(i) Real					
		(ii) Personal					
		b Less rental expenses					
		c Rental income or (loss)	0				0
	d Net rental income or (loss)						
	7a Gross amount from sales of assets other than inventory	(i) Securities	7,685,945				
		(ii) Other		8,380,000			
		b Less cost or other basis and sales expenses	7,119,182				4,881,091
		c Gain or (loss)	566,763				3,498,909
	d Net gain or (loss)		4,065,672	0	0	4,065,672	
	8a Gross income from fundraising events (not including \$ 122,942 of contributions reported on line 1c) See Part IV, line 18	a					
b Less direct expenses b			22,500				
c Net income or (loss) from fundraising events			-60,400		0	-60,400	
9a Gross income from gaming activities See Part IV, line 19 a	b Less direct expenses b						
	c Net income or (loss) from gaming activities						
	10a Gross sales of inventory, less returns and allowances a		12,373,557				
b Less cost of goods sold b		5,420,658					
c Net income or (loss) from sales of inventory		6,952,899	6,952,899	0	0		
Miscellaneous Revenue		Business Code					
11a OTHER REVENUE		900099	1,018	1,018	0	0	
	b Fee for services on Renovation	233000	650,000	0	0	650,000	
	c						
	d All other revenue		0	0	0	0	
e Total. Add lines 11a-11d		651,018					
12 Total revenue. See Instructions		27,834,472	14,989,000	0	5,301,244		

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	0	0		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	1,200,093	402,162	466,825	331,106
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	10,350,750	9,073,929	1,144,380	132,441
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	107,064	76,351	21,459	9,254
9	Other employee benefits	1,787,545	1,482,247	232,505	72,793
10	Payroll taxes	835,136	676,679	115,952	42,505
a	Fees for services (non-employees)				
	Management				
b	Legal	65,548	57,570	6,654	1,324
c	Accounting	152,659		152,659	
d	Lobbying	31,500		31,500	
e	Professional fundraising services See Part IV, line 17	0			0
f	Investment management fees	60,456		60,456	
g	Other	749,430	533,690	167,926	47,814
12	Advertising and promotion	179,769	34,505	38,569	106,695
13	Office expenses	130,044	118,896	9,734	1,414
14	Information technology				
15	Royalties				
16	Occupancy	3,752,372	3,632,890	113,703	5,779
17	Travel	942,610	900,328	23,482	18,800
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	151,969	112,797	31,836	7,336
20	Interest	83,861	51,670	29,020	3,171
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	650,052	760,914	-113,766	2,904
23	Insurance	296,749	259,205	27,578	9,966
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	GOODS AND SUPPLIES	1,022,197	1,000,731	-8,900	30,366
b	POSTAGE AND SHIPPING	86,127	18,229	3,938	63,960
c	RENTAL AND MAINTENANCE OF EQUIP	475,701	429,059	16,081	30,561
d	TEMPORARY HELP	184,033	65,180	28,087	90,766
e	BAD DEBT EXPENSE	82,443	82,443	0	0
f	All other expenses	132,373	43,502	19,758	69,113
25	Total functional expenses. Add lines 1 through 24f	23,510,481	19,812,977	2,619,436	1,078,068
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	168,280	1	231,027
	2 Savings and temporary cash investments	2,368	2	2,369
	3 Pledges and grants receivable, net	313,249	3	244,088
	4 Accounts receivable, net	1,634,079	4	1,435,560
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6	0
	7 Notes and loans receivable, net		7	5,965,750
	8 Inventories for sale or use	475,354	8	489,095
	9 Prepaid expenses and deferred charges	269,642	9	133,234
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	8,488,483		
	10b Less accumulated depreciation	6,529,843	7,116,961	10c 1,958,640
	11 Investments—publicly traded securities	10,423,804	11	10,761,215
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	4,594,404	15	5,003,561
16 Total assets. Add lines 1 through 15 (must equal line 34)	24,998,141	16	26,224,539	
Liabilities	17 Accounts payable and accrued expenses	2,045,014	17	1,915,246
	18 Grants payable		18	
	19 Deferred revenue	57,507	19	36,456
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	4,579,891	23	115,658
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities. Complete Part X of Schedule D	252,367	25	482,165
	26 Total liabilities. Add lines 17 through 25	6,934,779	26	2,549,525
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	3,819,694	27	9,436,154
	28 Temporarily restricted net assets	5,081,929	28	4,451,596
	29 Permanently restricted net assets	9,161,739	29	9,787,264
	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	18,063,362	33	23,675,014	
34 Total liabilities and net assets/fund balances	24,998,141	34	26,224,539	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	27,834,472
2	Total expenses (must equal Part IX, column (A), line 25)	2	23,510,481
3	Revenue less expenses Subtract line 2 from line 1	3	4,323,991
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,063,362
5	Other changes in net assets or fund balances (explain in Schedule O)	5	1,287,661
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	23,675,014

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

2010

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization
MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number
04-2106765

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 the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	8,869,653	7,066,595	7,450,932	7,964,188	7,544,228	38,895,596
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	8,869,653	7,066,595	7,450,932	7,964,188	7,544,228	38,895,596
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)						1,393,548
6 Public Support. Subtract line 5 from line 4						37,502,048

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	8,869,653	7,066,595	7,450,932	7,964,188	7,544,228	38,895,596
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		562,569	515,495	573,362	645,972	2,297,398
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)	4,007	21,608	30,300	24,686	651,018	731,619
11 Total support (Add lines 7 through 10)						41,924,613
12 Gross receipts from related activities, etc (See instructions)					12	39,804,580

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

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	89.451 %
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	91.899 %

16a 33 1/3% support test—2010. 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 **b 33 1/3% support test—2009.** If the organization did not check the 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 **17a 10%-facts-and-circumstances test—2010.** 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 **b 10%-facts-and-circumstances test—2009.** 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 **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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here 						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. 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—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization 		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

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

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II - OTHER INCOME *****
 DESCRIPTION *****2006---2007---2008---2009---2010---TOTAL-
 ***** OTHER INCOME *****4,007
 21,608 30,300 24,686 651,018 731,619 ***** Note
 Other Income includes \$650,000 one time fee for services provided for renovation project from Goodwill Headquarters, Inc (see Schedule R, Part II) which exists solely to support Morgan Memorial Goodwill Industries, Inc which is its sole member This payment eliminates upon consolidation of the two entities

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

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

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

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

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

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

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

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

Name of the organization MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number

04-2106765

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
2 Political expenditures \$
3 Volunteer hours

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

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$
2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
b If "Yes," describe in Part IV

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

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received. Multiple empty rows for data entry.

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)	0													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	32,100													
c	Total lobbying expenditures (add lines 1a and 1b)	32,100													
d	Other exempt purpose expenditures	22,400,313													
e	Total exempt purpose expenditures (add lines 1c and 1d)	22,432,413													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	1,000,000													
<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2a Lobbying non-taxable 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	550	800	23,805	32,100	57,255
d Grassroots non-taxable 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	0	0	0	0	0

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 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) non-deductible 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 1.
Also, complete this part for any additional information

Identifier	Return Reference	Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number 04-2106765

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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?

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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?
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 170(h)(4)(B)(ii)?
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 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 the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

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

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

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	6,061,994	6,257,284	7,902,186		
b Contributions	0	0	0		
c Investment earnings or losses	635,372	289,710	-1,159,902		
d Grants or scholarships	0	0	0		
e Other expenditures for facilities and programs	520,000	485,000	485,000		
f Administrative expenses	0	0	0		
g End of year balance	6,177,366	6,061,994	6,257,284		

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

- a** Board designated or quasi-endowment ▶ 0 %
- b** Permanent endowment ▶ 86.87 %
- c** Term endowment ▶ 13.13 %

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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	0	244,481		244,481
b Buildings	0	2,023,989	1,344,719	679,270
c Leasehold improvements	0	1,159,527	901,965	257,562
d Equipment	0	5,008,948	4,283,159	725,789
e Other	0	51,538	0	51,538
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c.)				1,958,640

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	27,834,472
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	23,510,481
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,323,991
4	Net unrealized gains (losses) on investments	4	1,287,659
5	Donated services and use of facilities	5	0
6	Investment expenses	6	0
7	Prior period adjustments	7	0
8	Other (Describe in Part XIV)	8	4,810
9	Total adjustments (net) Add lines 4 - 8	9	1,292,469
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	5,616,460

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	34,565,233
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	1,287,659
b	Donated services and use of facilities	2b	0
c	Recoveries of prior year grants	2c	0
d	Other (Describe in Part XIV)	2d	82,900
e	Add lines 2a through 2d	2e	1,370,559
3	Subtract line 2e from line 1	3	33,194,674
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	60,456
b	Other (Describe in Part XIV)	4b	-5,420,658
c	Add lines 4a and 4b	4c	-5,360,202
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	27,834,472

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

1	Total expenses and losses per audited financial statements	1	28,953,581
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	0
b	Prior year adjustments	2b	0
c	Other losses	2c	0
d	Other (Describe in Part XIV)	2d	5,503,556
e	Add lines 2a through 2d	2e	5,503,556
3	Subtract line 2e from line 1	3	23,450,025
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	60,456
b	Other (Describe in Part XIV)	4b	0
c	Add lines 4a and 4b	4c	60,456
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	23,510,481

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, 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.

Identifier	Return Reference	Explanation
SchD_P05_S00_L04	Schedule D, Part V, Line 4	Income Unrestricted Endowments and Other Endowments are intended for general support. Program Restricted Endowments are intended to support various programs such as Fresh Air Camp, youth programs and job training.
SchD_P10_S00_L02	Schedule D, Part X, Line 2	FIN 48 Footnote: Goodwill is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code (the Code). In fiscal year 2010, Goodwill adopted guidance which requires recognition of the benefit of a tax position only after determining that the relevant tax authority would more-likely-than-not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. Management has reviewed its tax positions for open periods and determined that no provision for income taxes is currently required in these financial statements.
SchD_P11_S00_L08	Schedule D, Part XI, Line 8	Net change in value of restricted funds
SchD_P12_S00_L02d	Schedule D, Part XII, Line 2d	Direct fundraising event expenses netted against fundraising event revenue
SchD_P12_S00_L04b	Schedule D, Part XII, Line 4b	Cost of Goods Sold for retail sales
SchD_P13_S00_L02d	Schedule D, Part XIII, Line 2d	Part XII, Line 2d plus Part XII, Line 4b

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number 04-2106765

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. a Mail solicitations, b Internet and e-mail solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events. 2a Did the organization have a written or oral agreement with any individual... 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions? (Yes/No), (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Includes a Total row at the bottom.

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		The Good Party (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	145,442			145,442
	2 Less Charitable contributions	122,942			122,942
	3 Gross income (line 1 minus line 2)	22,500			22,500
Direct Expenses	4 Cash prizes	0			0
	5 Non-cash prizes	0			0
	6 Rent/facility costs	0			0
	7 Food and beverages	0		0	0
	8 Entertainment	2,000		0	2,000
	9 Other direct expenses	80,900			80,900
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				82,900
11 Net income summary Combine lines 3 and 10 in column (d) ▶				-60,400	

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

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

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," Explain _____

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

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

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

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

c If "Yes," enter name and address

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number

04-2106765

Part I Questions Regarding Compensation

Yes No

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

- | | |
|---|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

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

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

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

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

a Receive a severance payment or change-of-control payment from the organization or a related organization?

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

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

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?

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

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

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

Note. The sum of columns (B)(i)-(iii) 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				
(1) JOANNE K HILFERTY	(i)	220,456	67,100	6,957	9,088	10,409	314,010	
	(ii)	0	0	0	0	0	0	
(2) PATRICK DUFF	(i)	151,747	15,400	0	2,082	8,457	177,686	
	(ii)	0	0	0	0	0	0	
(3) TERRENCE FITZPATRICK	(i)	163,683	12,150	0	2,489	1,316	179,638	
	(ii)	0	0	0	0	0	0	
(4) CAROL ISHKANIAN	(i)	172,382	35,400	0	3,279	5,141	216,202	
	(ii)	0	0	0	0	0	0	
(5) MARY RAHAL	(i)	152,545	15,500	0	0	10,164	178,209	
	(ii)	0	0	0	0	0	0	
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

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.

Identifier	Return Reference	Explanation
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SCHEDULE M (Form 990)

NonCash Contributions

OMB No 1545-0047

2010

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number 04-2106765

Part I Types of Property

Table with 4 columns: (a) Check if applicable, (b) Number of Contributions or items contributed, (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g, (d) Method of determining oncash contribution amounts. Rows include Art, Books, Clothing and household goods, Cars, Boats, Securities, Real estate, etc.

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29 0

Table with 3 columns: Question, Yes, No. Rows include 30a, 31, 32a, 33 regarding contribution reporting and policies.

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule M (Form 990) 2010

Part I Liquidation, Termination or Dissolution *(continued)*

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B) should equal -0-

	Yes	No
3 Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III		
4a Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?		
b If "Yes," did the organization provide such notice?		
5 Did the organization discharge or pay all liabilities in accordance with state laws?		
6a Did the organization have any tax-exempt bonds outstanding during the year?		
b Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?		
c If "Yes," describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III		

Part II Sale, Exchange, Disposition or Other Transfer of More Than 25% of the Organization's Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Part III if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	Headquarters (building and land) in Boston, Massachusetts	09-28-2010	8,380,000	independent appraisal	27-2523596	Goodwill Headquarters Inc 1010 Harrison Avenue Boston, MA 02119	501(c)(3)

	Yes	No
2 Did or will any officer, director, trustee, or key employee of the organization		
a Become a director or trustee of a successor or transferee organization?		
b Become an employee of, or independent contractor for, a successor or transferee organization?		
c Become a direct or indirect owner of a successor or transferee organization?		
d Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?		
e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III		

Part III Supplemental Information. Complete to provide the information required by Parts I and II, and any additional information.

Identifier	Return Reference	Explanation
SchN_P02_S00_L02	Schedule N, Part II, Line 2	The President and CEO of Morgan Memorial Goodwill Industries also holds the position of President of Goodwill Headquarters, Inc , a related 509(a) Type 1 supporting organization to Morgan Memorial Goodwill Industries which is its sole member All of the board members of Morgan Memorial Goodwill Industries became board members of Goodwill Headquarters, Inc

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number

04-2106765

Identifier	Return Reference	Explanation
F990_P03_S00_L01	Form 990, Part III, Line 1	STATEMENT A - Organization's Mission The mission of Morgan Memorial Goodwill Industries (Goodwill) is to provide exemplary job training and related services to help individuals with disabilities and other barriers to self-sufficiency to achieve independence and dignity through work. Not charity, but a chance. Founded in Boston's South End in 1895, Goodwill helps individuals to help themselves. It is a leading Massachusetts provider of job training and career development programs that serve individuals with disabilities and other barriers to employment. It also offers programs for young people with great potential but limited opportunities, and community outreach services for people living in low-income, underserved communities. Goodwill serves 265 communities in eastern and central Massachusetts with job training centers in Boston and Salem, a one-stop career center in Boston, 11 retail stores, a retail distribution center, multiple worksite programs, and a residential summer camp in Athol, Massachusetts. Goodwill is licensed by the Commonwealth of Massachusetts and accredited by the Commission on the Accreditation of Rehabilitation Facilities (CARF).

Identifier	Return Reference	Explanation
F990_P03_S00_L04a	Form 990, Part III, Line 4a	<p>STATEMENT B - Program Service Accomplishments - Program 1 In the year ended June 30, 2011, Goodwill's job training and career development programs achieved the following</p> <ul style="list-style-type: none"> * Served 880 individuals considered hardest to employ with case management, job skills and job readiness training, job placement, and post-placement services * Assisted 8,003 individuals who needed jobs with career services and referrals to training programs through Boston Career Link, the one-stop career center Goodwill operates * Held seven mass hiring events, four job fairs (involving 36 employers) and 89 on-site employer recruitment sessions * Worked collaboratively with more than 125 businesses to access competitive jobs and support job training and career programs * Delivered intensive skills training to 49 individuals through the Human Services Employment Ladder Program operated in conjunction with five human services employers * Provided work experience and a paycheck from Goodwill to 333 individuals training in one of four social enterprises run by Goodwill (retail, housekeeping and maintenance, food service, and light assembly) The retail program is described in Part IIIb * Delivered housekeeping and building maintenance services for 2.5 million square feet of government office buildings through the AbilityOne program with at least 75 percent of the labor hours provided by individuals with disabilities * Served the needs of area businesses through the contracted light assembly and mailing social enterprise with the line-work completed by individuals with disabilities <p>In addition, Goodwill's youth programs and community outreach services benefited individuals in the following ways</p> <ul style="list-style-type: none"> * Served 100 girls in the BNY Mellon After-School Academy designed to help improve academic performance and develop leadership skills * Launched the GoodGuides Youth Mentoring Program and enrolled 125 youth * Engaged 23 students with special needs from local public school systems in programs helping them transition to jobs * Assisted young people struggling with passing standardized tests necessary to graduate from high school in Massachusetts * Provided a residential camping experience for 442 youngsters including academic enrichment, leadership development, and recreation programs * Offered tax preparation assistance to 174 low-income individuals in the community, including 40 with disabilities * Served Thanksgiving meals to about 1,300 individuals and provided more than 600 toys and games to children in need during the holidays

Identifier	Return Reference	Explanation
F990_P03_S00_L04b	Form 990, Part III, Line 4b	<p>STATEMENT C - Program Service Accomplishments - Program 2 Goodwill's retail program operates as a social enterprise that benefits the community by providing job training, creating jobs for individuals with disabilities and other barriers to employment, and selling quality, low-cost goods that help individuals, particularly those with limited means, get the items they need at affordable prices. Job training and jobs are provided as the retail program collects, sorts, distributes, and sells donated clothing and household goods. The retail program operates 11 Goodwill Stores, operates a distribution center in Boston, and collects donations at 28 donation sites located throughout eastern and central Massachusetts. In the year ended June 30, 2011, Goodwill's retail program achieved the following:</p> <ul style="list-style-type: none"> * Provided on-the-job training - and a paycheck - to adults who were motivated to overcome disabilities and other barriers, and enter the workforce. * Provided interview attire and accessories free of charge to 525 job trainees from Goodwill and other community-based job training programs to help them find jobs. * Made clothing and other products available to non-profit organizations also serving those in need, including Pine Street Inn, the largest provider of services to the homeless in the region. * Provided retail customers with access to quality clothing and household items at very affordable prices with more than 785,000 transactions. * Collected approximately 22 million pounds of donations from nearly 550,000 individual donations.

Identifier	Return Reference	Explanation
F990_P04_S00_L12a	Form 990, Part IV, Line 12a	b and Line 34 - Morgan Memorial Goodwill Industries established Goodwill Headquarters, Inc as a 501(c) (3) corporation which is a supporting organization for Morgan Memorial Goodwill Industries, Inc which is its sole member. During the fiscal year ending June 30, 2011 Goodwill Headquarters, Inc borrowed funds to purchase the headquarters (land and building) from Morgan Memorial Goodwill Industries, Inc at the independently appraised value and to design and renovate the building. Morgan Memorial Goodwill Industries, Inc guaranteed the loans and entered into a lease to use the headquarters for a monthly lease payment. The renovation was completed during the fiscal year. Goodwill Headquarters, Inc was included in the consolidated, independent audited financial statements of Morgan Memorial Goodwill Industries, Inc for the fiscal year ending June 30, 2011. As such, this IRS Form 990 should be reviewed in conjunction with the IRS Form 990 for Goodwill Headquarters, Inc.

Identifier	Return Reference	Explanation
F990_P06_S0B_L11a	Form 990, Part VI, Section B, Line 11a	The IRS Form 990 return is prepared by management and is then reviewed by tax advisors from a national accounting firm. The Treasurer of the Board reviews the form and all Directors are provided a copy prior to submission to the IRS.

Identifier	Return Reference	Explanation
F990_P06_S0B_L12c	Form 990, Part VI, Section B, Line 12c	<p>The Board of Directors has established a conflict of interest policy that requires officers, directors and key employees to disclose any interests that could give rise to conflicts at the time that the possibility of a conflict arises or that they become aware that there is a possibility of a conflict. The policy outlines the process for reviewing and approving such situations. Directors recuse themselves from discussions of and votes on any related party transactions in which they have an interest. In addition, all officers, directors and key employees are required to review the policy on an annual basis and to affirmatively indicate whether or not there is any matter to disclose. A written statement of all related party transactions and other disclosures is provided annually to each member of the Board of Directors.</p>

Identifier	Return Reference	Explanation
F990_P06_S0B_L15	Form 990, Part VI, Section B, Line 15	<p>The Board of Directors has established an Executive Compensation Policy for the CEO and vice presidents. The Compensation Committee of the board is comprised of independent members and is responsible for the overall administration of executive compensation for the CEO and the vice presidents. The Compensation Committee annually makes recommendations to the Board of Directors for approval on the compensation program for the year. On a regular basis, the Compensation Committee engages a compensation consultant to compile and evaluate data as to comparable compensation for similarly qualified individuals in comparable positions at organizations of comparable size and complexity in both the profit and the not profit sectors. The Compensation Committee also evaluates the performance of the CEO and makes a recommendation for CEO compensation to the Board and monitors the compensation of the vice presidents to assure that it is in compliance with the compensation program. The Compensation Committee reports its recommendations for approval in executive session without the CEO or any vice presidents present. Deliberations and recommendations are documented in writing. The Executive Compensation Policy was followed in setting the compensation for the CEO and vice presidents in the fiscal year ending June 30, 2011.</p>

Identifier	Return Reference	Explanation
F990_P06_S0C_L19	Form 990, Part VI, Section C, Line 19	The By-Laws, Articles of Organization, Conflict of Interest Policy, Audited Financial Statements and IRS Form 990 are available upon request and notification of such access is provided on the Goodwill website

Identifier	Return Reference	Explanation
F990_P08_S00_L02a	Form 990, Part VIII, Line 2a - 2e	<p>RELATIONSHIP OF ACTIVITIES TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES The mission of Morgan Memorial Goodwill Industries (Goodwill) is to provide exemplary job training and related services to help individuals with disabilities and other barriers to self-sufficiency to achieve independence and dignity through work. Not charity, but a chance. To accomplish this mission, Goodwill offers job training and career development programs to help individuals with disabilities and other barriers to self-sufficiency to achieve independence and dignity through work, operates social enterprises including the retail program, provides academic, leadership development, and recreational services to young people with limited opportunities to help them reach their potential, and makes a variety of community services available. Goodwill's job training programs and career services help those with barriers to employment obtain the skills they need to go to work, retain their jobs, and move up. Job training includes short- and long-term rehabilitation programs for people with developmental and physical disabilities, work skills and work readiness training for individuals facing a range of barriers to employment, skills training for human services workers, and assessment, case management, and post-placement support for all program enrollees. Career services provided through Boston Career Link, the one-stop career center Goodwill operates, include access to a state-of-the-art resource room, current labor-market information, workshops on resume preparation and other topics, assessment for and referrals to job training programs, and access to jobs on-line and through multiple hiring events on-site. On-the-job training and work opportunities are available through four social enterprises: retail, housekeeping and maintenance, food service, and light assembly. The retail program is Goodwill's largest social enterprise. It provides important job training and work opportunities for individual program participants and also makes clothing and household goods available to those in need in the community through its retail stores, program offering interview attire to job trainees, and collaborations with other non-profit organizations serving individuals and communities in need. Goodwill's youth programs include an after-school academic enrichment and leadership program for girls in communities immediately surrounding Goodwill's Roxbury headquarters, a mentoring program for young adults, services for high school students having difficulty passing the standardized tests required for graduating in Massachusetts, training and work experience to help bridge young people with disabilities to employment, and the Fresh Air Camp, an over-night camp for children from low-income communities. Goodwill also offers a variety of additional community services. Together, Goodwill's programs help individuals who face barriers and live in underserved communities to reach their full potential in the workforce and get on the path to independence and dignity through work.</p>

Identifier	Return Reference	Explanation
F990_P08_S00_L07a	Form 990, Part VIII, Line 7a	(ii) - During the fiscal year ending June 30, 2011, Goodwill sold its headquarters (land and building) for the appraised value of \$8,380,000 to Goodwill Headquarters, Inc , a 501(c)(3) organization formed to support and operate for the benefit of Morgan Memorial Goodwill Industries, Inc which is its sole member

Identifier	Return Reference	Explanation
F990_P10_S00_L10c	Form 990, Part X, Line 10c	See note for Part VII, line 7 a (ii)

Identifier	Return Reference	Explanation
F990_P11_S00_L05	Form 990, Part XI, Line 5	Unrealized Gain on Investments

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2010

Open to Public Inspection

▶ **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.**

Department of the Treasury
Internal Revenue Service

Name of the organization
MORGAN MEMORIAL GOODWILL INDUSTRIES INC

Employer identification number
04-2106765

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) HFY LLC 1010 HARRISON AVENUE BOSTON, MA 02119 04-2106765	Youth Camp Program	MA	0	0	Morgan Mem Goodwill Ind Inc

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) GOODWILL HEADQUARTERS INC 1010 HARRISON AVENUE BOSTON, MA 02119 27-2523596	To support Goodwill	MA	501(c)(3)	11A - TYPE 1	Morgan Mem Goodwill Ind Inc	Yes	

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)

- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)

- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees

- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses

- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d	Yes	
1e		No
1f	Yes	
1g		No
1h		No
1i		No
1j	Yes	
1k		No
1l		No
1m		No
1n		No
1o	Yes	
1p		No
1q		No
1r		No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) GOODWILL HEADQUARTERS INC	d	13,337,500	Total loan guarantees for Goodwill Headquarters, Inc indebtedness
(2) GOODWILL HEADQUARTERS INC	f	8,380,000	Independent market appraisal for headquarters building and land
(3) GOODWILL HEADQUARTERS INC	j	238,622	Accrued rent expense for headquarters using straight line method
(4) GOODWILL HEADQUARTERS INC	o	650,000	One time fee for Services provided for renovation project
(5)			
(6)			

Part VII **Supplemental Information**

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

Identifier**Return Reference****Explanation****Schedule R (Form 990) 2010**