

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.

A For the 2012 calendar year, or tax year beginning **07/01/12**, and ending **06/30/13**

- B** Check if applicable:
- Address change
 - Name change
 - Initial return
 - Terminated
 - Amended return
 - Application pending

C Name of organization
MARRAKECH, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
6 LUNAR DRIVE

City, town or post office, state, and ZIP code
WOODBIDGE CT 06525

D Employer identification number
23-7148533

E Telephone number
203-389-2970

G Gross receipts \$ **9,793,383**

F Name and address of principal officer:
FRANCIS MCCARTHY
6 LUNAR DRIVE
WOODBIDGE CT 06525

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

H(b) Are all affiliates included? Yes No

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

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

J Website: **WWW.MARRAKECHINC.ORG**

H(c) Group exemption number **u**

K Form of organization: Corporation Trust Association Other **u**

L Year of formation: **1972** **M** State of legal domicile: **CT**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: VOCATIONAL TRAINING FOR THE DEVELOPMENTALLY DISABLED PERSONS.				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)		3	15	
	4 Number of independent voting members of the governing body (Part VI, line 1b)		4	15	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)		5	1299	
	6 Total number of volunteers (estimate if necessary)		6	0	
	7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	-857	
b Net unrelated business taxable income from Form 990-T, line 34		7b	-671		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	129,914	Current Year	132,651
	9 Program service revenue (Part VIII, line 2g)		9,945,804		9,303,743
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		77		196,737
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		111,423		63,414
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		10,187,218		9,696,545
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)				0
	14 Benefits paid to or for members (Part IX, column (A), line 4)				0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		5,758,623		5,414,281
	16a Professional fundraising fees (Part IX, column (A), line 11e)				0
	b Total fundraising expenses (Part IX, column (D), line 25) u 70,679				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		4,228,257		3,803,236
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		9,986,880		9,217,517	
19 Revenue less expenses. Subtract line 18 from line 12		200,338		479,028	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	18,473,150	End of Year	19,032,130
	21 Total liabilities (Part X, line 26)		13,517,524		13,597,476
	22 Net assets or fund balances. Subtract line 21 from line 20		4,955,626		5,434,654

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: **SHEILA MASTERSON** Date: _____

Type or print name and title: **TREASURER**

Paid Preparer Use Only

Print/Type preparer's name: **CHRISTOPHER B. CONLEY** Preparer's signature: _____ Date: **05/12/14** Check if self-employed PTIN: _____

Firm's name: **GUILMARTIN, DIPIRO & SOKOLOWSKI, LLC** Firm's EIN: **06-0971998**

Firm's address: **505 MAIN ST MIDDLETOWN, CT 06457-2809** Phone no.: **860-347-5689**

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

1 Briefly describe the organization's mission:

VOCATIONAL TRAINING FOR THE DEVELOPMENTALLY DISABLED PERSONS.

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

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

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

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

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

4a (Code:) (Expenses \$ **8,776,413** including grants of \$) (Revenue \$ **9,303,743**)

MARRAKECH, INC. OPERATES VOCATIONAL TRAINING PROGRAMS FOR DEVELOPMENTALLY DISABLED PERSONS.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

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

4e Total program service expenses **u 8,776,413**

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4	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? If "Yes," complete Schedule C, Part II		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1a	78		
1b	0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	1299		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: u See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	15	
b	Enter the number of voting members included in line 1a, above, who are independent	15	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **u CT**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **u JEFFREY ANDRUS 6 LUNAR DRIVE**

WOODBIDGE CT 06525 203-389-2970

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) STEVEN P. SHWARTZ	1.00									
CHAIRMAN	1.00	X		X			0	0	0	
(2) DR. GARY S. RAPPAPORT	1.00									
SECRETARY	1.00	X		X			0	0	0	
(3) SUZANNE LETSO	1.00									
VICE CHAIRMAN	1.00	X		X			0	0	0	
(4) SHEILA MASTERSON	1.00									
TREASURER	1.00	X		X			0	0	0	
(5) DIANNE YOUNG TURNER	1.00									
DIRECTOR	1.00	X					0	0	0	
(6) MOSHE SIEV, MD	1.00									
DIRECTOR	1.00	X					0	0	0	
(7) LISA MELILLO	1.00									
DIRECTOR	1.00	X					0	0	0	
(8) DR. JENNIFER D. BOTWICK, ND	1.00									
DIRECTOR	1.00	X					0	0	0	
(9) JEFF EUBEN	1.00									
DIRECTOR	1.00	X					0	0	0	
(10) RUTH WERTH	1.00									
DIRECTOR	1.00	X					0	0	0	
(11) LOUIS J. CELENTANO	1.00									
DIRECTOR	1.00	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) MARK ROBINSON DIRECTOR	1.00 1.00	X						0	0	0
(13) EVELYN STREATER-FRIZZLE DIRECTOR	1.00 1.00	X						0	0	0
(14) JENNIFER LAVIANO ESQ DIRECTOR	1.00 1.00	X						0	0	0
(15) LISA C. DIGGS DIRECTOR	1.00 1.00	X						0	0	0
(16) FRANCIS MCCARTHY CEO	15.00 35.00			X				0	219,845	31,901
(17) HEATHER LATORRA COO	15.00 35.00			X				0	133,130	24,716
(18) JEFFREY ANDRUS CFO	15.00 35.00			X				0	125,912	24,644
(19)										
1b Sub-total									478,887	81,261
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)									478,887	81,261

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 **u 0**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DDN CONSULTING SERVICES LLC NORTH HAVEN CT 06473	36 STATE ST., SUITE 7 STAFFING-NURSES	676,456
LH BRENNER NEW HAVEN CT 06515	1412 WHALLEY AVE. CONSTRUCTION	512,082
FELTHAM CARPENTRY CLINTON CT 06413	43 JEFFERSON CIRCLE CARPENTRY	212,026
DIFAZIO SERVICES LLC NEW HAVEN CT 06513	813 QUINNIPIAC AVE. CONSTRUCTION	175,429
GUILMARTIN, DIPIRO & SOKOLOWSKI MIDDLETOWN CT 06457	505 MAIN STREET AUDIT & ACCOUNT	122,675

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **u 7**

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	49,533				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	83,118				
	g Noncash contributions included in lines 1a-1f: \$		49,533				
	h Total. Add lines 1a-1f	u	132,651				
	Program Service Revenue		Busn. Code				
2a MANAGEMENT FEE		561000	2,571,857	2,571,857			
b REHAB/TRAINING/HUMAN SERV		624100	1,796,733	1,796,733			
c RENTAL		623000	1,755,339	1,755,339			
d DSS		623000	1,328,570	1,328,570			
e DCF WORK/LEARN		624310	1,012,809	1,012,809			
f All other program service revenue		624100	838,435	838,435			
g Total. Add lines 2a-2f		u	9,303,743				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	u	196,737	195,980		757	
	4 Income from investment of tax-exempt bond proceeds	u					
	5 Royalties	u					
	6a Gross rents	(i) Real	46,448				
		(ii) Personal					
	b Less: rental exps.		47,305				
	c Rental inc. or (loss)		-857				
	d Net rental income or (loss)	u		-857		-857	
	7a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
	b Less: cost or other basis & sales exps.						
	c Gain or (loss)						
	d Net gain or (loss)	u					
	8a Gross income from fundraising events (not including \$ 49,533 of contributions reported on line 1c). See Part IV, line 18	a	113,403				
		b Less: direct expenses		49,533			
c Net income or (loss) from fundraising events		u		63,870			
9a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities	u					
10a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold						
	c Net income or (loss) from sales of inventory	u					
Miscellaneous Revenue		Busn. Code					
11a GAIN OF DISPOSITION OF ASSETS			401		401		
b							
c							
d All other revenue							
e Total. Add lines 11a-11d	u		401				
12 Total revenue. See instructions.	u		9,696,545	9,499,723	-857	1,158	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,437,149	4,238,171	198,978	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	629,801	598,395	31,406	
10 Payroll taxes	347,331	331,912	15,419	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	318,248	295,819	22,429	
12 Advertising and promotion				
13 Office expenses	51,120	46,848	4,272	
14 Information technology				
15 Royalties				
16 Occupancy	789,177	761,691	27,486	
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	386,642	383,067	3,575	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	583,672	577,270	6,402	
23 Insurance	112,809	109,314	3,495	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MAINTENANCE & REPAIRS	471,606	467,571	4,035	
b TRANSPORTATION	339,716	326,782	12,934	
c TELECOMMUNICATIONS	132,288	128,616	3,672	
d DATA PROCESSING EXPENSE	127,942	112,130	15,812	
e All other expenses	490,016	398,827	20,510	70,679
25 Total functional expenses. Add lines 1 through 24e	9,217,517	8,776,413	370,425	70,679
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest bearing	1,108,487	1	1,541,425
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	50,801	4	661,118
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	471,687	9	259,678
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 18,869,294		
	b	Less: accumulated depreciation	10b 5,839,757	10c	13,029,537
	11	Investments—publicly traded securities		11	
	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	3,518,707	15	3,540,372
16	Total assets. Add lines 1 through 15 (must equal line 34)	18,473,150	16	19,032,130	
Liabilities	17	Accounts payable and accrued expenses	1,783,874	17	1,954,043
	18	Grants payable		18	
	19	Deferred revenue	452,384	19	420,705
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	10,575,563	23	10,729,847
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	705,703	25	492,881
	26	Total liabilities. Add lines 17 through 25	13,517,524	26	13,597,476
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	4,495,459	27	4,977,421
	28	Temporarily restricted net assets	460,167	28	457,233
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	4,955,626	33	5,434,654	
34	Total liabilities and net assets/fund balances	18,473,150	34	19,032,130	

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	9,696,545
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,217,517
3	Revenue less expenses. Subtract line 2 from line 1	3	479,028
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,955,626
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,434,654

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization

MARRAKECH, INC.

Employer identification number

23-7148533

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 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?

Table with 2 columns: Yes, No. Rows: 11g(i), 11g(ii), 11g(iii)

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

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of monetary support. Includes rows (A) through (E) and a Total row.

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) u	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	135,024	120,012	768,393	129,914	132,651	1,285,994
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	135,024	120,012	768,393	129,914	132,651	1,285,994
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						1,285,994

Section B. Total Support

Calendar year (or fiscal year beginning in) u	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	135,024	120,012	768,393	129,914	132,651	1,285,994
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,757	2,315	2,403	77	757	12,309
9 Net income from unrelated business activities, whether or not the business is regularly carried on				5,450		5,450
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)				2,137	401	2,538
11 Total support. Add lines 7 through 10						1,306,291

12 Gross receipts from related activities, etc. (see instructions) **12** 9,613,126

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	98.45 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	97.76 %

16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

Part IV **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).

PART II, LINE 10 - OTHER INCOME DETAIL

OTHER INCOME **\$ 2,137**

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

MARRAKECH, INC.

Employer identification number

23-7148533

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 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement and grant fund usage.

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose of conservation easements, total number of easements, acreage restricted, and questions about monitoring and reporting.

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.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include questions about reporting works of art, historical treasures, or other similar assets.

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

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

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

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

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

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

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

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

- c** Beginning balance
- d** Additions during the year
- e** Distributions during the year
- f** Ending balance

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII Yes No

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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a** Board designated or quasi-endowment **u**
- b** Permanent endowment **u**
- c** Temporarily restricted endowment **u**

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i)** unrelated organizations
- (ii)** related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		17,247,378	4,498,013	12,749,365
c Leasehold improvements				
d Equipment		1,486,836	1,341,744	145,092
e Other		135,080		135,080

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) **u** **13,029,537**

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	u	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)	u	

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

(a) Description	(b) Book value
(1) DUE FROM 501(C)(3) AFFILIATE	3,520,023
(2) DEPOSITS	15,299
(3) DEFERRED EXPENSES	5,050
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	u 3,540,372

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

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) INTEREST RATE SWAPS	325,750	
(3) DUE TO GRANTORS	146,674	
(4) SECURITY DEPOSITS	20,457	
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	u 492,881	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

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

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

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

Part XIII Supplemental Information

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

PART X - FIN 48 FOOTNOTE

THE AGENCIES HAVE RECEIVED EXEMPTION FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE AGENCIES HAVE ALSO BEEN CLASSIFIED AS ENTITIES THAT ARE NOT PRIVATE FOUNDATIONS WITHIN THE MEANING OF SECTION 509(A) AND QUALIFY FOR DEDUCTIBLE CONTRIBUTIONS AS PROVIDED IN SECTION 170(B)(1)(A)(VI).

MANAGEMENT HAS REVIEWED THE AGENCIES REPORTING AND BELIEVE THAT NO TAX POSITIONS HAVE BEEN TAKEN THAT ARE MORE LIKELY THAN NOT TO BE DETERMINED TO BE INCORRECT BY THE INTERNAL REVENUE SERVICE AND THEREFORE NO ADJUSTMENTS OR DISCLOSURES ARE REQUIRED.

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

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

MARRAKECH, INC.

Employer identification number

23-7148533

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total							

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

.....

.....

.....

.....

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>GALA</u> (event type)	<u>FOUNDERS AWARDS</u> (event type)	<u>NONE</u> (total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	140,642	22,294	162,936
	2	Less: Contributions	49,533		49,533
	3	Gross income (line 1 minus line 2)	91,109	22,294	113,403
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	49,533		49,533
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
11	Net income summary. Combine line 3, column (d), and line 10				63,870

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			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				
8	Net gaming income summary. Combine line 1, column d, and line 7				

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

b If "No," explain: _____

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

b If "Yes," explain: _____

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Compensation Information

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

u Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

u Attach to Form 990. u See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

MARRAKECH, INC.

Employer identification number

23-7148533

Part I Questions Regarding Compensation

	Yes	No								
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<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 indemnification 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)		
<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 indemnification 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)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>										
<p>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?</p>										
<p>3 Indicate which, if any, of the following the filing organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.</p>										
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5–9.</p> <p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>										
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>										
<p>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</p>										
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>										
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>										

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

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)–(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 FRANCIS MCCARTHY CEO	(i)	0	0	0	0	0	0	0
	(ii)	219,845	0	0	9,638	22,263	251,746	0
2 HEATHER LATORRA COO	(i)	0	0	0	0	0	0	0
	(ii)	133,130	0	0	2,453	22,263	157,846	0
3 JEFFREY ANDRUS CFO	(i)	0	0	0	0	0	0	0
	(ii)	125,912	0	0	2,381	22,263	150,556	0
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 3 - RELATED ORG METHODS USED FOR COMPENSATION EXPLANATION

ALL OFFICER'S SALARIES ARE PAID BY A RELATED ORGANIZATION. THE RELATED ORGANIZATION'S BOARD OF DIRECTORS REVIEWS OTHER 990'S OF COMPARABLE SIZE ORGANIZATIONS ALONG WITH SALARY SURVEYS TO DETERMINE THE SALARY FOR TOP OFFICIALS.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

**Open To Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization

MARRAKECH, INC.

Employer identification number

23-7148533

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other u (AUCTION ITEMS)	X	103	49,533	FMV
26 Other u ()				
27 Other u ()				
28 Other u ()				

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

- 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II.
- 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II.
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31		X
32a		X

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

u Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

MARRAKECH, INC.

Employer identification number

23-7148533

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990
EACH MEMBER OF THE BOARD RECEIVES A COPY OF THE 990 FOR REVIEW BEFORE
FILING.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY
MEMBERS OF THE BOARD FILL OUT A CONFLICT OF INTEREST STATEMENT ANNUALLY.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
THE BOARD OF DIRECTORS REVIEWS OTHER 990S OF COMPARABLE SIZE ORGANIZATIONS
AND SALARY SURVEYS TO DETERMINE THE SALARY FOR THE EXECUTIVE DIRECTOR. THE
EXECUTIVE DIRECTOR, FINANCE DIRECTOR, AND ANY OTHER TOP OFFICIAL'S SALARY
IS PAID THROUGH MARRAKECH HOUSING OPTIONS, INC.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
THE SENIOR DIRECTOR OF ADMINISTRATION AND EXECUTIVE DIRECTOR DETERMINE THE
SALARIES OF OFFICERS AND KEY EMPLOYEES.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
ALL GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST WITHIN A REASONABLE
AMOUNT OF TIME.

FORM 990, PART XI, LINE 9 - RECONCILIATION OF CHANGES - OTHER

NET ASSETS RELEASED FROM RESTRICTION \$ 18,271

NET ASSETS RELEASED FROM RESTRICTION \$ -18,271

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

MARRAKECH, INC.**Related Organizations and Unrelated Partnerships**

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

▶ Attach to Form 990.

▶ See separate instructions.

OMB No. 1545-0047

2012**Open to Public
Inspection**

Employer identification number

23-7148533**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) MARRAKECH HOUSING OPTIONS, INC. 6 LUNAR DRIVE WOODBRIDGE CT 06525 06-1319874	PROG DISAB	CT	501C3	7	MARRAKECH	X	
(2) MARRAKECH DAY SERVICES, INC. 6 LUNAR DRIVE WOODBRIDGE CT 06525 06-1319875	DAY PROG	CT	501C3	7	MARRAKECH	X	
(3) MARRAKECH RESIDENTIAL SERVICES, INC 6 LUNAR DRIVE WOODBRIDGE CT 06525 06-1319876	RES PROG	CT	501C3	7	MARRAKECH	X	
(4) WHALLEY HOUSING SERVICE INC. 6 LUNAR DRIVE WOODBRIDGE CT 06525 06-1459786	AFFORD HOU	CT	501C3	9	MARRAKECH	X	
(5) WHALLEY HOUSING SERVICES II, INC. 6 LUNAR DRIVE WOODBRIDGE CT 06525 90-0107214	AFFORD HOU	CT	501C3	9	MARRAKECH	X	

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

Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate alloc.?		(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	
(1)												
(2)												
(3)												
(4)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									

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

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

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	MARRAKECH HOUSING OPTIONS, INC.	Q	1,744,143	BOOK
(2)	MARRAKECH RESIDENTIAL SERV, INC.	Q	520,791	BOOK
(3)	MARRAKECH DAY SERVICES, INC.	Q	306,953	BOOK
(4)	WHALLEY HOUSING SERVICES II, INC.	Q	5,177	BOOK
(5)	WHALLEY HOUSING SERVICES, INC.	Q	3,385	BOOK
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													

Forms 990 / 990-PF	Mortgages and Other Notes Payable	2012
For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13		
Name MARRAKECH, INC.	Employer Identification Number 23-7148533	

FORM 990, PART X, LINE 23 - ADDITIONAL INFORMATION

Name of lender	Relationship to disqualified person
(1) CITIZENS BANK	NONE
(2) CCO MORTGAGE CORP	NONE
(3) CCO MORTGAGE CORP	NONE
(4) CCO MORTGAGE CORP	NONE
(5) CCO MORTGAGE CORP	NONE
(6) CCO MORTGAGE CORP	NONE
(7) CCO MORTGAGE CORP	NONE
(8) CONNECTICUT HOUSING FINANCE AUTHORIT	NONE
(9) CCO MORTGAGE CORP	NONE
(10) CCO MORTGAGE CORP	NONE

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)		09/01/10	MONTHLY	6.500
(2)		09/01/31	MONTHLY	6.500
(3)		08/01/30	MONTHLY	8.250
(4)		07/01/30	MONTHLY	8.250
(5)		05/01/18	MONTHLY	4.250
(6)		03/01/36	MONTHLY	5.500
(7)		05/01/36	MONTHLY	5.625
(8)		10/01/30	MONTHLY	6.630
(9)		08/01/36	MONTHLY	5.875
(10)		11/01/36	MONTHLY	5.625

Security provided by borrower	Purpose of loan
(1) PROPERTY	MORTGAGE
(2) PROPERTY-LUNAR	MORTGAGE
(3) PROPERTY-WHALLEY	MORTGAGE
(4) PROPERTY-ORANGE CREST	MORTGAGE
(5) PROPERTY-SHERMAN	MORTGAGE
(6) PROPERTY-DURHAM	MORTGAGE
(7) PROPERTY-ROBBINS	MORTGAGE
(8) PROPERTY-HURD	MORTGAGE
(9) PROPERTY-TALMADGE	MORTGAGE
(10) PROPERTY-GILBERT	MORTGAGE

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	216,433	197,040
(2)	63,499	61,773
(3)	38,058	37,105
(4)	30,384	29,617
(5)	55,881	47,256
(6)	224,558	219,804
(7)	181,139	177,416
(8)	220,536	214,151
(9)	369,952	362,753
(10)	300,322	294,375
Totals	1,700,762	1,641,290

Forms 990 / 990-PF	Mortgages and Other Notes Payable	2012
For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13		
Name MARRAKECH, INC.	Employer Identification Number 23-7148533	

FORM 990, PART X, LINE 23 - ADDITIONAL INFORMATION

Name of lender	Relationship to disqualified person
(1) CCO MORTGAGE CORP	NONE
(2) CONNECTICUT HOUSING FINANCE AUTHORIT	NONE
(3) CONNECTICUT HOUSING FINANCE AUTHORIT	NONE
(4) CONNECTICUT HOUSING FINANCE AUTHORIT	NONE
(5) CONNECTICUT HOUSING FINANCE AUTHORIT	NONE
(6) WACHOVIA BANK	NONE
(7) WACHOVIA BANK	NONE
(8) WACHOVIA BANK	NONE
(9) WACHOVIA BANK	NONE
(10) CT DEPT OF DEVELOPMENTAL SERVICES	NONE

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)		06/01/37	MONTHLY	5.625
(2)		10/01/30	MONTHLY	6.630
(3)		01/01/33	MONTHLY	5.750
(4)		09/01/26	MONTHLY	7.340
(5)		08/01/27	MONTHLY	6.930
(6)		10/01/16	MONTHLY	6.660
(7)		06/01/18	MONTHLY	6.250
(8)		10/01/21	MONTHLY	7.150
(9)		08/01/19	MONTHLY	7.250
(10)		03/01/18	MONTHLY	6.000

Security provided by borrower	Purpose of loan
(1) PROPERTY-KREGER	MORTGAGE
(2) PROPERTY	MORTGAGE
(3) PROPERTY-ANTON	MORTGAGE
(4) PROPERTY-VICTOR HILL	MORTGAGE
(5) PROPERTY-LAKE	MORTGAGE
(6)	MORTGAGE
(7) PROPERTY-MIGEON AVE	MORTGAGE
(8) PROPERTY-ISLAND LANE	MORTGAGE
(9) PROPERTY-WHALLEY	MORTGAGE
(10) PROPERTY-RAMSDALL	MORTGAGE

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	307,928	302,097
(2)	221,322	214,914
(3)	350,640	341,470
(4)	213,568	204,744
(5)	263,340	253,175
(6)	88,533	69,964
(7)	73,363	62,808
(8)	889,744	820,498
(9)	77,346	69,064
(10)	63,673	53,831
Totals	2,549,457	2,392,565

Forms 990 / 990-PF	Mortgages and Other Notes Payable	2012
For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13		

Name MARRAKECH, INC.	Employer Identification Number 23-7148533
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FORM 990, PART X, LINE 23 - ADDITIONAL INFORMATION

Name of lender	Relationship to disqualified person
(1) CT DEPT OF DEVELOPMENTAL SERVICES	NONE
(2) TD BANKNORTH	NONE
(3) COMMUNITY CAPITAL FUND	NONE
(4) CT DEPT OF DEVELOPMENTAL SERVICES	NONE
(5) TOYOTA CREDIT CORP	NONE
(6) CITIZENS BANK	NONE
(7) CT DEPT OF DEVELOPMENTAL SERVICES	NONE
(8) NEW ALLIANCE BANK	NONE
(9) CCO MORTGAGE	NONE
(10) CITIZENS BANK	NONE

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)		06/01/19	MONTHLY	6.000
(2)		12/01/16	MONTHLY	7.000
(3)	250,000	01/01/18	MONTHLY	3.000
(4)		10/01/18	MONTHLY	6.000
(5)	25,979	03/01/13	MONTHLY	6.960
(6)		02/28/09	MONTHLY	9.250
(7)		07/01/38	MONTHLY P&I	6.000
(8)		08/01/14	MONTHLY P&I	7.250
(9)	1,884,500	10/01/40	MONTHLY P&I	4.130
(10)	1,700,000	01/01/21	MONTHLY P&I	6.880

Security provided by borrower	Purpose of loan
(1) PROPERTY-OSBORN	MORTGAGE
(2) PROPERTY-EAST MAIN	MORTGAGE
(3) PROPERTY	MORTGAGE
(4)	VARIOUS REVOLVING LOANS
(5) VEHICLE	PURCHASE VEHICLE
(6)	LINE OF CREDIT
(7) BUILDING & PROPERTY-KREGER	MORTGAGE
(8) SPECIFIED CORPORATE ASSETS	
(9) PROPERTY	PURCHASE PROPERTY
(10) PROPERTY	BUILD OUT ON PROPERTY

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	113,341	99,669
(2)	408,591	398,758
(3)	226,433	220,496
(4)	28,087	16,240
(5)	4,497	
(6)	886,473	1,676,484
(7)	227,394	223,647
(8)	160,756	87,009
(9)	178,849	175,432
(10)	1,513,219	1,377,642
Totals	3,747,640	4,275,377

Forms
990 / 990-PF**Mortgages and Other Notes Payable****2012**For calendar year 2012, or tax year beginning **07/01/12**, and ending **06/30/13**

Name

Employer Identification Number

MARRAKECH, INC.**23-7148533****FORM 990, PART X, LINE 23 - ADDITIONAL INFORMATION**

Name of lender	Relationship to disqualified person
(1) CITIZENS BANK	NONE
(2) LAKELAND BANK	NONE
(3) START BANK	NONE
(4) CITIZENS BANK	NONE
(5) CITIZENS BANK	NONE
(6) NEW ALLIANCE	NONE
(7) COMMUNITY CAPITAL FUND	NONE
(8) START BANK	NONE
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 1,000,000		01/01/21	MONTHLY P&I	7.170
(2) 35,642		04/20/14	MONTHLY P&I	10.820
(3) 48,500		10/01/12		5.250
(4) 672,000		12/22/21	MONTHLY P&I	2.240
(5) 200,000		12/22/21	MONTHLY P&I	2.240
(6) 615,000		03/14/16	MONTHLY P&I	4.250
(7) 120,000		01/01/18	MONTHLY P&I	6.000
(8) 133,500		02/22/18	MONTHLY P&I	5.250
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1) PROPERTY	BUILD OUT ON PROPERTY
(2) VEHICLE	PURCHASE VEHICLE
(3) LINE OF CREDIT	
(4) PROPERTY	MORTGAGE
(5) PROPERTY	MORTGAGE
(6) PROPERTY	MORTGAGE
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	964,310	938,932
(2)	23,131	11,286
(3)	48,500	
(4)	661,313	639,376
(5)	197,390	192,797
(6)	567,606	421,506
(7)	115,454	106,141
(8)		110,577
(9)		
(10)		
Totals	2,577,704	2,420,615

711 MARRAKECH, INC.

23-7148533

FYE: 6/30/2013

Federal Statements

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>Acquired after 6/30/75</u>	<u>US Obs (\$ or %)</u>
INTEREST INCOME	\$ 757		14			
TOTAL	<u>\$ 757</u>					

711 MARRAKECH, INC.

23-7148533

FYE: 6/30/2013

Federal Statements**Form 990, Part IX, Line 11g - Other Fees for Service (Non-employee)**

Description	Total Expenses	Program Service	Management & General	Fund Raising
CONSULTANTS	\$ 318,248	\$ 295,819	\$ 22,429	\$
TOTAL	\$ 318,248	\$ 295,819	\$ 22,429	\$ 0

Form 990, Part IX, Line 24e - All Other Expenses

Description	Total Expenses	Program Service	Management & General	Fund Raising
PROPERTY TAXES	\$ 94,074	\$ 93,988	\$ 86	\$
BUILDING FUND EXPENSE	70,679			70,679
PROGRAM EXPENSE	55,707	55,581	126	
ADVERTISING, RECRUITING	53,532	46,964	6,568	
BANK CHARGES	39,062	34,442	4,620	
TRAINING/TRAVEL	36,242	33,004	3,238	
PROGRAM SUPPLIES	33,832	33,803	29	
FOOD SUPPLIES & HOUSEHOLD	23,046	22,731	315	
DUES, FEES & LICENSES	18,254	16,322	1,932	
RECREATIONAL SUPPLIES	17,837	17,837		
POSTAGE	12,668	11,213	1,455	
BAD DEBT	8,000	8,000		
SMALL FURNITURE & EQUIPME	7,253	6,972	281	
MEDICAL SUPPLIES	5,779	5,379	400	
PUBLIC RELATIONS	5,053	4,417	636	
MISCELLANEOUS	4,955	4,640	315	
PRINTING	4,043	3,534	509	
TOTAL	\$ 490,016	\$ 398,827	\$ 20,510	\$ 70,679

711 MARRAKECH, INC.
23-7148533
FYE: 6/30/2013

Federal Statements

Schedule A, Part II, Line 1(e)

<u>Description</u>	<u>Amount</u>
PUBLIC CONTRIBUTIONS GALA	\$ 83,118
VARIOUS NONCASH	49,533
TOTAL	\$ <u>132,651</u>

Schedule A, Part II, Line 8(e)

<u>Description</u>	<u>Amount</u>
INTEREST INCOME	\$ 757
TOTAL	\$ <u>757</u>

Schedule A, Part II, Line 9(e)

<u>Description</u>	<u>Amount</u>
RENTAL PROPERTY	\$ -671
LESS: DEDUCTIONS	-1,000
TOTAL	\$ <u>-1,671</u>

Schedule A, Part II, Line 10(e)

<u>Description</u>	<u>Amount</u>
GAIN OF DISPOSITION OF ASSETS	\$ 401
TOTAL	\$ <u>401</u>

711 MARRAKECH, INC.

23-7148533

FYE: 6/30/2013

Federal Statements

Schedule A, Part II, Line 12

Description	Amount
MANAGEMENT FEE	\$ 2,571,857
MAINTENANCE FEE	390,462
RENTAL	1,755,339
SUPPORTED EMPLOYMENT	418,859
DCF WORK/LEARN	1,012,809
DSS	1,328,570
REHAB/TRAINING/HUMAN SERV	1,796,733
FAIR VALUE OF INT RATE SWAPS	195,980
VILLAGE CAFE	29,114
GALA	91,109
FOUNDERS AWARDS DINNER	22,294
TOTAL	\$ <u>9,613,126</u>

Filing Instructions

MARRAKECH, INC.

Connecticut Charitable Organization Registration Application

Taxable Year Ended June 30, 2013

Date Due: June 2, 2014

Remittance: The filing fee for the tax year ended 6/30/13 is \$50. Include a check payable to the Treasurer, State of Connecticut and write "Connecticut Charities Registration Number 9194, for the year ended 6/30/13" on the check.

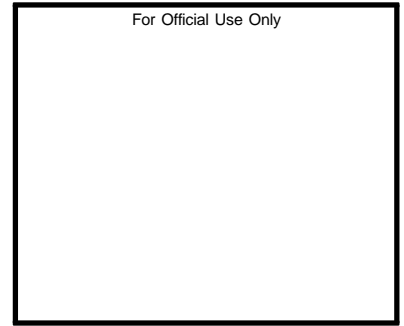
Mail To: Public Charities
Department of Consumer Protection
165 Capitol Avenue
Hartford, CT 06106-1630

Signature: Form Charitable Organization Registration must be signed and dated by two officers of the organization, one of whom must be the chief fiscal officer.

Other: Initial and date the copy of the return, and retain it for your records.

**STATE OF CONNECTICUT
DEPARTMENT OF CONSUMER PROTECTION**

Public Charities
165 Capitol Avenue
Hartford, CT 06106
Email: dcp.publiccharities@ct.gov
Web site: www.ct.gov/dcp



Charitable Organization Renewal Notice

- n The Charitable Organization Registration number you wish to renew must be entered on this form.
- n **Attach the IRS Form 990, 990EZ or 990PF for your most recently completed year end.**
- n An Audit Report for your most recently completed year end if 990 reported more than \$500,000 in gross revenue.
- n A fee of **\$50.00** must accompany this notice. Checks should be made payable to "Treasurer, State of Connecticut." Add an additional \$25.00 for each month the renewal notice is received after the expiration date.
- n Return this signed renewal notice and applicable attachments with the fee to the above address.

Registration Number

Charitable Organization Registration Number to be Renewed	Expiration Date of Registration
9194	06/02/14

Organization Information

Name of Charitable Organization			
MARRAKECH, INC.			
Street Address		City	State Zip Code
6 LUNAR DRIVE		WOODBIDGE	CT 06525
FEIN	Fiscal Year End	Email Address	
23-7148533	06/30/13	LSTEWART@MARRAKECHINC.ORG	
Mailing Address (if different than above)			
Name			
Street Address		City	State Zip Code

Certification

Two persons authorized by the organization must sign this renewal notice. By signing this renewal notice, the two authorized officers of the organization certify that the statements and documentation are true and correct to the best of their knowledge.		
Signature	<u>SHEILA MASTERSON</u> Printed Name	<u>05/12/14</u> Date
Signature	_____ Printed Name	_____ Date

Extension of Time to File

If any part of the application requirements shown above will not be available by the due date, you must request an extension of your current registration before the expiration date. Email your request to dcp.publiccharitiesextensions@ct.gov . All extension requests must include the Name of the Organization, Connecticut Charities Registration Number, your FEIN and the reason for the request. No fee is required. Mailed or Faxed extensions will not be granted.
