

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

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

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2017 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization GOODWILL INDUSTRIES INTERNATIONAL, INC.		D Employer identification number 53-0196517
	Doing business as		E Telephone number 301-530-6500
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 15810 INDIANOLA DRIVE	G Gross receipts \$ 74,010,508.	
	City or town, state or province, country, and ZIP or foreign postal code ROCKVILLE, MD 20855-2639		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer: JAMES D. GIBBONS SAME AS C ABOVE		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
J Website: ▶ WWW.GOODWILL.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1910 M State of legal domicile: MA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	32
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	32
	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	160
	6 Total number of volunteers (estimate if necessary)	6	39
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	18,253.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-16,179.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 18,478,914.	Current Year 34,573,611.
	9 Program service revenue (Part VIII, line 2g)	23,948,466.	23,256,391.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	143,589.	212,352.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-38,189.	3,598.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	42,532,780.	58,045,952.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	16,634,208.	26,934,069.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	17,865,726.	17,573,499.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 460,233.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,454,708.	10,317,066.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	44,954,642.	54,824,634.
19 Revenue less expenses. Subtract line 18 from line 12	-2,421,862.	3,221,318.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 29,242,540.	End of Year 34,308,012.
	21 Total liabilities (Part X, line 26)	8,294,946.	9,568,105.
	22 Net assets or fund balances. Subtract line 21 from line 20	20,947,594.	24,739,907.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer 	Date 4/24/2018			
	JAMES D. GIBBONS, PRESIDENT AND CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name R MICHAEL SORRELLS	Preparer's signature 	Date 4/19/2018	Check if self-employed <input type="checkbox"/>	PTIN P00001737
	Firm's name ▶ TATE AND TRYON	Firm's address ▶ 2021 L STREET, NW SUITE 400 WASHINGTON, DC 20036		Firm's EIN ▶ 52-1855942	Phone no. (202) 293-2200

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
GOODWILL WORKS TO ENHANCE THE DIGNITY AND QUALITY OF LIFE OF INDIVIDUALS AND FAMILIES BY STRENGTHENING COMMUNITIES, ELIMINATING BARRIERS TO OPPORTUNITY, AND HELPING PEOPLE IN NEED REACH THEIR FULL POTENTIAL THROUGH LEARNING AND THE POWER OF WORK.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No
If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 30,053,264. including grants of \$ 26,288,985.) (Revenue \$)
GOODWILL INDUSTRIES INTERNATIONAL, INC. (GII), RECEIVES GRANTS FROM THE DEPARTMENT OF LABOR, DEPARTMENT OF JUSTICE AND NUMEROUS PRIVATE AND/OR CORPORATE FOUNDATIONS. GII SUBGRANTS MOST OF THESE FUNDS TO AUTONOMOUS LOCAL GOODWILL ORGANIZATIONS TO USE IN THEIR COMMUNITIES.

FEDERAL:

U.S. DEPARTMENT OF LABOR: FOR JULY 2016 THROUGH JUNE 2017, GII WAS AWARDED \$11 MILLION FOR THE SENIOR COMMUNITY SERVICE EMPLOYMENT PROGRAM (SCSEP) TO PROVIDE LOW-INCOME SENIORS WITH JOB TRAINING VIA PLACEMENT IN PAID COMMUNITY SERVICE POSITIONS WITH THE GOAL OF ACHIEVING UNSUBSIDIZED EMPLOYMENT. FOR JULY 2016 THROUGH JUNE 2017, GII WAS AWARDED AN ADDITIONAL \$20 MILLION FOR THE SAME PURPOSE. TWENTY LOCAL

4b (Code:) (Expenses \$ 19,856,923. including grants of \$ 616,335.) (Revenue \$ 22,904,357.)
GOODWILL INDUSTRIES INTERNATIONAL, INC., IS AN ORGANIZATION MADE UP OF INDEPENDENT, COMMUNITY-BASED GOODWILL ORGANIZATIONS, AND PROVIDES SERVICES, EXPERTISE, AND PRODUCTS THAT SUPPORT THE LOCAL GOODWILL ORGANIZATIONS. EACH LOCAL GOODWILL ORGANIZATION IS AN AUTONOMOUS MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL, INC. THIS INDEPENDENCE AFFORDS LOCAL GOODWILL ORGANIZATIONS THE FLEXIBILITY TO RESPOND TO COMMUNITY NEEDS AND OPPORTUNITIES.

DIRECT SERVICES TO LOCAL GOODWILL MEMBERS INCLUDE:

- MISSION ADVANCEMENT, DONATED GOODS RETAIL AND CONTRACTS CONSULTATIONS
- LEARNING AND KNOWLEDGE TRANSFER OPPORTUNITIES FOR LOCAL GOODWILL STAFF

4c (Code:) (Expenses \$ 1,091,102. including grants of \$ 28,749.) (Revenue \$ 352,034.)
GOODWILL INDUSTRIES INTERNATIONAL, INC., FUNCTIONS AS A MEMBER ASSOCIATION COMPRISED OF A NETWORK OF INDEPENDENT, COMMUNITY-BASED GOODWILL ORGANIZATIONS, AND PROVIDES SERVICES, EXPERTISE, AND PRODUCTS THAT SUPPORT THE LOCAL GOODWILL ORGANIZATIONS. EACH LOCAL GOODWILL ORGANIZATION IS AN AUTONOMOUS MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL, INC. THIS INDEPENDENCE AFFORDS THE LOCAL GOODWILL ORGANIZATIONS THE FLEXIBILITY TO RESPOND TO COMMUNITY NEEDS AND OPPORTUNITIES.

SUPPORT SERVICES TO LOCAL GOODWILL ORGANIZATIONS INCLUDE:

- STRATEGIC SOURCING PROGRAMS
- GOVERNMENT RELATIONS

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

4e Total program service expenses 51,001,289.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		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? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>		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? <i>If "Yes," complete Schedule D, Part VIII</i>		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? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b <i>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</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1a	125		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1b	0		
c	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	160		
b	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," to line 3b, provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
d	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	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.	13a	
b	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	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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 or note to any line in this Part VI X

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 1a 32 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.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 32		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		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?	X	
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	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
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 ► AL, AK, AR, CA, CT, CO, FL, GA, HI, IL, KS, KY
- 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, address, and telephone number of the person who possesses the organization's books and records: ► JEFFREY MCCAWE - 301-530-6500
15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855-2639

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
KARLA GRAZIER	2.00									
CHAIR (VICE CHAIR THRU 6/30)	0.00	X		X			0.	0.	0.	
DALE JENKINS	2.00									
VICE CHAIR	0.00	X		X			0.	0.	0.	
CLARK BREKKE	2.00									
SECRETARY	0.00	X		X			0.	0.	0.	
JOAN MCCABE	2.00									
TREASURER	0.00	X		X			0.	0.	0.	
LARRY DEJARNETT	2.00									
IMMED PAST CHAIR (CHAIR THRU 6/30)	0.00	X		X			0.	0.	0.	
TONY BELL	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
RICH BORER	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
DEBIE COBLE	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
JOE GUITH	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
BRENDA GUMBS	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
EDGAR "NED" HELMS	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
JOANNE HILFERTY	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
SHAE JOHNS	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
RON JOHNSON	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
STEVE LUFBURROW	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
AMY LUTTRELL	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	
ROB MORTON	2.00									
BOARD MEMBER	0.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(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			
ANNE MYONG BOARD MEMBER	2.00 0.00	X						0.	0.	0.
AKHIL NIGAM BOARD MEMBER	2.00 0.00	X						0.	0.	0.
ETIENNE PATOUT BOARD MEMBER	2.00 0.00	X						0.	0.	0.
STEVE RODEN BOARD MEMBER	2.00 0.00	X						0.	0.	0.
BOB ROSINSKY BOARD MEMBER	2.00 0.00	X						0.	0.	0.
LISA RUSYNIAK BOARD MEMBER	2.00 0.00	X						0.	0.	0.
SAM SCHMITZ BOARD MEMBER	2.00 0.00	X						0.	0.	0.
MIKE SEKITS BOARD MEMBER	2.00 0.00	X						0.	0.	0.
FRED SHELFER, JR. BOARD MEMBER	2.00 0.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								2,237,387.	0.	449,865.
d Total (add lines 1b and 1c)								2,237,387.	0.	449,865.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3		X
4	X	
5		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

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

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
KEYRUS USA INC, 252 WEST 37TH ST., SUITE 1400, NEW YORK, NY 10018	DATA SERVICES	838,655.
THE ADVERTISING COUNCIL, 815 SECOND AVE. 9TH FLOOR, NEW YORK, NY 10017	CONSULTING SERVICES	814,723.
THE HOPE STREET GROUP 1325 G ST NW #542, WASHINGTON, DC 20005	CONSULTING SERVICES	806,500.
PROTIVITI, INC., 1751 PINNACLE DR., SUITE 1600, MCLEAN, VA 22102	CONSULTING SERVICES	391,686.
INTALYTICS, INC. 5 RESEARCH DRIVE, ANN ARBOR, MI 48103	DATA SERVICES	311,000.

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 **9**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2017)

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
LAURA SMITH BOARD MEMBER	2.00 0.00	X						0.	0.	0.
FRANK TALARICO, JR. BOARD MEMBER	2.00 0.00	X						0.	0.	0.
DEB TESTA BOARD MEMBER	2.00 0.00	X						0.	0.	0.
VICKIE VOLPANO BOARD MEMBER	2.00 0.00	X						0.	0.	0.
MATTHEW WADIAK BOARD MEMBER	2.00 0.00	X						0.	0.	0.
MICHAEL WIRTH-DAVIS BOARD MEMBER	2.00 0.00	X						0.	0.	0.
LORNA UTLEY BOARD MEMBER (THRU FEB 2017)	2.00 0.00	X						0.	0.	0.
JEFFREY VAN DOREN BOARD MEMBER (THRU JUNE 2017)	2.00 0.00	X						0.	0.	0.
LARRY ISHOL BOARD MEMBER (THRU JUNE 2017)	2.00 0.00	X						0.	0.	0.
BRIAN ITZKOWITZ BOARD MEMBER (THRU JUNE 2017)	2.00 0.00	X						0.	0.	0.
PHIL BOYCE BOARD MEMBER (THRU JUNE 2017)	2.00 2.00	X						0.	0.	0.
DIANA BURLEY BOARD MEMBER (THRU JUNE 2017)	2.00 0.00	X						0.	0.	0.
MICHELLE BELKNAP BOARD MEMBER (THRU JUNE 2017)	2.00 0.00	X						0.	0.	0.
JAMES GIBBONS CHIEF EXECUTIVE OFFICER	40.00 0.00			X				598,300.	0.	118,927.
JEFFREY MCCAWE CHIEF FINANCIAL OFFICER	38.00 2.00			X				245,797.	0.	63,394.
KIMBERLY ZIMMER CMO & SVP GLOBAL DEVELOPMENT	40.00 0.00				X			244,991.	0.	61,720.
WENDI COPELAND SVP STRATEGY & ADVANCEMENT	40.00 0.00				X			230,860.	0.	37,761.
JUDITH BRANZELLE CHIEF LEGAL OFFICER & GENERAL COUNSEL	40.00 0.00					X		226,627.	0.	34,296.
PAUL DOWNES VP IT & DATA ANALYTICS INITIATIVE	40.00 0.00					X		183,443.	0.	44,166.
DEBORAH BETSCH VP LEADERSHIP & LEARNING	40.00 0.00					X		172,719.	0.	44,015.
Total to Part VII, Section A, line 1c										

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BETH PERELL	40.00									
VP MEMBER RELATIONS	0.00				X		168,383.	0.	19,771.	
JENNIFER DAVIS	40.00									
VP MISSION ADVANCEMENT	0.00				X		166,267.	0.	25,815.	
Total to Part VII, Section A, line 1c							2,237,387.		449,865.	

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line 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 - 514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns						
	b	Membership dues						
	c	Fundraising events						
	d	Related organizations						
	e	Government grants (contributions)	25,241,764.					
	f	All other contributions, gifts, grants, and similar amounts not included above	9,331,847.					
	g	Noncash contributions included in lines 1a-1f: \$	47,684.					
	h	Total. Add lines 1a-1f	34,573,611.					
Program Service Revenue			Business Code					
	2 a	MEMBERSHIP DUES	900099	20,716,618.	20,716,618.			
	b	CONFERENCES, SEMINARS, AND LEARNI	900099	1,017,226.	998,359.	18,867.		
	c	OTHER PROGRAM SERVICES	900099	712,984.	712,984.			
	d	GOODTRAK	900099	393,556.	393,556.			
	e	STRATEGIC SOURCING CENTER	541900	352,034.	352,034.			
	f	All other program service revenue	900099	63,973.	63,973.			
g	Total. Add lines 2a-2f		23,256,391.					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		160,668.		160,668.		
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	286,892.				
			(ii) Personal					
			b	Less: rental expenses	297,080.			
			c	Rental income or (loss)	-10,188.			
	d	Net rental income or (loss)		-10,188.		-9,574.		
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	15,554,441.				
			(ii) Other	164,719.				
			b	Less: cost or other basis and sales expenses	15,502,396.	165,080.		
			c	Gain or (loss)	52,045.	-361.		
	d	Net gain or (loss)		51,684.		51,684.		
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less: direct expenses	b					
c	Net income or (loss) from fundraising events							
9 a	Gross income from gaming activities. See Part IV, line 19	a						
b	Less: direct expenses	b						
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	a						
b	Less: cost of goods sold	b						
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a	MISCELLANEOUS REVENUE	900099	13,786.			13,786.		
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		13,786.					
12	Total revenue. See instructions.		58,045,952.	23,237,524.	18,253.	216,564.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	26,890,159.	26,890,159.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	22,701.	22,701.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	21,209.	21,209.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,601,752.	1,390,121.	173,871.	37,760.
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	12,179,484.	10,545,830.	1,344,541.	289,113.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	907,496.	787,708.	97,505.	22,283.
9 Other employee benefits	1,916,660.	1,703,727.	173,414.	39,519.
10 Payroll taxes	968,107.	839,305.	105,455.	23,347.
11 Fees for services (non-employees):				
a Management				
b Legal	127,806.	86,190.	41,616.	
c Accounting	85,941.	39,989.	45,796.	156.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	38,837.		38,837.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,723,985.	3,552,408.	161,071.	10,506.
12 Advertising and promotion				
13 Office expenses	360,309.	284,434.	75,018.	857.
14 Information technology	275,706.	164,235.	111,471.	
15 Royalties				
16 Occupancy	1,643,401.	1,026,682.	611,324.	5,395.
17 Travel	740,708.	708,141.	27,031.	5,536.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,617,619.	1,410,088.	199,198.	8,333.
20 Interest	22,514.	10,196.	12,158.	160.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,191,721.	868,928.	320,299.	2,494.
23 Insurance				
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 PROFESSIONAL DUES	324,309.	309,246.	11,118.	3,945.
b SEMINAR & TRAINING	224,230.	200,114.	14,339.	9,777.
c EMPLOYEE RELATIONS	85,688.	54,962.	29,674.	1,052.
d PRINTING & PUBLICATIONS	85,118.	84,916.	202.	
e All other expenses	-230,826.		-230,826.	
25 Total functional expenses. Add lines 1 through 24e	54,824,634.	51,001,289.	3,363,112.	460,233.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1
	2	Savings and temporary cash investments	2,774,297.	2 2,493,444.
	3	Pledges and grants receivable, net	4,076,546.	3 5,571,443.
	4	Accounts receivable, net	1,012,096.	4 952,604.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6
	7	Notes and loans receivable, net		7
	8	Inventories for sale or use		8
	9	Prepaid expenses and deferred charges	611,516.	9 634,860.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 17,301,626.	
	b	Less: accumulated depreciation	10b 9,093,604.	10c 8,208,022.
	11	Investments - publicly traded securities	13,207,791.	11 16,337,069.
	12	Investments - other securities. See Part IV, line 11	54,500.	12 55,570.
	13	Investments - program-related. See Part IV, line 11		13
	14	Intangible assets	55,000.	14 55,000.
	15	Other assets. See Part IV, line 11	8,744.	15 0.
16	Total assets. Add lines 1 through 15 (must equal line 34)	29,242,540.	16 34,308,012.	
Liabilities	17	Accounts payable and accrued expenses	6,522,765.	17 9,094,024.
	18	Grants payable	77,228.	18 77,228.
	19	Deferred revenue	467,124.	19 374,970.
	20	Tax-exempt bond liabilities	1,205,946.	20 0.
	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		23
	24	Unsecured notes and loans payable to unrelated third parties		24
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	21,883.	25 21,883.
	26	Total liabilities. Add lines 17 through 25	8,294,946.	26 9,568,105.
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	15,294,402.	27 15,569,468.
	28	Temporarily restricted net assets	4,329,757.	28 7,755,824.
	29	Permanently restricted net assets	1,323,435.	29 1,414,615.
	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	20,947,594.	33 24,739,907.	
34	Total liabilities and net assets/fund balances	29,242,540.	34 34,308,012.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	58,045,952.
2	Total expenses (must equal Part IX, column (A), line 25)	2	54,824,634.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,221,318.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,947,594.
5	Net unrealized gains (losses) on investments	5	565,049.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	5,946.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,739,907.

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain 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
b 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	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? 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	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

Form 990 (2017)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

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

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

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

The organization is not a private foundation because it is: (For lines 1 through 12, 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 (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete **Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete **Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete **Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete **Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations _____

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	22891265.	18926875.	20658013.	18478914.	34573611.	115528678
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	22891265.	18926875.	20658013.	18478914.	34573611.	115528678
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)						17109889.
6 Public support. Subtract line 5 from line 4.						98418789.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4	22891265.	18926875.	20658013.	18478914.	34573611.	115528678
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	463,680.	462,161.	470,586.	469,910.	455,074.	2321411.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	189,693.	74,636.	45,176.	12,736.	13,786.	336,027.
11 Total support. Add lines 7 through 10						118186116
12 Gross receipts from related activities, etc. (see instructions)					12	117,343,558.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	83.27 %
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	81.28 %
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2017

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(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 VI.)						
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 2017 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2017.** 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 - 2016.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations *(continued)*

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. <i>Complete line 2 below.</i>			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. <i>Complete line 3 below.</i>			
c <input type="checkbox"/> The organization supported a governmental entity. <i>Describe in Part VI how you supported a government entity (see instructions).</i>			
2 Activities Test. Answer (a) and (b) below.			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>			
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>			

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

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

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

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount		(A) Prior Year	Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Schedule A (Form 990 or 990-EZ) 2017

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

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

MISCELLANEOUS INCOME

2013 AMOUNT: \$ 3,844.

2014 AMOUNT: \$ 1,042.

2015 AMOUNT: \$ 5,682.

2016 AMOUNT: \$ 12,736.

2017 AMOUNT: \$ 13,786.

BAD DEBT EXPENSE RECOVERY

2013 AMOUNT: \$ 185,849.

2014 AMOUNT: \$ 73,594.

2015 AMOUNT: \$ 39,494.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
- ▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts i and ii.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2017)**

Name of organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

Part I : **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 2,084,163.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 23,157,601.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 4,060,405.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 3,640,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization

Employer identification number

GOODWILL INDUSTRIES INTERNATIONAL, INC.

53-0196517

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) \$

Use duplicate copies of Part III if additional space is needed.

Form with columns: (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held, (e) Transfer of gift. Sub-sections include Transferee's name, address, and ZIP + 4, and Relationship of transferor to transferee.

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2017

Open to Public Inspection

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

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

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

Department of the Treasury Internal Revenue Service

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

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

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

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

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

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

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

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

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

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

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

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

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

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

Schedule C (Form 990 or 990-EZ) 2017

LHA

732041 11-09-17

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

- A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	120,195.													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	270,578.													
c	Total lobbying expenditures (add lines 1a and 1b)	390,773.													
d	Other exempt purpose expenditures	54,600,921.													
e	Total exempt purpose expenditures (add lines 1c and 1d)	54,991,694.													
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g	Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h	Subtract line 1g from line 1a. If zero or less, enter -0-	0.													
i	Subtract line 1f from line 1c. If zero or less, enter -0-	0.													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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

Lobbying Expenditures During 4-Year Averaging Period						
Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) Total	
2a	Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b	Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c	Total lobbying expenditures	315,167.	364,715.	312,109.	390,773.	1,382,764.
d	Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e	Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f	Grassroots lobbying expenditures	116,122.	124,214.	131,675.	120,195.	492,206.

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

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

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

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

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

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 8033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of a historically important land area, Preservation of a certified historic structure. 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. Table: Held at the End of the Tax Year. 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register. 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? (Yes/No). 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year. 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year. 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? (Yes/No). 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenue included on Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included on Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,672,970.	1,605,145.	1,620,857.	1,559,230.	1,451,133.
b Contributions					
c Net investment earnings, gains, and losses	146,373.	77,488.	-6,154.	70,707.	116,714.
d Grants or scholarships					
e Other expenditures for facilities and programs	8,514.	9,663.	9,558.	9,080.	8,617.
f Administrative expenses					
g End of year balance	1,810,829.	1,672,970.	1,605,145.	1,620,857.	1,559,230.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment 78.12 %
 - c Temporarily restricted endowment 21.88 %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|-----|----|
| (i) unrelated organizations | | X |
| (ii) related organizations | | X |
- b If "Yes" on line 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.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,500,000.		1,500,000.
b Buildings		7,764,527.	3,776,817.	3,987,710.
c Leasehold improvements		626,669.	315,028.	311,641.
d Equipment		6,107,783.	4,816,245.	1,291,538.
e Other		1,302,647.	185,514.	1,117,133.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				8,208,022.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SECURITY DEPOSIT	21,883.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	21,883.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under 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.

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

1	Total revenue, gains, and other support per audited financial statements	1	76,221,306.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	565,049.
b	Donated services and use of facilities	2b	17,346,116.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	303,026.
e	Add lines 2a through 2d	2e	18,214,191.
3	Subtract line 2e from line 1	3	58,007,115.
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	38,837.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	38,837.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	58,045,952.

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

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

1	Total expenses and losses per audited financial statements	1	72,428,993.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	17,346,116.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	297,080.
e	Add lines 2a through 2d	2e	17,643,196.
3	Subtract line 2e from line 1	3	54,785,797.
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	38,837.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	38,837.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	54,824,634.

Part XIII Supplemental Information.

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

PART V, LINE 4:

GOODWILL INDUSTRIES INTERNATIONAL, INC.'S ENDOWMENT FUNDS CONSIST OF:

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

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

GOODWILL INDUSTRIES INTERNATIONAL, INC.'S TEMPORARILY AND PERMANENTLY RESTRICTED ASSETS ARE USED TO FUND SPECIFIC PROGRAMS THAT ADVANCE OUR

Part XIII Supplemental Information (continued)

MISSION OF ENHANCING THE DIGNITY AND QUALITY OF LIFE OF INDIVIDUALS,
 FAMILIES, AND COMMUNITIES BY ELIMINATING BARRIERS TO OPPORTUNITY AND
 HELPING PEOPLE IN NEED REACH THEIR FULLEST POTENTIAL THROUGH LEARNING AND
 THE POWER OF WORK.

GOODWILL INDUSTRIES INTERNATIONAL, INC'S RESTRICTED FUNDS CONSIST OF THE
 FOLLOWING:

DOMESTIC ACTIVITIES --

FRANK F. FLEGAL EDUCATION AND TRAINING (ENDOWMENT)

KENNETH K. KING TRAINING TRUST (ENDOWMENT)

RICHARD AND LOIS ENGLAND (ENDOWMENT)

ACCENTURE - GOODPROSPECTS CREDENTIALS TO CAREERS

ACCENTURE IT CAREER INCUBATORS

ACCENTURE SKILLS TO SUCCEED ACADEMY

ALUMNI CENTURY FUND

ALUMNI TRAVEL FUND

ANTHONY FAMILY FOUNDATION - FAMILY STRENGTHENING

ANTHONY FAMILY FOUNDATION - COMMUNITY COLLEGE

BANK OF AMERICA - CAREER CREDENTIALS STAIRWAY TO SUCCESS

BANK OF AMERICA - MIDDLE SKILLS CAREER PATHWAYS 1.0 AND 2.0

ANNIE E CASEY FOUNDATION

DISASTER RELIEF FUND

DULIN NEW CEO DEVELOPMENT FUND

DULIN COMMERCE FUNDS

DULIN DIVERSITY AND INCLUSION FUND

ELSINE KATZ FUND

GOOGLE.ORG GOODWILL DIGITAL CAREER ACCELERATOR (SM)

Part XIII Supplemental Information (continued)

MATTHEWS ENTREPRENEURIAL AWARD

MCKINSEY SOCIAL INITIATIVE

NATIONAL PSA CAMPAIGN

PUBLIC POLICY FUND

ROBERT WATKINS AWARD FUND

TRACFONE WIRELESS, INC.

GOOGLE.ORG CHARITABLE GIVING FUND OF THE TIDES FOUNDATION GOOGLE IT

PROFESSIONAL CERTIFICATE

WALMART FOUNDATION - CAREERS IN RETAIL

WALMART FOUNDATION - OPERATION GOODJOBS 2 PROGRAM

WALMART FOUNDATION OPERATION: GOODJOBS 3.0

WALMART FOUNDATION GOODPATHS

USAA OPERATION: GOODJOBS PLUS

IHG FOUNDATION

INTERNATIONAL ACTIVITIES --

BARKER EDUCATION (ENDOWMENT)

GERALD CLORE TRAINING (ENDOWMENT)

SIOUX CITY (ENDOWMENT)

GOING GLOBAL FUND

OAKLAND/PHILIPPINE FUND

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSE REPORTED ON PART VIII 297,080.

UNREALIZED GAIN ON INTEREST RATE SWAP 5,946.

TOTAL TO SCHEDULE D, PART XI, LINE 2D 303,026.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

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

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

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
SUB-SAHARAN AFRICA - ANGOLA, BENIN, BOTSWANA, BURKINA FASO,	0	0	PROGRAM SERVICE ACTIVITIES	INTERNATIONAL ACTIVITIES	4,688.
SOUTH AMERICA - ARGENTINA, BOLIVIA, BRAZIL, CHILE, COLUMBIA, ECUADOR,	0	0	PROGRAM SERVICE ACTIVITIES	INTERNATIONAL ACTIVITIES	9,693.
EUROPE (INCLUDING ICELAND & GREENLAND) - ALBANIA, ANDORRA, AUSTRIA, BELGIUM	0	0	PROGRAM SERVICE ACTIVITIES	INTERNATIONAL ACTIVITIES	3,071.
NORTH AMERICA	0	0	GRANTMAKING		21,209.
3 a Sub-total	0	0			38,661.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			38,661.

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

Schedule F (Form 990) 2017

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	ASSOCIATION GRANTS	21,209.	CHECK	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter **1**

3 Enter total number of other organizations or entities **0**

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

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* Yes No

Schedule F (Form 990) 2017

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

PART I, LINE 2:

ALL GRANT AWARDS ARE ASSIGNED A UNIQUE COST CENTER IN THE GOODWILL INDUSTRIES INTERNATIONAL, INC. (GII), GENERAL LEDGER SYSTEM. EACH GRANT IS ASSIGNED TO A PROGRAM MANAGER WHO IS RESPONSIBLE FOR FOLLOWING THE GRANT BUDGET AND WORKING WITH SUBGRANTEE GOODWILL ORGANIZATIONS TO ACHIEVE THE GOALS SPECIFIED BY THE GRANT AWARD.

WHEN GII MAKES SUBAWARDS TO LOCAL GOODWILL ORGANIZATIONS TO CARRY OUT CERTAIN GRANT FUNDED PROGRAMS, AN AGREEMENT IS SIGNED BETWEEN GII AND THE SUBRECIPIENT. THE AGREEMENT SPECIFIES ALL OF THE REQUIREMENTS OF THE ORIGINAL AWARD AND THE PERFORMANCE AND REPORTING REQUIREMENTS OF THE SUBRECIPIENT TO GII.

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

OMB No. 1545-0047

2017

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990.

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

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

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF AKRON, INC 570 E WATERLOO AKRON, OH 11102	34-0252230	501(C)(3)	204,778.	0.			SCSEP PY 16, SCSEP PY 17, SCSEP TRANSITION
GOODWILL INDUSTRIES OF NEW MEXICO, INC. - 5000 SAN MATEO BLVD NE - ALBUQUERQUE, NM 87109	85-0107916	501(C)(3)	1,522,470.	0.			SCSEP PY16, SCSPEP PY17
GOODWILL IND OF GREATER NY AND NORTHERN NJ - 4-21 27TH AVENUE - ASTORIA, NY 11102	13-1641068	501(C)(3)	198,493.	0.			GOODGUIDES15, OGJ 2.0, CAREERS IN RETAIL, CASEY 2017, STAIRWAY TO SUCCESS
GOODWILL IND OF NORTH GEORGIA 234 PEACHTREE ST ATLANTA, GA 30303	20-8351046	501(C)(3)	23,000.	0.			MARKETING AWARD, GOOGLE CAREERS IN TECH, LIFELAUNCH, OGJ 2.0, CAREER TECH INCUBATOR, CAREERS-RETAIL,
GOODWILL IND OF CENTRAL TEXAS 1015 NORWOOD PARK BLVD AUSTIN, TX 78753	74-1322868	501(C)(3)	674,351.	0.			ACCENTURE, MISSION IMPACT, BOA, OPERATION GOODJOBS 2.0
GOODWILL IND OF THE CHESAPEAKE, INC. - 222 EAST REDWOOD STREET - BALTIMORE, MD 21202	52-0591576	501(C)(3)	34,409.	0.			

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **94.**

3 Enter total number of other organizations listed in the line 1 table **0.**

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

Schedule I (Form 990) (2017)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF SOUTHEAST TEXAS & SOUTHWEST LA - 3445 PHELAN #200 - BEAUMONT, TX 77707	72-0723184	501(C)(3)	14,550.	0.			BOA STAIRWAY TO SUCCESS, HURRICANE RELIEF
MORGAN MEMORIAL GOODWILL IND INC 1010 HARRISON AVE BOSTON, MA 02119	04-2106765	501(C)(3)	140,462.	0.			GOODGUIDES 15
GOODWILL IND-MANASOTA, INC. 2705 51ST AVE E. BRADENTON, FL 34203	75-1867441	501(C)(3)	11,985.	0.			BOA STAIRWAY TO SUCCESS, HURRICANE RELIEF
GOODWILL OF WESTERN AND NORTHERN CT INC - 165 OCEAN TERR - BRIDGEPORT, CT 06605	06-0662111	501(C)(3)	30,050.	0.			BOA STAIRWAY TO SUCCESS. CAREERS IN RETAIL, GOOGLE
GOODWILL IND OF WESTERN NEW YORK INC - 1119 WILLIAM STREET - BUFFALO, NY 14206	16-0761225	501(C)(3)	65,830.	0.			OPERATION GOODJOBS 2.0, ASSOCIATION GRANT
GOODWILL IND. OF THE SOUTHERN PIEDMONT INC. - 5301 WILKINSON BOULEVARD - CHARLOTTE, NC 28208	56-0844639	501(C)(3)	86,186.	0.			OPERATION GOODJOBS 2.0, OPERATION GOODJOBS 3.0, GOOGLE
DISCOVER GOODWILL OF SOUTHERN & WESTERN COLORADO - 1460 GARDEN OF THE GODS ROAD - COLORADO SPRINGS, CO 80907	84-6166225	501(C)(3)	7,442.	0.			GOOGLE, ACCENTURE CAREER TECH INCUBATOR
GOODWILL IND OF CENTRAL OHIO 1331 EDGEHILL RD COLUMBUS, OH 43212	31-4379448	501(C)(3)	264,039.	0.			CAREERS IN TECHNOLOGY, ACCENTURE
GOODWILL IND OF SOUTH TEXAS INC 2961 S PORT AVE CORPUS CHRISTI, TX 78405	74-1223056	501(C)(3)	18,550.	0.			BOA GOODPROSPECTS, HURRICANE RELIEF

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF DALLAS INC 3020 N.WESTMORELAND RD DALLAS, TX 75212	75-0800649	501(C)(3)	177,434.	0.			GOODGUIDES 15
GOODWILL EASTER SEALS MIAMI VALLEY 1511 KUNTZ RD DAYTON, OH 45404	31-0537112	501(C)(3)	200,909.	0.			GOODGUIDES 15
GOODWILL IND. OF DENVER 6850 FEDERAL BLVD. DENVER, CO 80221	84-0405513	501(C)(3)	173,565.	0.			GOODGUIDES 15, ACCENTURE, CASEY 2016
GOODWILL INDUSTRIES OF CENTRAL IOWA - 4900 N.E. 22ND STREET - DES MOINES, IA 50313	42-0764469	501(C)(3)	9,500.	0.			ACCENTURE
GOODWILL IND OF GREATER DETROIT 3111 GRAND RIVER AVENUE DETROIT, MI 48208	38-1362823	501(C)(3)	300,049.	0.			LIFE LAUNCH
GOODWILL IND OF LORAIN COUNTY, INC 145 KEEP COURT ELYRIA, OH 44035	34-0714739	501(C)(3)	19,428.	0.			SCSEP PY 16
EVANSVILLE GOODWILL IND, INC. 500 SOUTH GREEN RIVER ROAD EVANSVILLE, IN 47715	35-0868075	501(C)(3)	701,209.	0.			SCSEP PY 16, SCSEP PY 17 SCSEP TRANSITION
GOODWILL IND OF MID-MICHIGAN, INC. 501 SOUTH AVERILL AVENUE FLINT, MI 48506	38-1358009	501(C)(3)	20,000.	0.			GOOGLE
GOODWILL IND. OF FORT WORTH, INC 4005 CAMPUS DRIVE FORT WORTH, TX 76119	75-0868393	501(C)(3)	46,806.	0.			OPERATION GOODJOBS 2.0, CASEY 2017, CAREERS IN RETAIL

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RAPPAHANNOCK GOODWILL INDUSTRIES 4701 MARKET STREET, SUITE A FREDERICKSBURG, VA 22408	54-0808744	501(C)(3)	22,500.	0.			CAREERS IN RETAIL, GOOGLE
EASTER SEALS - GOODWILL NORTHERN ROCKY MOUNTAIN INC - 4400 CENTRAL AVE - GREAT FALLS, MT 59405	81-0232125	501(C)(3)	237,932.	0.			CAREERS IN RETAIL, GOODPATHS
GOODWILL INDUSTRIES OF THE UPSTATE/MIDLAND SOUTH SC - 115 HAYWOOD RD - GREENVILLE, SC 29607	57-0564001	501(C)(3)	2,042,612.	0.			GOODGUIDES 15, CASEY 2017, OPERATION 2.0, OPERATION GOODJOBS 3.0, SCSEP PY 1
GOODWILL INDUSTRIES OF KEYSTONE AREA, INC. - 1150 GOODWILL DR - HARRISBURG, PA 17101	23-1365338	501(C)(3)	197,552.	0.			SCSEP PY16, SCSEP TRANSITION, ASSOCIATION GRANT
GOODWILL IND OF HOUSTON 1140 WEST LOOP NORTH HOUSTON, TX 77055	74-1285095	501(C)(3)	587,522.	0.			LIFELAUNCH, CAREERS-RETAIL, CAREER TECH INCUBATOR, BOA STAIRWAY TO SUCCESS
GOODWILL IND OF KYOWVA AREA INC PO BOX 7365 HUNTINGTON, WV 25776	23-7374240	501(C)(3)	22,000.	0.			ACCENTURE, GOOGLE
GOODWILL INDUSTRIES OF CENTRAL INDIANA, INC. - 1635 W MICHIGAN ST - INDIANAPOLIS, IN 46222	35-0893605	501(C)(3)	2,382,603.	0.			SCSEP PY16, SCSEP PY17, SCSEP TRANSITION, ADULT REENTRY, GOOGLE
GOODWILL IND OF THE CONEMAUGH VALLEY, INC. - 540 CENTRAL AVENUE - JOHNSTOWN, PA 15902	25-1115026	501(C)(3)	268,737.	0.			GOODGUIDES 15, LIFE LAUNCH, ACCENTURE
GOODWILL IND OF TENNEVA 2017 BROOKSIDE LANE KINGSPORT, TN 37660	23-7217515	501(C)(3)	517,268.	0.			SCSEP PY16, SCSEP PY17, SCSEP TRANSITION, MISSION IMPACT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND - KNOXVILLE INC P.O. BOX 11066 KNOXVILLE, TN 37939	62-0868796	501(C)(3)	64,020.	0.			CAREERS IN RETAIL
GOODWILL IND OF SOUTHWEST OKLAHOMA & NORTH TEXAS INC. - 1210 SUMMIT AVENUE - LAWTON, OK 73501	73-0675119	501(C)(3)	10,609.	0.			ASSOCIATION GRANT
GOODWILL IND OF ARKANSAS INC 1110 WEST 7TH ST LITTLE ROCK, AR 72201	71-0236903	501(C)(3)	89,567.	0.			ADULT REENTRY, BOA STAIRWAY TO SUCCESS, CAREERS IN RETAIL
GOODWILL IND OF SOUTHERN CALIFORNIA - 342 SAN FERNANDO ROAD - LOS ANGELES, CA 90031	95-1641441	501(C)(3)	76,654.	0.			BOA STAIRWAY TO SUCCESS, OPERATION GOODJOBS 3.0 GOOGLE
GOODWILL IND OF KENTUCKY, INC. 1325 SOUTH FOURTH ST LOUISVILLE, KY 40208	61-0475284	501(C)(3)	2,166,457.	0.			SCSEP PY 16, SCSEP PY 17, SCSEP TRANSITION
GOODWILL IND OF MIDDLE GEORGIA AND THE CSRA - 5171 EISENHOWER PARKWAY - MACON, GA 31206	58-1249683	501(C)(3)	234,012.	0.			SCSEP PY 16, SCSEP PY 17, SCSEP TRANSITION, CAREERS IN RETAIL
MARION GOODWILL 2701 UNIVERSITY PKWY MARION, OH 27115	56-0588474	501(C)(3)	262,082.	0.			SCSEP PY 16, SCSEP PY 17, SCSEP TRANSITION
GOODWILL INDUSTRIES OF SOUTH FLORIDA INC. - 2121 NW 21ST STREET - MIAMI, FL 33142	59-0866126	501(C)(3)	12,782.	0.			CAREERS IN RETAIL, HURRICANE RELIEF
GOODWILL IND OF SOUTHWEST FLORIDA INC - 4940 BAYLINE DR - N FORT MYERS, FL 33917	59-6196141	501(C)(3)	12,517.	0.			ACCENTURE, HURRICANE RELIEF

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF MIDDLE TENNESSEE INC - 1015 HERMAN ST - NASHVILLE, TN 37208	62-0599413	501(C)(3)	10,650.	0.			CASEY 2017, CAREERS IN RETAIL, BOA STAIRWAY TO SUCCESS
GOODWILL IND OF SOUTHEASTERN LOUISIANA INC - 3400 TULANE AVE - NEW ORLEANS, LA 79119	72-0546906	501(C)(3)	331,957.	0.			GOODGUIDES 15, LIFE LAUNCH
PALMETTO GOODWILL 2701 UNIVERSITY PKWY NORTH CHARLESTON, SC 27115	56-0588474	501(C)(3)	1,967,416.	0.			SCSEP PY16, SCSEP PY17, SCSEP TRANSITION, OPERATION GOODJOBS 2.0, OPERATION
OKLAHOMA GOODWILL IND, INC. PO BOX 2780 OKLAHOMA CITY, OK 73101	73-0641590	501(C)(3)	21,000.	0.			GOOGLE, MISSION IMPACT
GOODWILL IND OF CENTRAL FLORIDA 7531 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32809	59-0908166	501(C)(3)	160,776.	0.			GOODGUIDES 15, MISSION IMPACT, ACCENTURE, CAREERS IN RETAIL, HURRICANE RELIE
GOODWILL IND. OF VENTURA & SANTA BARBARA COUNTIES, INC - 130 LOMBARD STREET - OXNARD, CA 93030	77-0448301	501(C)(3)	134,048.	0.			CAREERS IN RETAIL, OPERATION GOODJOBS 2.0, OPERATION GOODJOBS 3.0, CAREERS I
GOODWILL IND OF CENTRAL ILLINOIS, INC - 2319 E WAR MEMORIAL DR - PEORIA, IL 61614	37-0673521	501(C)(3)	172,290.	0.			GOODGUIDES 15, CASEY 2016, GOOGLE
GOODWILL INDUSTRIES OF CENTRAL ARIZONA, INC. - 417 NORTH 16TH ST - PHOENIX, AZ 85006	86-0104415	501(C)(3)	97,491.	0.			SCSEP PY16, SCSEP TRANSITION
GOODWILL OF SOUTHWESTERN PENNSYLVANIA - 2600 EAST CARSON ST - PITTSBURGH, PA 15203	25-1098928	501(C)(3)	22,618.	0.			MISSION IMPACT, ACCENTURE, GOOGLE

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF THE VALLEYS, INC 2502 MELROSE AVE NW ROANOKE, VA 24017	54-0884014	501(C)(3)	2,193,571.	0.			CAREERS IN TECHNOLOGY, SCSEP PY16, SCSEP PY17, CASEY 2016, MISSION IMPACT, A
GOODWILL INDUSTRIES OF NORTHERN ILLINOIS INC. - 850 N. CHURCH STREET - ROCKFORD, IL 61103	36-2167846	501(C)(3)	5,513.	0.			CAREER TECH INCUBATOR
GOODWILL IND OF SAN ANTONIO 406 W. COMMERCE ST. SAN ANTONIO, TX 78207	74-1238444	501(C)(3)	67,668.	0.			OPERATIONS GOODJOBS 2.0 & 3.0
GOODWILL IND. OF SAN DIEGO COUNTY, INC - 3663 ROSECRANS STREET - SAN DIEGO, CA 92110	95-1652910	501(C)(3)	106,754.	0.			OPERATIONS GOODJOBS 2.0 & 3.0
GOODWILL OF ERIE, HURON, OTTAWA AND SANDUSKY COUNTIES, INC - 419 WEST MARKET STREET - SANDUSKY, OH 44870	34-1113714	501(C)(3)	243,339.	0.			SCSEP PT16, SCSEP PY17, SCSEP TRANSITION
GOODWILL IND OF ORANGE COUNTY CALIFORNIA INC - 410 N FAIRVIEW ST - SANTA ANA, CA 92703	95-1644018	501(C)(3)	19,706.	0.			OPERATION GOODJOBS 2.0
GOODWILL INDUSTRIES OF NORTHEASTERN PENNSYLVANIA - 925 PROSPECT AVENUE - SCRANTON, PA 18505	24-0800938	501(C)(3)	120,166.	0.			GOODGUIDES 15
SEATTLE GOODWILL INDUSTRIES 700 DEARBORN PLACE SOUTH SEATTLE, WA 98144	91-0568708	501(C)(3)	33,626.	0.			ASSOCIATION GRANT, GOOGLE
GOODWILL IND OF NORTH LOUISIANA, INC - 2701 UNIVERSITY PKWY - SHREVEPORT, LA 27115	56-0588474	501(C)(3)	8,113.	0.			BOA STAIRWAY TO SUCCESS, CASEY 2017

Schedule I (Form 990)

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL IND OF MICHIANA INC 1805 W. WESTERN AVE SCOUTH BEND, IN 46619	35-1093073	501(C)(3)	828,947.	0.			SCSEP PY16, SCSEP PY17, SCSEP TRANSITION, MISSION IMPACT, CASEY 2017, CAREER
GOODWILL IND OF THE INLAND NORTHWEST - 130 E 3RD AVE - SPOKANE, WA 99202	91-0597006	501(C)(3)	194,134.	0.			GOODGUIDES 15, BOA STAIRWAY TO SUCCESS, OPERATION GOODJOBS 2.0, GOOGLE
LAND OF LINCOLN GOODWILL IND 800 N 10TH ST SPRINGFIELD, IL 62702	37-0661254	501(C)(3)	201,117.	0.			GOODGUIDES 15, SCSEP PY16, SCSEP PY17, SCSEP TRANSITION
MERS MISSOURI GOODWILL INC. 1727 LOCUST STREET ST LOUIS, MO 63106	43-0652657	501(C)(3)	1,889,738.	0.			SCSEP PY 16, SCSEP PY 17, SCSEP TRANSTION
GOODWILL EASTER SEALS INC 553 FAIRVIEW AVE N ST PAUL, MN 55104	41-0706171	501(C)(3)	14,150.	0.			CASEY 2017, BOA STAIRWAY TO SUCCESS
GOODWILL IND. - SUNCOAST INC. 10596 GANDY BLVD ST. ST PETERSBURG, FL 33702	59-0718492	501(C)(3)	11,164.	0.			HURRICANE RELIEF, ACCENTURE
GOODWILL OF THE OLYMPICS AND RAINIER REGION - 714 S 27TH ST - TACOMA, WA 98409	91-0573106	501(C)(3)	1,723,087.	0.			SCSEP PY16, SCSEP PY17, CASEY 2016, OPERATIONS GOODJOB 2.0 & 3.0
GOODWILL INDUSTRIES BIG BEND, INC. 300 MABRY STREET TALLAHASSEE, FL 32304	59-1279499	501(C)(3)	21,314.	0.			GOOGLE, HURRICANE RELIEF
GOODWILL INDUSTRIES OF NORTHWEST CHIO - 626 N. HURON ST. - TOLEDO , OH 43604	34-4434288	501(C)(3)	285,775.	0.			SCSEP PY16, SCSEP PY 17

PUBLIC INSPECTION COPY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF SOUTHERN ARIZONA, INC. - 1940 E. SILVERLAKE, STE. 405 - TUCSON, AZ 85713	86-0223401	501(C)(3)	11,609.	0.			ASSOCIATION GRANT, MISSION IMPACT
GOODWILL IND OF TULSA 2800 SOUTHWEST BLVD TULSA, OK 74107	73-0614297	501(C)(3)	22,965.	0.			MISSION IMPACT, GOOGLE
GOODWILL INDUSTRIES OF EAST TEXAS 409 W. LOCUST TYLER, TX 75702	75-1478919	501(C)(3)	28,000.	0.			GOOGLE, CAREER TECH INCUBATOR
HEART OF TEXAS GOODWILL IND INC 1700 SOUTH NEW RD WACO, TX 76711	74-1238443	501(C)(3)	91,715.	0.			GOOGLE, CAREERS IN RETAIL, OPERATIONS GOODJOB 2.0 & 3.0
GULFSTREAM GOODWILL INDUSTRIES 1715 E TIFFANY DRIVE WEST PALM BEACH, FL 33407	59-1197040	501(C)(3)	11,678.	0.			CAREERS IN RETAIL, HURRICANE RELEIF
GOODWILL IND OF KANSAS INC. 3351 N. WEBB ROAD WICHITA, KS 67226	48-0673284	501(C)(3)	13,461.	0.			ASSOCIATION GRANT, GOOGLE, CASEY 2017,
GOODWILL IND. OF NORTHWEST NORTH CAROLINA, INC - 2701 UNIVERSITY PARKWAY - WINSTON-SALEM, NC 27105	56-0588474	501(C)(3)	45,749.	0.			ACCENTURE, OPERATION 2.0, OPERATION GOODJBOS 3.0
ZANESVILLE WELFARE ORGANIZATION AND GOODWILL IND. INC. - 3610 WEST PIKE - ZANESVILLE, OH 27115	31-4379480	501(C)(3)	1,122,727.	0.			SCSEP PY16, SCSEP PY 17, SCSEP TRANSITION
GOODWILL INDUSTRIES OF KANAWHA VALLEY, INC. - 215 VIRGINIA STREET, WEST - CHARLESTON, WV 25302	55-0380828	501(C)(3)	20,000.	0.			GOOGLE

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOODWILL INDUSTRIES OF GREATER GRAND RAPIDS, INC. - 3035 PRAIRIE SOUTHWEST - GRANDVILLE, MI 49418	38-6113049	501(C)(3)	10,323.	0.			ACCENTURE CAREER TECH INCUBATOR, GOOGLE
GOODWILL INDUSTRIES OF THE HEARTLAND - 1410 SOUTH FIRST AVENUE - IOWA CITY, IA 52240	42-0923563	501(C)(3)	20,000.	0.			GOOGLE
GOODWILL OF WESTERN MISSOURI AND EASTERN KANSAS - 1817 CAMPBELL STREET - KANSAS CITY, MO 64108	43-1125281	501(C)(3)	6,000.	0.			INTERN FUND
GOODWILL INDUSTRIES OF SAN FRANCISCO, SAN MATEO AND MARIN COUNTIES - 295 BAY STREET - SAN FRANCISCO, CA 94133	94-1156540	501(C)(3)	20,000.	0.			GOOGLE
GOODWILL INDUSTRIES OF SILICON VALLEY - 1080 NORTH 7TH STREET - SAN JOSE, CA 95112	94-1212132	501(C)(3)	10,000.	0.			CAREERS IN RETAIL, CAREER TECH INCUBATOR, GOOGLE
CALIFORNIA COUNCIL OF GOODWILL INDUSTRIES - 1080 NORTH 7TH STREET - SAN JOSE, CA 95112	23-7102688	501(C)(3)	47,739.	0.			ASSOCIATION GRANT
FLORIDA GOODWILL ASSOCIATION 2705 51ST AVE EAST BRADENTON, FL 34203	31-1667466	501(C)(3)	27,406.	0.			ASSOCIATION GRANT
GEORGIA GOODWILL ASSOCIATION 2601 CROSS COUNTRY DRIVE COLUMBUS, GA 31906	01-0709306	501(C)(3)	9,548.	0.			ASSOCIATION GRANT
GOODWILL ASSOCIATION OF MICHIGAN 271 EAST APPLE AVE MUSKEGON, MI 49442	38-3474383	501(C)(3)	35,362.	0.			ASSOCIATION GRANT

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
IOWA ASSOCIATION 4805 NORTH 72ND STREET OMAHA, NE 68104	47-0378996	501(C)(3)	7,072.	0.			ASSOCIATION GRANT
MID-ATLANTIC GOODWILL INDUSTRIES COALITION - 4701 MARKET ST. SUITE A - FREDERICKSBURG, VA 22408	90-0147552	501(C)(3)	33,594.	0.			ASSOCIATION GRANT
NORTH CENTRAL GOODWILL ASSOCIATION 4900 N. E. 22ND STREET DES MOINES, IA 50313	42-0764469	501(C)(3)	46,471.	0.			ASSOCIATION GRANT
OHIO ASSOCIATION OF GOODWILLS 570 E WATERLOC RD AKRON, OH 44319	23-7296009	501(C)(3)	56,399.	0.			ASSOCIATION GRANT
SOUTHEAST ASSOCIATION 519 HIGHLAND DR ST. LOUIS, MS 39520	64-0547585	501(C)(3)	60,296.	0.			ASSOCIATION GRANT
TEXAS ASSOCIATION OF GOODWILLS 10040 CIRCLEVIEW AUSTIN, TX 78733	74-2972090	501(C)(3)	49,507.	0.			ASSOCIATION GRANT
VIRGINIA GOODWILL NETWORK 4701 MARKET ST. SUITE A FREDERICKSBURG, VA 22408	14-1993959	501(C)(3)	21,217.	0.			ASSOCIATION GRANT

Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
2017 JD ROBINS AWARD	1	500.	0.		
2017 EDGAR HELMS AWARDS	1	500.	0.		
2017 KENNETH SHAW GRADUATE AWARD	1	5,000.	0.		
2017 KENNETH KING AWARD	1	5,000.	0.		
2017 ACHIEVER OF THE YEAR AWARD	1	5,000.	0.		

Part IV

Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

ALL GRANT AWARDS ARE ASSIGNED A UNIQUE COST CENTER IN THE GOODWILL INDUSTRIES INTERNATIONAL, INC (GII) GENERAL LEDGER SYSTEM. EACH GRANT IS ASSIGNED TO A PROGRAM MANAGER WHO IS RESPONSIBLE FOR FOLLOWING THE GRANT BUDGET AND WORKING WITH SUBGRANTEE GOODWILL ORGANIZATIONS TO ACHIEVE THE GOALS SPECIFIED BY THE GRANT AWARD.

WHEN GII MAKES SUBAWARDS TO LOCAL GOODWILL ORGANIZATIONS TO CARRY OUT CERTAIN GRANT FUNDED PROGRAMS, AN AGREEMENT IS SIGNED BETWEEN GII AND THE

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
2017 MARKETING HALL OF FAME AWARD	1.	500.	0.		
2017 VOLUNTEER LEADER OF THE YEAR	2.	1,000.	0.		
2017 ROBERT E. AND CHARLOTTE WATKINS AWARD	1.	2,500.	0.		
2017 DONATED GOODS RETAIL AND BUSINESS DEVLEOPMENT AWARD	1.	2,701.	0.		

Part IV Supplemental Information

SUBRECIPIENT. THE AGREEMENT SPECIFIES ALL OF THE REQUIREMENTS OF THE ORIGINAL AWARD AND THE PERFORMANCE AND REPORTING REQUIREMENTS OF THE SUBRECIPIENT TO GII. MONTHLY REPORTS ARE RECEIVED FROM THE SUBRECIPIENTS, REVIEWED BY PROGRAM AND FINANCIAL STAFF, AND ENTERED INTO THE GII GENERAL LEDGER SYSTEM WHEN APPROVED.

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

GII PROGRAM AND ACCOUNTING STAFF CONDUCT REGULAR DESK REVIEWS AND MAKE MONITORING VISITS TO THE SUBRECIPIENTS, USUALLY ON AN ANNUAL BASIS, TO REVIEW THE PROGRAM OUTCOMES AND FINANCIAL RECORDING OF THE PROGRAM EXPENDITURES.

EXPLANATION OF GRANTS AND AWARDS:

ASSOCIATION GRANTS AND SUPPORT FOR PROGRAMMATIC OPERATIONS: THE ASSOCIATION GRANT PROGRAM IS INTENDED TO GENERATE ACTION THAT WILL STIMULATE THE STRENGTHENING OF INDIVIDUAL LOCAL GOODWILL ORGANIZATIONS AND GOODWILL ASSOCIATIONS' ABILITY TO COLLABORATE AND REACH CONSENSUS ON ISSUES OF IMPORTANCE TO THE BROAD GOODWILL COMMUNITY.

COE AWARDS:

J.D. ROBINS AWARD: RECOGNIZES A GOODWILL INDUSTRIES CHIEF EXECUTIVE OFFICER FOR HIS/HER OUTSTANDING CAREER CONTRIBUTIONS AND DEDICATION TO THE ADVANCEMENT OF THE GOODWILL INDUSTRIES MOVEMENT OVER A SPAN OF AT LEAST 25 YEARS.

Part IV Supplemental Information

HALL OF FAME: RECOGNIZES RETIRED OR DECEASED GOODWILL EXECUTIVES, STAFF, VOLUNTEERS, DONORS, BOARD MEMBERS AND OTHERS WHO HAVE MADE EXEMPLARY CONTRIBUTIONS TO THE LARGER GOODWILL INDUSTRIES MOVEMENT OVER AN EXTENDED PERIOD OF TIME.

P.J. TREVETHAN: PRESENTED TO A GOODWILL INDUSTRIES CHIEF EXECUTIVE OFFICER FOR OUTSTANDING CONTRIBUTION TO THE TRAINING OF GOODWILL INDUSTRIES PERSONNEL.

DELEGATE ASSEMBLY AWARDS:

GII ACHIEVER OF THE YEAR: HONORS AN OUTSTANDING PERSON WITH A DISABILITY OR OTHER DISADVANTAGING CONDITION WHO HAS SHOWN GREAT PROGRESS AND ACCOMPLISHMENT IN OVERCOMING BARRIERS TO EMPLOYMENT WHILE STILL BENEFITING FROM THE GOODWILL WORK ENVIRONMENT OR RECEIVING SERVICES TO SUPPORT EMPLOYMENT IN THE COMMUNITY.

GII KENNETH SHAW GRADUATE OF THE YEAR: HONORS AN OUTSTANDING PERSON WITH A DISABILITY OR DISADVANTAGING CONDITION WHO COMPLETED A GOODWILL INDUSTRIES CAREER SERVICES PROGRAM AND IS COMPETITIVELY EMPLOYED BY A NON-GOODWILL EMPLOYER. THE GOODWILL INDUSTRIES INTERNATIONAL, INC.

(GII) GRADUATE OF THE YEAR IS SELECTED FOR OUTSTANDING ACHIEVEMENT IN OVERCOMING BARRIERS TO ATTAINING AND MAINTAINING EMPLOYMENT AND FOR THE ABILITY TO ARTICULATE IN HIS OR HER OWN WAY HOW GOODWILL HAS CONTRIBUTED TO HIS OR HER SUCCESS.

EDGAR J. HELMS AWARD FOR STAFF: THIS AWARD RECOGNIZES A GOODWILL

Part IV Supplemental Information

EMPLOYEE WHO HAS EXEMPLIFIED THE MISSION OF GOODWILL INDUSTRIES AND FOUNDER REV. HELMS' VALUES OF UNSELFISH SERVICE TO PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGING CONDITIONS. THE AWARD IS OPEN TO STAFF WHO HAVE NOT BEEN A PREVIOUS PROGRAM PARTICIPANT OR RECEIVED SUPPORT SERVICES FROM GOODWILL.

EDGAR J. HELMS AWARD FOR GRADUATE STAFF: THIS AWARD RECOGNIZES A GOODWILL EMPLOYEE WHO BENEFITED FROM GOODWILL SERVICES AND WHO HAS EXEMPLIFIED THE MISSION OF GOODWILL INDUSTRIES AND FOUNDER REV. HELMS' VALUES OF UNSELFISH SERVICE TO PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGING CONDITIONS.

VOLUNTEER BOARD LEADER OF THE YEAR: RECOGNIZES AND SHOWCASES OUTSTANDING LEADERSHIP FROM VOLUNTEER BOARD MEMBERS WHO WORK TO SUPPORT AND FURTHER THE MISSION AND OPERATIONS OF A MEMBER GOODWILL ORGANIZATION.

VOLUNTEER MISSION LEADER OF THE YEAR: RECOGNIZES AN OUTSTANDING VOLUNTEER LEADER WHO WORKS TO SUPPORT THE SERVICES OF A MEMBER GOODWILL ORGANIZATION AND HELPS FURTHER THE MISSION OF GOODWILL INDUSTRIES THROUGH HIS/HER VOLUNTEER ACTIVITIES.

ROBERT E. AND CHARLOTTE WATKINS AWARD: HONORS A GOODWILL LEADER (CEO, STAFF OR VOLUNTEER) WHO HAS MADE A SIGNIFICANT CONTRIBUTION (PROGRAM, SERVICE, PROCESS OR INNOVATION) TO THE ADVANCEMENT OF THE GOODWILL MISSION. THE CONTRIBUTION MAY INVOLVE CAREER SERVICES OR RELATED FIELD AND SHOULD HAVE A LASTING EFFECT ON THE ABILITY OF ONE OR MORE GOODWILL ORGANIZATIONS TO SERVE PERSONS WITH DISABILITIES OR OTHER BARRIERS TO

Part IV Supplemental Information

EMPLOYMENT.

KENNETH K. KING OUTSTANDING MANAGEMENT AWARD FOR EXECUTIVE EXCELLENCE:

THIS AWARD IS PRESENTED TO A GOODWILL INDUSTRIES EXECUTIVE IN

RECOGNITION OF OUTSTANDING MANAGEMENT ABILITIES AND ACCOMPLISHMENTS.

THE AWARD RECOGNIZES A CEO WHOSE PERFORMANCE CONSISTENTLY DEMONSTRATES

STRONG ORGANIZATIONAL IMPACT RELATED TO MISSION, EXCELLENCE AND

SUSTAINABILITY. IT IS NAMED FOR THE LATE KENNETH K. KING, WHO ENDOWED

THE KENNETH K. KING OUTSTANDING MANAGEMENT AWARD FOR EXECUTIVE

EXCELLENCE TRUST. MR. KING INTENDED THE AWARD TO RECOGNIZE MANAGEMENT

AND LEADERSHIP EXCELLENCE OF CEOS OF ANY SIZE GOODWILL. IT IS NOT

INTENDED TO BE A LIFETIME ACHIEVEMENT AWARD AS THERE IS ANOTHER AWARD

FOR THAT PURPOSE.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

Part I Questions Regarding Compensation

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

- | | |
|--|--|
| <input checked="" 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 checked="" type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

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

- a** Receive a severance payment or change-of-control payment? **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

- a** The organization? **5a**
- b** Any related organization? **5b**
- If "Yes" on line 5a or 5b, describe in Part III.

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

- a** The organization? **6a**
- b** Any related organization? **6b**
- If "Yes" on line 6a or 6b, describe in Part III.

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

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

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

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

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

Schedule J (Form 990) 2017

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JAMES GIBBONS	(i)	506,746.	50,000.	41,554.	81,670.	37,257.	717,227.	0.
CHIEF EXECUTIVE OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
JEFFREY MCCAW	(i)	220,245.	22,500.	3,052.	25,869.	37,525.	309,191.	0.
CHIEF FINANCIAL OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
KIMBERLY ZIMMER	(i)	220,833.	22,500.	1,658.	25,726.	35,995.	306,712.	0.
CMO & SVP GLOBAL DEVELOPMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
WENDI COPELAND	(i)	204,769.	22,500.	3,591.	23,529.	14,232.	268,621.	0.
SVP STRATEGY & ADVANCEMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
JUDITH BRANZELLE	(i)	207,761.	16,000.	2,866.	23,042.	11,254.	260,923.	0.
CHIEF LEGAL OFFICER & GENERAL COUNSEL	(ii)	0.	0.	0.	0.	0.	0.	0.
PAUL DOWNES	(i)	169,574.	12,500.	1,369.	18,293.	25,872.	227,608.	0.
VP IT & DATA ANALYTICS INITIATIVE	(ii)	0.	0.	0.	0.	0.	0.	0.
DEBORAH BETSCH	(i)	157,941.	13,500.	1,278.	17,185.	26,830.	216,734.	0.
VP LEADERSHIP & LEARNING	(ii)	0.	0.	0.	0.	0.	0.	0.
BETH PERELL	(i)	155,159.	12,000.	1,224.	16,266.	3,505.	188,154.	0.
VP MEMBER RELATIONS	(ii)	0.	0.	0.	0.	0.	0.	0.
JENNIFER DAVIS	(i)	149,708.	12,000.	4,559.	15,713.	10,101.	192,081.	0.
VP MISSION ADVANCEMENT	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental information

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

PART I, LINE 1A:

JAMES D. GIBBONS, GII'S CEO, IS BLIND AND IS PROVIDED WITH AN AUTOMOBILE
TRANSPORTATION SERVICE. ALL AMOUNTS WERE APPROPRIATELY INCLUDED AS TAXABLE
INCOME IN HIS FORM W-2. ADDITIONALLY, THE CEO IS ELIGIBLE FOR UPGRADING
LONG DISTANCE FLIGHTS AND TOOK ADVANTAGE OF THIS IN ACCORDANCE WITH POLICY.

PART I, LINE 4B:

JAMES D. GIBBONS, SECTION 457F PLAN, \$53,250, WAS ACCRUED IN 2017.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2017

Open To Public
Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for the latest information.

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

Part I Types of Property		(a) Check if applicable	(b) Number of contributions 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	X	2	47,684.	
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ()				
26	Other ()				
27	Other ()				
28	Other ()				

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

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

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

Schedule M (Form 990) 2017

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number
53-0196517

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

GOODWILL INDUSTRIES INTERNATIONAL, INC., WORKS TO ENHANCE THE DIGNITY
AND QUALITY OF LIFE OF INDIVIDUALS AND FAMILIES BY STRENGTHENING
COMMUNITIES, ELIMINATING BARRIERS TO OPPORTUNITY, AND HELPING PEOPLE IN
NEED REACH THEIR FULL POTENTIAL THROUGH LEARNING AND THE POWER OF WORK.

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

GOODWILL ORGANIZATIONS IMPLEMENTED SCSEP PROGRAMS IN THEIR COMMUNITIES.
FOR JULY 2016 THROUGH JUNE 2019, GII WAS AWARDED \$4.5 MILLION FOR THE
REENTRY DEMONSTRATION PROJECTS FOR YOUNG ADULTS PROGRAM TO PREPARE
JUSTICE INVOLVED YOUNG ADULTS FOR EMPLOYMENT. FOR JULY 2016 THROUGH
JUNE 2020, GII WAS AWARDED \$4 MILLION FOR A H-1B TECHHIRE PARTNERSHIP
GRANT FOR THE GOODWILL CAREERS IN TECHNOLOGY PROGRAM TO PROVIDE IT
TRAINING RESOURCES AT THREE GOODWILLS. FOR JULY 2017 THROUGH JUNE 2020,
GII WAS AWARDED \$4.5 MILLION FOR ADULT REENTRY SERVICES FOR
JUSTICE-INVOLVED ADULTS SEEKING CAREER TRAINING AND EMPLOYMENT. U.S.
DEPARTMENT OF JUSTICE: FOR SEPTEMBER 2015 THROUGH MARCH 2018, GII WAS
AWARDED \$3 MILLION FOR 13 LOCAL GOODWILL ORGANIZATIONS TO SERVE YOUTH
WITH CAREER FOCUSED YOUTH MENTORING.

FOUNDATIONS:

WALMART FOUNDATION: FOR AUGUST 2013 THROUGH APRIL 2017, THE WALMART
FOUNDATION AWARDED GII A GRANT OF \$5 MILLION FOR OPERATION: GOODJOBS
2.0 TO SUPPORT 12 LOCAL GOODWILL ORGANIZATIONS IN EQUIPPING 4,000
VETERANS AND THEIR FAMILIES TO SECURE EDUCATION, TRAINING AND

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

Schedule O (Form 990 or 990-EZ) (2017)

732211 09-07-17

Name of the organization

GOODWILL INDUSTRIES INTERNATIONAL, INC.

Employer identification number

53-0196517

SUPPORTIVE SERVICES NECESSARY TO ENHANCE FINANCIAL WELLBEING. THE PROGRAM FOCUSES ON GOODWILL COMMUNITIES WITH A HIGH CONCENTRATION OF VETERANS, ESPECIALLY NATIONAL GUARD, RESERVES, AND VETERANS OF OPERATION ENDURING FREEDOM (OEF). THE WALMART FOUNDATION AWARDED GII A GRANT OF \$3 MILLION FOR OPERATION: GOODJOBS 3.0 TO SUPPORT 10 LOCAL GOODWILL ORGANIZATIONS FOR THE SAME PURPOSE FOR THE PERIOD OF MAY 2017 TO APRIL 2020.

FOR JANUARY 2015 TO APRIL 2017, THE WALMART FOUNDATION AWARDED GII A GRANT OF \$3 MILLION TO CREATE A REPLICABLE TRAINING AND SUPPORT MODEL TO MOVE CAREER ADVANCERS INTO MIDDLE SKILL RETAIL POSITIONS FOR 8 LOCAL GOODWILLS. FROM JANUARY 2017 THROUGH JUNE 2019, THE WALMART FOUNDATION AWARDED GII A GRANT OF \$3 MILLION FOR GOODPATHS, A PROGRAM ENGAGING 3 LOCAL GOODWILL ORGANIZATIONS IN SUPPORTING RETAIL CAREER PATHWAYS FOR INDIVIDUALS THROUGH AN EVIDENCE-BASED COACHING MODEL. THIS MODEL WILL BE MADE AVAILABLE TO ALL GOODWILL ORGANIZATIONS.

BANK OF AMERICA CHARITABLE FOUNDATION: FOR AUGUST 2015 THROUGH JULY 2017, BANK OF AMERICA CHARITABLE FOUNDATION AWARDED GII \$500,000 TO SUPPORT MIDDLE SKILL CAREER PATHWAYS THROUGH COLLEGE READINESS AND BUSINESS ENGAGEMENT RESOURCES AND TRAINING FOR 10 GOODWILLS. FOR AUGUST 2017 THROUGH JULY 2018, BANK OF AMERICA CHARITABLE FOUNDATION AWARDED GII \$250,000 TO SUPPORT ADDITIONAL COLLEGE AND CAREER READINESS TRAINING, AS WELL AS FINANCIAL WELLNESS FOR 12 GOODWILLS.

ANNIE E. CASEY FOUNDATION: FOR JANUARY 2016 THROUGH MARCH 2017, THE ANNIE E. CASEY FOUNDATION AWARDED GII A \$200,843 GRANT TO SUPPORT 12 GOODWILLS IN INITIATIVES THAT CONNECT FAMILIES TO SERVICES, SUPPORT AND

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RESOURCES THEY NEED TO ACHIEVE ECONOMIC INDEPENDENCE AND SUPPORT CAREER NAVIGATION AND COLLEGE READINESS. FOR JUNE 2017 THROUGH MAY 2018, THE ANNIE E. CASEY FOUNDATION AWARDED GII A \$200,000 GRANT TO SUPPORT CAREER AND COLLEGE READINESS TRAINING FOR YOUTH SERVED BY 11 LOCAL GOODWILL ORGANIZATIONS.

ACCENTURE: FROM DECEMBER 2013 THROUGH AUGUST 2017, ACCENTURE AWARDED GII A \$1.5 MILLION GRANT FOR BUILDING CAPACITY AND PROVIDING ONLINE SUPPORT FOR 40 LOCAL GOODWILL ORGANIZATIONS AND THEIR PARTICIPANTS IN GOODPROSPECTS FOR CREDENTIALS TO CAREERS. FROM DECEMBER 2016 THROUGH AUGUST 2017, ACCENTURE AWARDED GII \$100,000 TO OFFER AN IT CAREER INCUBATOR LEARNING OPPORTUNITY TO 9 LOCAL GOODWILL ORGANIZATIONS. FROM NOVEMBER 2017 THROUGH AUGUST 2018, ACCENTURE AWARDED GII \$60,000 TO OFFER THE SKILLS TO SUCCEED ACADEMY ONLINE TOOL FOR SOFT SKILLS TRAINING TO 10 LOCAL GOODWILL ORGANIZATIONS.

TRACFONE: FOR JANUARY 2016 THROUGH DECEMBER 2017, TRACFONE WIRELESS AWARDED GII \$25,000 TO SUPPORT EDUCATION OF LOCAL GOODWILL ORGANIZATIONS REGARDING SAFELINK, A GOVERNMENT SUPPORTED PROGRAM THAT PROVIDES FREE CELL PHONE AND AIRTIME EACH MONTH FOR INCOME-ELIGIBLE CUSTOMERS AND SUPPORT GOODPROSPECTS, A VIRTUAL COMMUNITY TO BUILD JOB READINESS SKILLS AND EXPLORE CAREER PATHS.

DULIN ENDOWMENT: FOR DECEMBER 2016 THROUGH DECEMBER OF 2017, THE DULIN FOUNDATION AWARDED GII A \$90,000 GRANT TO SUPPORT STRENGTHENING THE GOODWILL NETWORK'S FINANCIAL PERFORMANCE.

MCKINSEY SOCIAL INITIATIVE: FOR JULY 2014 THROUGH DECEMBER 2017, MCKINSEY AWARDED GII \$25,000 TO SUPPORT THE INITIATION OF ITS

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GENERATIONS YOUTH OPPORTUNITY PROGRAM WITH ONE OR MORE LOCAL GOODWILL ORGANIZATIONS.

IHG FOUNDATION: IN JANUARY 2016, IHG FOUNDATION AWARDED \$30,000 TO GII TO CREATE VIRTUAL RESOURCES ON HOSPITALITY CAREERS.

GOOGLE.ORG CHARITABLE GIVING FUND OF THE TIDES FOUNDATION: FOR JUNE 2017 THROUGH JUNE 2020, GOOGLE.ORG CHARITABLE GIVING FUND OF THE TIDES FOUNDATION AWARDED GII \$1.28 MILLION TO SUPPORT 800 SCHOLARSHIPS OF THE GOOGLE IT PROFESSIONAL CERTIFICATE, SUPPORTING CAREERS IN TECHNOLOGY FOR UNDERSERVED INDIVIDUALS AT 18 GOODWILLS.

GOOGLE.ORG: FOR SEPTEMBER 2017 THROUGH SEPTEMBER 2020, GOOGLE.ORG AWARDED GII \$10 MILLION FOR THE GOODWILL DIGITAL CAREER ACCELERATOR(S) TO ENHANCE EXPANDED DIGITAL SKILLS AWARENESS AND TRAINING VIA 125 GOODWILL ORGANIZATIONS.

USAA: FOR DECEMBER 2017 THROUGH NOVEMBER 2019, USAA GRANTED GII \$500,000 TO PROVIDE WRAPAROUND SUPPORT SERVICES TO VETERANS AND MILITARY FAMILIES IN 10 COMMUNITIES.

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

- RESEARCH AND DATA ANALYSIS
- TRADEMARK PROTECTION OF THE GOODWILL BRAND
- PUBLIC WEBSITE AND MOBILE APP
- EXTRANET FOR LOCAL GOODWILL ORGANIZATIONS AND KNOWLEDGE RESOURCES
- FINANCIAL AND MANAGEMENT ANALYSES, OTHER CONSULTATION AND TECHNICAL

ASSISTANCE

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- CONSULTATIONS RELATED TO STRATEGIC PLANNING, BUSINESS DEVELOPMENT, SUSTAINABILITY AND ACCREDITATION

- NATIONAL AND LOCAL MARKETING AND PUBLIC RELATIONS MATERIALS

- GOODTRAK CLIENT TRACKING SOFTWARE SYSTEM

- MEDIA RELATIONS

- BENCHMARKING RESEARCH

- CONFERENCES AND LEARNING EVENTS

- PHILANTHROPY & RESOURCE DEVELOPMENT SUPPORT

- ADVISORY SUPPORT TO LOCAL GOODWILL BOARDS OF DIRECTORS IN EXECUTIVE SEARCHES

- PROFESSIONAL DEVELOPMENT PROGRAMS FOR EXECUTIVES, SENIOR LEADERS AND DIRECT SERVICE TEAM MEMBERS

- ACCESS TO CORPORATE LEVEL MEMBERSHIPS AND SUBSCRIPTIONS

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

- INTERNATIONAL DEVELOPMENT

FORM 990, PART VI, SECTION A, LINE 1:

THE ORGANIZATION HAS AN EXECUTIVE COMMITTEE CONSISTING OF THE CORPORATION'S OFFICERS, THE CHAIR OF THE CONFERENCE OF EXECUTIVES, AND THREE ADDITIONAL DIRECTORS SELECTED BY THE CHAIR OF THE BOARD. FOUR MEMBERS OF THE EXECUTIVE COMMITTEE ARE EMPLOYED CHIEF EXECUTIVES OF ORGANIZATIONAL MEMBERS AND IMMEDIATE PAST CHAIRMAN OF THE CONFERENCE OF EXECUTIVES WHO SHALL BE AN EX-OFFICIO WITH VOICE BUT NO VOTE. THE IMMEDIATE PAST CHAIR OF THE BOARD SHALL BE EXTENDED ONE YEAR WITH VOTING RIGHTS IF THE CHAIR'S TERM OTHERWISE WOULD TERMINATE. THE EXECUTIVE COMMITTEE HAS THE AUTHORITY TO ACT ON BEHALF OF THE ORGANIZATION AND THE BOARD EXCEPT THAT THE EXECUTIVE COMMITTEE SHALL NOT HAVE THE AUTHORITY (A) TO BUY, SELL, LEASE, RENT, OR MANAGE REAL

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PROPERTY; (B) APPROVE A PLAN OF MERGER OR DISSOLUTION OF THE CORPORATION;
(C) FILL VACANCIES ON THE BOARD; OR (D) APPOINT OR DISMISS THE
CORPORATION'S CEO. ACTIONS TAKEN BY THE EXECUTIVE COMMITTEE SHALL BE
REPORTED AND DISCUSSED AS SOON AS POSSIBLE WITH THE FULL BOARD.

FORM 990, PART VI, SECTION A, LINE 6:

ORGANIZATIONAL MEMBERS INCLUDE ALL MEMBERS IN THE UNITED STATES AND CANADA
AND ANY OTHER MEMBERS WHICH APPLY FOR AND ARE FOUND ELIGIBLE UNDER THE
REQUIREMENTS ESTABLISHED BY THE DELEGATE ASSEMBLY. OTHER FORMS OF
AFFILIATION WITH INTERNATIONAL ENTITIES, SUCH AS LICENSING AGREEMENTS,
AFFILIATE AGREEMENTS OR OTHER BINDING AGREEMENTS, MAY BE ENTERED INTO BY
GII WITH THIRD PARTIES PROVIDED SUCH AFFILIATIONS ARE ALIGNED WITH GII
BOARD-APPROVED GLOBAL DEVELOPMENT POLICY AS IT MAY CHANGE FROM TIME TO
TIME.

FORM 990, PART VI, SECTION A, LINE 7A:

THE DELEGATE ASSEMBLY (COMPRISED OF A LOCAL BOARD MEMBER AND THE LOCAL CEO
OR A MEMBER OF THEIR STAFF OF EACH MEMBER ORGANIZATION AND THE GII BOARD OF
DIRECTORS) ELECTS PUBLIC/PRIVATE BOARD MEMBERS; THE CONFERENCE OF
EXECUTIVES (COMPRISED OF MEMBER CEOS) ELECTS THE MEMBERS OF THE EXECUTIVE
COUNCIL WHICH ARE EX-OFFICIO MEMBERS OF THE BOARD. THE IMMEDIATE PAST BOARD
CHAIR WILL REMAIN AS A VOTING MEMBER OF THE GII BOARD FOR THE YEAR
SUBSEQUENT TO HIS OR HER SERVICES AS CHAIR OR THE END OF HIS OR HER TERM ON
THE BOARD, WHICHEVER IS LONGER. BOARD CHAIRS ARE SELECTED BY THE BOARD OF
DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 7B:

THE DELEGATE ASSEMBLY, ACCORDING TO THE BYLAWS, "SHALL ELECT THE BOARD OF

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DIRECTORS, FIX THE DUES OF THE CORPORATION'S ORGANIZATIONAL MEMBERS, VOTE UPON PROPOSED AMENDMENTS TO THE BYLAWS, VOTE UPON PROPOSED CHANGES TO THE TERRITORY POLICY, AND VOTE UPON REQUIREMENTS FOR ORGANIZATIONAL MEMBERSHIP." ADDITIONALLY, THE DELEGATE ASSEMBLY HAS THE RIGHT TO VOTE ON MATERIAL MODIFICATIONS OR ADDITIONS TO GOODWILL INDUSTRIES INTERNATIONAL, INC.'S REQUIREMENTS FOR MEMBERSHIP OF ITS ORGANIZATIONAL MEMBERS. ANY SUCH MODIFICATION OR ADDITION MUST BE APPROVED BY A TWO-THIRDS VOTE OF THE DELEGATE ASSEMBLY.

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

ONCE THE FORM 990 HAS BEEN FINALIZED, GOODWILL INDUSTRIES INTERNATIONAL, INC.'S AUDIT COMMITTEE REVIEWS, DISCUSSES, AND VOTES TO ACCEPT. AFTER THE COMMITTEE ACCEPTS, THE FORM 990 IS THEN (A) DISTRIBUTED TO THE FULL BOARD AS PART OF BOARD MEETING MATERIALS AND (B) OFFERED FOR ACCEPTANCE.

IT IS EACH BOARD MEMBER'S RESPONSIBILITY TO REVIEW THE FORM 990 IN SUFFICIENT DETAIL SO AS TO BRING ANY QUESTIONS OR CONCERNS TO THE TABLE BEFORE ACCEPTANCE.

FORM 990, PART VI, SECTION B, LINE 12C:

GOODWILL INDUSTRIES INTERNATIONAL, INC., REQUIRES EVERY BOARD MEMBER TO COMPLETE AND RETURN AN ANNUAL CONFLICT OF INTEREST DISCLOSURE. THE COMPLETED DISCLOSURES ARE THEN REVIEWED FOR ITEMS OF CONFLICT. ITEMS NOTED AS A POTENTIAL CONFLICT, IF ANY, ARE REVIEWED BY BOTH THE AUDIT COMMITTEE AND CHIEF LEGAL OFFICER, AND APPROPRIATE ACTION IS TAKEN TO ADDRESS THE DISCLOSURES.

GII ALSO REQUIRES ITS EMPLOYEES TO SUBMIT AN ANNUAL CONFLICT OF INTEREST

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DISCLOSURE TO BE REVIEWED BY THE CHIEF LEGAL OFFICER.

FORM 990, PART VI, SECTION B, LINE 15:

EVERY YEAR, AN EXTERNAL COMPENSATION CONSULTANT IS HIRED TO SURVEY THE MARKETPLACE AND TO PROVIDE MARKET DATA ON THE CEO POSITION. THE CEO POSITION IS MATCHED WITH OTHER SIMILAR POSITIONS IN ORGANIZATIONS WITH SIMILAR REVENUES, STRUCTURES, AND SCOPE AS GOODWILL INDUSTRIES INTERNATIONAL, INC., FOR THE CEO POSITION, AND BOTH BASE PAY AND TOTAL COMPENSATION PAY ARE COMPARED. TOTAL COMPENSATION INCLUDES BASE PAY, BONUS PAY AND DEFERRED COMPENSATION. EVERY YEAR, THE COMPENSATION COMMITTEE, A SUB-COMMITTEE OF THE BOARD, CONDUCTS A FORMAL PERFORMANCE EVALUATION ON THE CEO. THIS REVIEW CONSIDERS OUTCOMES ON GOALS RELATED TO THE ORGANIZATIONAL STRATEGIC PLAN, FINANCIAL PERFORMANCE AND RESULTS FROM A SURVEY OF ALL BOARD MEMBERS ON PERFORMANCE. SURVEY RESULTS ARE COMPILED BY AN EXTERNAL CONSULTANT AND FORWARDED TO THE CHAIR OF THE COMPENSATION COMMITTEE.

THE COMPENSATION COMMITTEE USES THE RESULTS FROM THE STRATEGIC PLAN, FINANCIAL PERFORMANCE AND COMPILED PERFORMANCE SURVEY TO RECOMMEND TO THE BOARD OF DIRECTORS ANY INCREASE OR DECREASE IN PAY AND/OR BONUS THAT IS WITHIN THE MARKET COMPENSATION RANGES THAT WERE PROVIDED BY THE EXTERNAL COMPENSATION CONSULTANT FOR COMPARABLE CEO POSITIONS. FOLLOWING DISCUSSION AND DECISION BY THE FULL BOARD OF DIRECTORS, THE CEO'S CHANGE IN COMPENSATION AND BONUS, IF ANY, BECOMES EFFECTIVE JUNE 1ST.

FOR OFFICERS AND KEY EMPLOYEES, POSITIONS ARE MATCHED BY AN EXTERNAL COMPENSATION CONSULTANT WITH OTHER SIMILAR POSITIONS IN ORGANIZATIONS WITH SIMILAR REVENUES, STRUCTURES, AND SCOPE AS GOODWILL INDUSTRIES INTERNATIONAL, INC. THE POSITIONS REVIEWED ARE: CHIEF MARKETING OFFICER &

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SENIOR VP GLOBAL DEVELOPMENT, CHIEF FINANCIAL OFFICER, SENIOR VICE
 PRESIDENT OF STRATEGY AND ADVANCEMENT, AND VICE PRESIDENT OF HUMAN
 RESOURCES. THE MARKET RANGES FOR BASE PAY AND BASE PLUS BONUS ARE PROVIDED
 TO THE COMPENSATION COMMITTEE FOR THESE POSITIONS BY THE EXTERNAL
 COMPENSATION CONSULTANT. THE COMPENSATION COMMITTEE REVIEWS THIS DATA AND
 APPROVES THE RANGES TO BE USED BY THE CEO IN DETERMINING THEIR BASE PAY
 PLUS BONUS. THE MERIT PAY AND BONUS AWARD FOR THE OFFICERS AND KEY
 EMPLOYEES, IF ANY, ARE EFFECTIVE IN JANUARY OF EACH YEAR AFTER A
 PERFORMANCE AND GOALS REVIEW IS CONDUCTED.

NOTES FROM THE ABOVE PROCESS ARE PRODUCED CONTEMPORANEOUSLY BY THE CHAIR OF
 THE COMPENSATION COMMITTEE.

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

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

FORM 990, PART VI, SECTION C, LINE 19:

UPON REQUEST, GOODWILL INDUSTRIES INTERNATIONAL, INC., PROVIDES COPIES OF
 ITS ARTICLES OF INCORPORATION, BYLAWS AND ITS CONFLICT OF INTEREST
 POLICIES. THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS AND FORMS 990 ARE
 AVAILABLE ON ITS PUBLIC WEBSITE.

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

IN ADDITION TO ITS VOTING DIRECTORS, GOODWILL INDUSTRIES INTERNATIONAL,
 INC., HAS THREE NON-VOTING EMERITUS BOARD MEMBERS: WILL A. COURTNEY,
 BILL KACAL, AND EVELYNE VILLINES (DECEASED SEPTEMBER 2017). THEY MAY
 BE CONTACTED IN CARE OF GII.

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

UNREALIZED GAIN ON INTEREST RATE SWAP 5,946.

FORM 990, PART XII, LINE 2C:

THE AUDIT OVERSIGHT PROCESS HAS REMAINED UNCHANGED FROM THE PREVIOUS YEAR.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

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

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
15810 INDIANOLA DRIVE LLC (SINGLE MEMBER LLC) - 53-0196517, 15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855	HOLDING ENTITY FOR GII'S MEMBER SERVICES CENTER BUILDING	MARYLAND	286,892.	101,179.	GOODWILL INDUSTRIES INTERNATIONAL, INC.

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
GOODWILL MISSION AND JOB CREATION SERVICES, INC. (GMJCS) - 45-5221005, 15810 INDIANOLA DRIVE, ROCKVILLE, MD 20855	LOANS TO GW MEMBERS AT A LOWER COST TO CREATE JOBS AND PROMOTE MISSION	DISTRICT OF COLUMBIA	501(C)(3)	509(A)(2)	GII	X	

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

Schedule R (Form 990) 2017

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

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

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

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

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) GMJCS	Q	63,973.	LOAN SERVICING AGREEMENT
(2)			
(3)			
(4)			
(5)			
(6)			

