

TRANSITIONS AND TRANSFORMATIONS

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN & METROPOLITAN CHICAGO

2012 ANNUAL REPORT

MISSION STATEMENT

GOODWILL PROVIDES TRAINING, EMPLOYMENT AND SUPPORTIVE SERVICES FOR PEOPLE WITH DISABILITIES OR DISADVANTAGES WHO SEEK GREATER INDEPENDENCE.



John L. Miller | President and Chief Executive Officer

John Miller dedicated his professional career to helping people with disabilities and disadvantages achieve independence. John joined Goodwill Industries of Southeastern Wisconsin in 1975 as Director of Professional Services. In 1978, John became Executive Vice President, and he was named President and Chief Executive Officer of Goodwill in 1982.

Facing economic and industry challenges, John adapted and expanded Goodwill's programs and services to offer high quality job training and employment opportunities throughout our territory. Goodwill Industries of Southeastern Wisconsin acquired a few other non-profit organizations during John's tenure - including the former Goodwill Industries of Racine (1983) and Goodwill Industries of Metropolitan Chicago (1999) - expanding our geographical reach.

Goodwill's significant impact in the communities we serve is a direct result of the growth under John's leadership and the numbers are impressive. Numbers served grew

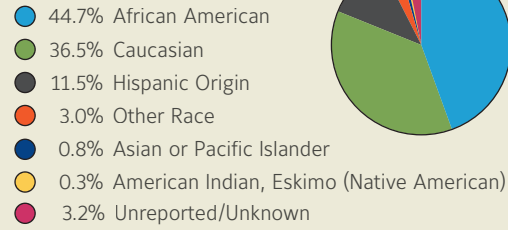
exponentially, from 813 individuals served in 1982, to 10,664 individuals served in 2002, and to a record number of 53,355 individuals served in 2012. When John started with Goodwill in 1975, we had two stores, and by the end of 2012 there were 49 Goodwill Store & Donation Centers throughout our service territory. Because of John's leadership, our Goodwill is the largest in the world.

John has served as a director for a number of boards including Goodwill Industries International, Inc., NISH, Private Industry Council and the Greater Milwaukee Committee. He has won numerous awards for his leadership and service, including the NISH Milton Cohen Leadership Award, the Goodwill Industries International (GI) Kenneth K. King Award for Outstanding Management Abilities and Accomplishments and the Enduring Leadership Award presented by the U.S. AbilityOne Commission.

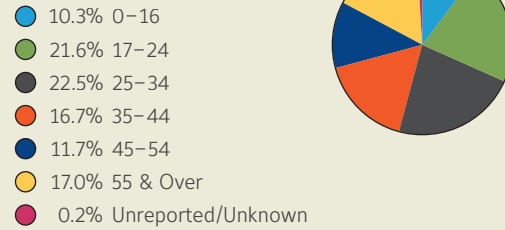
John retired at the end of 2012 after 37 years of dedicated service. Goodwill, and the communities we serve, will be forever changed by John's passion for our mission.

DEMOGRAPHICS & 2012 NUMBERS

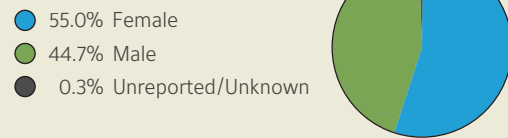
Ethnicity



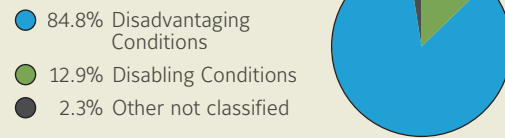
Age



Gender



Barrier



RICH MEEUSEN
JACKIE HALLBERG

NUMBER OF INDIVIDUALS WHO RECEIVED GOODWILL SERVICES	53,355
NUMBER OF ENTERED EMPLOYMENTS	3,729
NUMBER OF COUNTIES SERVED IN WISCONSIN/ILLINOIS	13/10
NUMBER OF GOODWILL STORE & DONATION CENTERS	49
NUMBER OF GOODWILL LOCATIONS	84
NUMBER OF DONOR TRANSACTIONS	2,922,669
NUMBER OF RETAIL SALES TRANSACTIONS	7,631,822
POUNDS OF CLOTHING & TEXTILES KEPT OUT OF LANDFILLS	91,235,734
ANNUAL EMPLOYEE EARNINGS	\$106,800,000
ANNUAL EMPLOYEE BENEFIT DOLLARS	\$24,800,000
NUMBER OF FAMILIES HELPED THROUGH THE GOODWILL CARES COMMUNITY ASSISTANCE VOUCHER PROGRAM	10,649
NUMBER OF GOODWILL EMPLOYEES	5,497
NUMBER OF GOODWILL EMPLOYEES WITH SIGNIFICANT DISABILITIES	1,352

DEAR FRIENDS,

Transitions and Transformations is the theme of this year's annual report, which accurately sums up our 93rd year of operation, a year of tremendous change. We have seen transitions and transformations both in our organization and in the lives of the people we serve.

After 37 years, John L. Miller retired as President and Chief Executive Officer, and a new leader, Jackie Hallberg, was chosen. The Board and our Leadership Team worked very closely to prepare for this transition, actively participating in the process and offering input along the way to set the future direction for Goodwill. As a result, we have a clear and compelling mission, a sustainable business model and strategic priorities that will help shape our bright future. The transition was seamless, and we ended the year with record performance in both mission and financial outcomes.

It is easy to become passionate about Goodwill's mission when you witness the transformation in the lives of individuals every day.

One transformation that you may not think about is how a simple donation to our Goodwill Store & Donation Centers makes an impact in the lives of the people we serve. Our retail stores are our economic engine and the donations of clothing, household items and electronics are the fuel that generates revenue to reinvest in our mission programs and services. Without the support of you, our donors, none of this work would be possible. Perhaps you have seen our Goodwill billboards around town. The message is simple – "You Donate, We Train, People Work".

In the pages that follow, you will have the opportunity to read more inspiring stories of transformation that show the impact of our services. We are grateful for the leadership of our Board of Directors, the dedication of our staff, and the support of many businesses, community leaders, foundations and government agencies whose hard work and commitment have enabled us to have a proud past and a promising future.

Sincerely,

Rich Meeusen
Chairman of the Board

Jackie Hallberg
President and Chief Executive Officer



BARRY

café 1919



As a person with a criminal background will tell you, getting someone to take a chance on you is difficult. For Barry, making the transition from a life that offered him little hope for a real future, to a life that offers promise and independence, was the key to success.

Barry found that his lack of employment experience left many doors closed to him. "I wanted a fresh start, and I knew that I was ready to build a new life," says Barry. He always had an interest in cooking and food, so when he heard about Goodwill's Culinary Institute food service training program, he decided to take a tour. From the minute he walked into the building, he knew it was where he belonged.

The Goodwill Culinary Institute prepares students for success on the job in the food service industry. Graduates from the program have pride and confidence in the kitchen. They have demonstrated a strong work ethic with good attendance and performance, a positive attitude and solid customer service skills. Our instructors and career coaches teach kitchen basics, such as knife skills, time and temperature and ServSafe Certification. Culinary Institute graduates learn the work and life skills that are necessary for success, such as professionalism, customer service and teamwork.

Barry was hired by a local grocery store and moved up quickly, promoted to assistant store manager in 2012. He is now in charge of inventory, ordering and scheduling. The pride and accomplishment is evident when Barry talks about this new path. "After I got the promotion, I bought a car. It was the first time in my life that I was able to do that for myself."

"I wouldn't have had options to consider without the program at Goodwill, and the help and encouragement I was given to reach my goal was amazing. They gave me the tools to be successful, and now it's up to me to make the most of them. And I intend to do just that," says Barry.



Tammy knows firsthand how life changes when you least expect it. She filed for divorce after many years of marriage, and for the first time she needed a job to fully support her family. "My motivation was simple, I had two boys to feed and I wanted to show them that I could take care of us," she says.

Tammy began her job search on the internet, looking for a stable job with good benefits and advancement opportunities, and wanting to build on her background in customer service. She found a posting online for Project PRISM, a workforce development partnership between Goodwill and Wheaton Franciscan Healthcare. The purpose is to recruit, train, develop and retain employees who are not only technically competent but also serve as strong patient advocates in the areas of registration, scheduling and pre-certification for medical procedures. Tammy was up for the challenge.

Project PRISM identifies candidates who have a strong customer service demeanor and are self-starters, removing the healthcare experience requirement. Training includes everything from interpersonal and life skills to job-specific technical training in multiple computer systems and insurance processing. Project PRISM candidates are employees of Goodwill's staffing service, TalentBridge, and then may be hired permanently by Wheaton Franciscan Healthcare to help serve patients in their hospitals and clinics.

Tammy takes pride in her work with patients. "I am sometimes the first person they see when they arrive at the hospital. I understand they may be sick, in pain and scared. What I say and do makes a profound difference in how they feel. I have a responsibility to care for them and I take that very seriously," Tammy says.

Being a patient access representative is a dream come true for Tammy. "Goodwill and Wheaton have changed my life. This opportunity has taught me a lot about myself, and the confidence that I have developed in dealing with patient situations has now spread to other aspects of my life," says Tammy.



TAMMY



MAURICE



Maurice has learned that in an instant, your life can change forever. In 1984, he was hit by a stray bullet while picking up lunch at a restaurant near his work. The bullet entered his left eye and destroyed his optic nerve, instantly blinding him. "The world was light, and then everything went dark," says Maurice.

After leaving the hospital, Maurice began the process of starting over. "I had to learn how to do everything again without sight, which was a difficult task, but one that I had to take on," says Maurice. Through all of the turmoil, Maurice never felt sorry for himself. He was determined to live his life, even with the challenges that lay ahead.

When it came time to find a job, Maurice was referred to Goodwill by the Illinois Department of Rehabilitation Services. In 2005, he applied for and was hired as a food service worker at Goodwill Great Lakes.

Maurice works in the scullery, which includes washing, rinsing and sterilizing dishware at Naval Station Great Lakes. He takes pride in being part of a team that serves our Navy Recruits and Sailors nearly 8.5 million meals each year.

Maurice displays a strong work ethic, having missed only one day of work in the past five years. He commutes 40 miles one-way to get to work. Because Maurice is a natural leader, he has often led his team, helping to assist other staff with their cleaning duties. He enjoys coaching and mentoring using his own life experiences to encourage and motivate his co-workers to be the best they can be.

Maurice's supervisors call him remarkable. They say that there is something inside of Maurice that is greater than any obstacle.

Maurice feels there is something special about working at Goodwill, too. "The support and encouragement has made all the difference. They never stop believing in me, and that helps me believe in myself," says Maurice.



When Chandra talks about her work with special needs children at Milwaukee Public Schools (MPS), her face lights up when she speaks of the difference she makes every day. It's a job that she never would have found if life hadn't thrown her a curve ball.

"I was supposed to move to another state to take my dream job. My bags were packed! I left my job as a CNA, one that I had for more than 10 years, and then my new job fell through. I was unemployed for the first time in my life," says Chandra.

She had heard from several friends about the Goodwill Workforce Connection Center and decided to give it a try. The centers provide free resources for job seekers in the community. From resumé assistance and access to technology to onsite interviewing and company presentations, thousands of people in Wisconsin and Illinois are using the centers to find hope and find work.

Chandra couldn't believe the services offered and the connections the staff helped her make. "I never had a resumé – I went from high school to college to my first job and I didn't need one. They walked me through everything from start to finish," says Chandra.

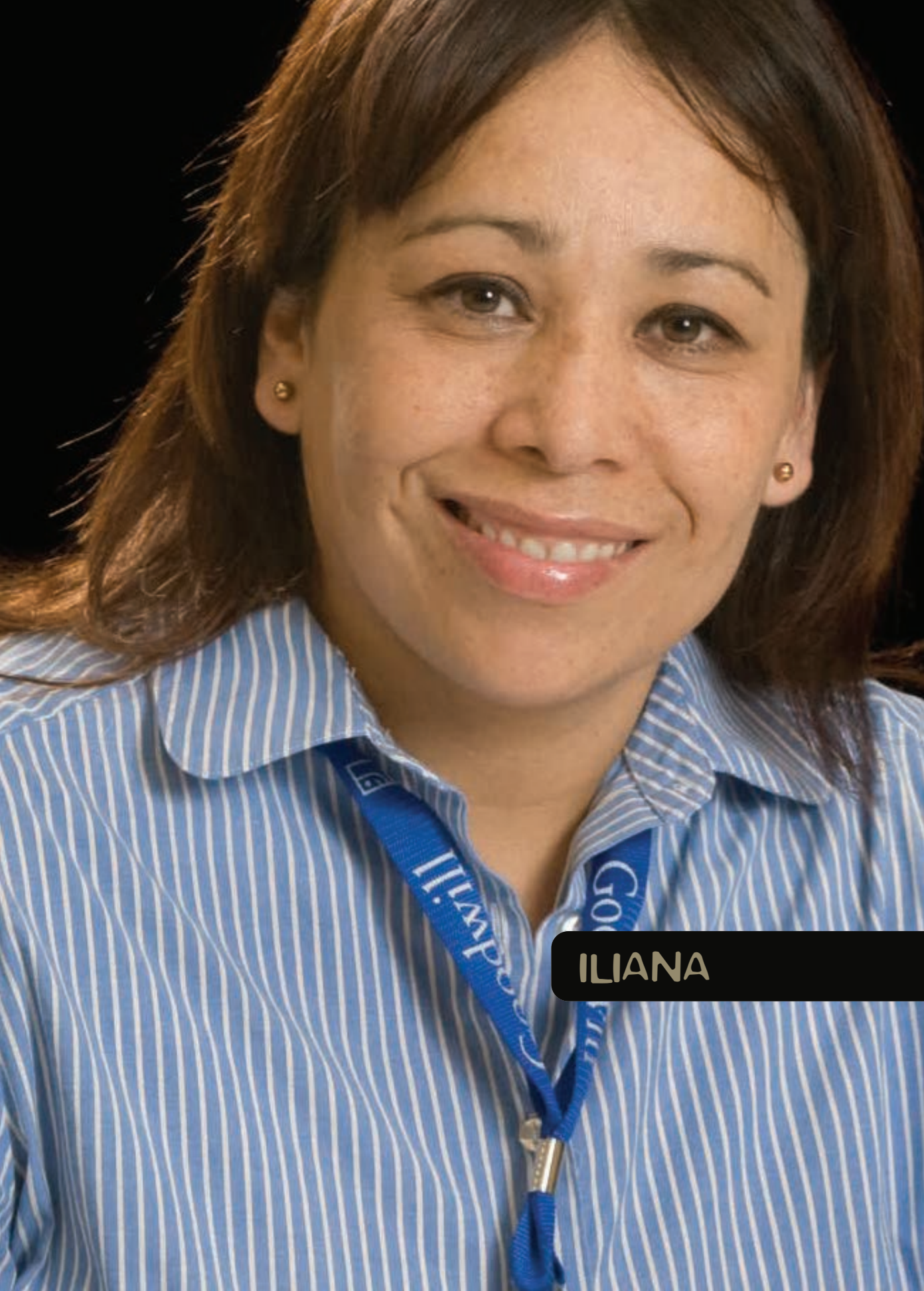
As she began to send out resúmes and look for new employment, the Workforce Connection Center staff connected Chandra with Goodwill TalentBridge, Goodwill's staffing and recruitment service. TalentBridge secures staff members for many MPS schools, and a position for a Handicapped Children's Assistant (HCA) was open. Chandra interviewed and was a perfect match.

Chandra's days are full and rewarding as she assists the teacher with lessons, art projects, meals and other daily activities. Her students with disabilities love her, and she has found a true calling. "At my former job, I helped seniors who were at the end of their life and needed care. Now I am helping kids at the start of their journeys, helping to shape their young lives and show them that they can have bright futures. I cannot tell you how much joy there is in what I do," says Chandra.

"This is the job that I didn't know I wanted and needed. It is my dream job. I love what I do, and I would have never found it without the twist of fate that led me to Goodwill. I am so grateful," Chandra says.



CHANDRA



ILIANA



Iliana has been a loyal Goodwill shopper and donor for as long as she can remember. One day she noticed that her neighborhood Goodwill Store & Donation Center was hiring. She thought that working at her favorite store could be a great part-time job. Over the course of ten years, Iliana went from having a part-time job to having a promising career in retail management.

From the start, her supervisors and managers could see the potential in Iliana. "I worked hard and asked a lot of questions. I wanted to know more about operations, and Goodwill was willing to help me learn," she says.

After taking on roles of increasing responsibility like team leader and retail coordinator, Iliana was promoted to assistant store manager in 2012. "Being promoted was a milestone for me and I couldn't have done it without my Retail team pushing me forward and believing in me," says Iliana.

As an organization that is focused on training and employment in our community, Goodwill leads by example, and invests considerable resources in helping its employees grow both personally and professionally. In addition, a solid succession-planning process helps us in the never-ending task of finding leaders to carry on the work of our growing organization.

Iliana likes working for a company that supports employees as they grow with the organization, and celebrates with them as they achieve their goals. "Goodwill has shown me that if I work hard, I can make a better life for myself and my family. I decided to go to school to earn a bachelor's degree. The confidence I have in myself stems from my success on the job," says Iliana.

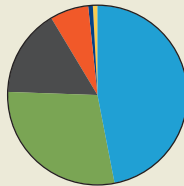
FINANCIAL HIGHLIGHTS

Goodwill was established over 90 years ago to provide individuals deemed “unemployable” with employment opportunities. Today, training and employment continue to be Goodwill’s primary focus with an emphasis on securing jobs that further self-sufficiency for the individuals we serve and providing relevant workforce solutions for employers.

Goodwill’s focus on fiscal responsibility and financial health has contributed to its ability to deliver services to over 53,000 individuals in 2012. Management and fundraising expense was less than 8% of revenue and support in 2012. Goodwill’s future plans include action steps that will generate sufficient resources to continue mission delivery expansion in the communities we serve.

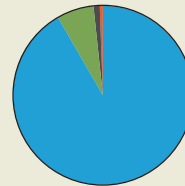
Sources of revenue & support

- 46.1% Retail Services
- 29.7% Great Lakes
- 16.4% Participant Programs & Services
- 6.6% Manufacturing Services
- 0.6% Contributions
- 0.6% Interest & Other Income



Allocation of expenses

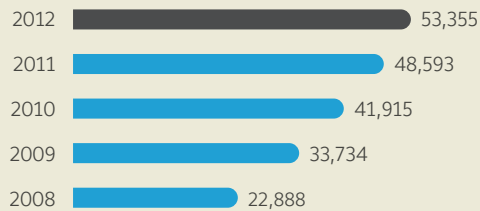
- 91.2% Programs & Services
- 8.0% Management & General
- 0.5% Interest and other non-operating expense
- 0.3% Fundraising



Revenue & support growth (millions)



Individuals served



2012 FINANCIAL ACTIVITIES

Statement of financial activities*	2012	2011
Revenue and Support		
Retail Services	\$117,677	\$96,814
Great Lakes	75,726	79,610
Participant Programs and Services	41,894	39,651
Manufacturing Services	16,859	21,578
Contributions	1,530	1,869
Interest and Other Income	1,446	760
Total Revenue and Support	255,132	240,282
Expenses		
Programs and Services	220,088	209,188
Management and General	19,436	16,775
Fundraising	709	706
Interest and Other Non-Operating Expenses	1,188	2,249
Total Expenses	241,421	228,918
Change in Net Assets	\$13,711	\$11,364
Statement of financial position*		
Assets		
Cash and Cash Equivalents	\$19,134	\$7,211
Accounts Receivable	11,278	10,560
Inventories	8,302	7,493
Prepaid and Other Expenses	2,527	3,370
Property, Plant and Equipment	123,726	111,506
Total Assets	\$164,967	\$140,140
Liabilities		
Accounts Payable	\$12,985	\$10,393
Accrued Expenses	17,131	17,816
Bonds and Debt Payable	41,616	32,407
Total Liabilities	71,732	60,616
Net Assets	93,235	79,524
Total Liabilities and Net Assets	\$164,967	\$140,140

Certain amounts have been reclassified in the 2011 financial statements to be consistent with the 2012 financial statement presentation. For additional financial information, call Goodwill’s Chief Financial Officer at (414) 847-4123. 2012 amounts are unaudited as distribution of this report was performed before completion of the annual audit.

*amounts in 000’s

FINANCIAL CONTRIBUTIONS

We extend sincere thanks to all those who made charitable gifts to Goodwill Industries of Southeastern Wisconsin and Metropolitan Chicago in support of our mission.

Donations are used to help support programs and services in our local communities. The names listed here are those who made a financial contribution or a substantial in-kind gift to Goodwill as of December 31, 2012.

Goodwill has made every effort to assure the accuracy of these donor lists. If you find an omission or discrepancy, please call the Development Office at (414) 847-4172. We regret we cannot list all those who generously donated clothing, household goods and other items.

Thank you for supporting our mission.

**Leave a legacy for the future,
include Goodwill in your will.**

For more information about bequests or other planned gifts please contact:

Wisconsin Residents

Emily J. Capelle at (414) 847-4173 or ecapelle@goodwillsew.com

Illinois Residents

Catherine M. Girard at (312) 994-1446 or cgirard@goodwillchicago.com



\$50,000 and Above

Wisconsin Energy Foundation

\$20,000 – 49,999

A.O. Smith Foundation, Inc.

Berengaria Development

Helen Bader Foundation

Forest County Potawatomi Community Foundation

JPMorgan Chase Foundation

Greater Milwaukee Foundation:

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\$10,000 – 19,999

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Google

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Charles H. Wilson Trust

\$1,000 – 4,999

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