

Return of Organization Exempt From Income Tax

Department of the Treasury
Internal Revenue Service

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

- ▶ Do not enter social security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2016 calendar year, or tax year beginning **2016**, and ending **20**

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 OF SOUTHEASTERN WISCONSIN, INC.		D Employer identification number 39-0808491
	Doing business as		E Telephone number (414) 847-4200
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 140,662,458.
	5400 SOUTH 60TH STREET City or town, state or province, country, and ZIP or foreign postal code GREENDALE, WI 53129		
F Name and address of principal officer: JACQUELINE L. HALLBERG 5400 SOUTH 60TH STREET GREENDALE, WI 53129		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)	
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.GOODWILLSEW.COM			
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: 1919	M State of legal domicile: WI

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>GOODWILL PROVIDES TRAINING, EMPLOYMENT, AND SUPPORTIVE SERVICES FOR PEOPLE WITH DISABILITIES OR DISADVANTAGES WHO SEEK GREATER INDEPENDENCE.</u>		
	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	20.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20.
	5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5	6,499.
	6 Total number of volunteers (estimate if necessary)	6	462.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	3,815,256.
b Net unrelated business taxable income from Form 990-T, line 34	7b	-611,648.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	41,112,635.	38,151,189.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	74,627,169.	70,332,141.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	105,851.	404,644.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,270,956.	3,181,598.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	119,116,611.	112,069,572.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	1,598,172.	7,084,147.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	94,965,790.	93,403,822.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 326,392.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	11,904,709.	8,914,565.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	108,468,671.	109,402,534.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	10,647,940.	2,667,038.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	168,679,222.	151,873,032.
	22 Net assets or fund balances. Subtract line 21 from line 20	68,402,011.	63,687,514.
		100,277,211.	88,185,518.

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: <i>Tamara T. Jung</i>	Date: 7.10.2017			
	TAMARA T. JUNG CFO	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name: MICHELLE L WEBER	Preparer's signature: <i>Michelle L Weber</i>	Date: 6/27/17	Check <input type="checkbox"/> if self-employed	PTIN: P00556798
	Firm's name: GRANT THORNTON LLP	Firm's EIN: 36-6055558	Phone no.: 414-289-8200		
	Firm's address: 100 E. WISCONSIN AVE. MILWAUKEE, WI 53202				

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

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

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

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

4a (Code:) (Expenses \$ 59,998,211. including grants of \$ 7,084,147.) (Revenue \$ 28,162,247.)

ATTACHMENT 2

4b (Code:) (Expenses \$ 40,072,060. including grants of \$ 0.) (Revenue \$ 42,478,169.)

ATTACHMENT 3

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

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

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

4e Total program service expenses 100,070,271.

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> (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <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 (see instructions).</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	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
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?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
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	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)? <i>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? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, Form W-3, and various tax compliance requirements.

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

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body?; 8b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b 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 IL, WI,
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 [X] 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: TAMARA T. JUNG 5400 SOUTH 60TH STREET GREENDALE, WI 53129 414-847-4200

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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES BORRIS DIRECTOR	2.00 0.	X					0.	0.	0.	
(2) JACQUELINE M BOWLES DIRECTOR	2.00 0.	X					0.	0.	0.	
(3) MARY DOWELL DIRECTOR	2.00 0.	X					0.	0.	0.	
(4) KAREN G DUFFY DIRECTOR	2.00 1.00	X					0.	0.	0.	
(5) JOHN DZIEWA DIRECTOR	2.00 0.	X					0.	0.	0.	
(6) LAURA GOUGH DIRECTOR	2.00 0.	X					0.	0.	0.	
(7) BRADLEY KALSCHUR DIRECTOR	2.00 0.	X					0.	0.	0.	
(8) ROBERT J KLUG BOARD CHAIR	2.00 3.00	X		X			0.	0.	0.	
(9) DAVID MARCUS DIRECTOR	2.00 0.	X					0.	0.	0.	
(10) MICHELLE MASON DIRECTOR	2.00 1.00	X					0.	0.	0.	
(11) TIMOTHY MATTKE FIRST VICE CHAIR & TREASURER	2.00 3.00	X		X			0.	0.	0.	
(12) DENNIS J MCNALLY SECRETARY - DECEASED 6/2016	2.00 3.00	X		X			0.	0.	0.	
(13) RICHARD A MEEUSEN DIRECTOR	2.00 2.00	X		X			0.	0.	0.	
(14) THOMAS V RICHTMAN DIRECTOR	2.00 1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) ANTHONY ROSS DIRECTOR	2.00 0.	X						0.	0.	0.
(16) MASON ROSS DIRECTOR	2.00 0.	X						0.	0.	0.
(17) THOMAS R SAVAGE DIRECTOR	2.00 0.	X						0.	0.	0.
(18) IRENE SUDAC SECOND VICE CHAIR	2.00 1.00	X		X				0.	0.	0.
(19) CARL E VANDER WILT DIRECTOR	2.00 1.00	X						0.	0.	0.
(20) MARILYN VOLLRATH DIRECTOR	2.00 0.	X						0.	0.	0.
(21) CHARLIE WRIGHT, JR. DIRECTOR	2.00 0.	X						0.	0.	0.
(22) JACQUELINE L HALLBERG PRESIDENT & CEO	40.00 10.00			X				557,862.	0.	38,247.
(23) CHARLES J STADLER SR VP & COO	40.00 8.00			X				332,016.	0.	40,458.
(24) JOAN FARRELL VP / ASST SECRETARY	40.00 10.00			X				236,348.	0.	19,624.
(25) TAMARA JUNG VP & CFO/ASST TREASURER	40.00 10.00			X				232,958.	0.	32,101.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								2,654,989.	0.	305,829.
d Total (add lines 1b and 1c)								2,654,989.	0.	305,829.

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 **45**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **14**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) DANIEL S DEPIES VP/EXEC DIR - AS OF 2/2016	40.00 2.00			X				173,572.	0.	33,862.
(27) STEVEN J. LOOS VICE PRESIDENT	40.00 0.					X		240,383.	0.	38,939.
(28) PATRICIA A BOELTER-MUNDT VICE PRESIDENT	40.00 0.					X		240,001.	0.	32,490.
(29) ROBERT SCHNEEBERG VICE PRESIDENT	40.00 0.					X		218,378.	0.	3,959.
(30) CHRISTINE E. BROOKS VICE PRESIDENT	40.00 0.					X		212,360.	0.	29,339.
(31) KENT A. WALTERS VICE PRESIDENT	40.00 0.					X		211,111.	0.	36,810.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶** 45

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

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	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 106,124.				
	d Related organizations	1d 18,561,634.				
	e Government grants (contributions)	1e 18,510,870.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 972,561.				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		38,151,189.			
Program Service Revenue	2a PARTICIPANT PROGRAMS AND SERVICES	Business Code 624100	27,853,972.	26,436,936.	1,417,036.	
	b GREAT LAKES PROGRAMS AND SERVICES	561499	42,478,169.	42,478,169.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		70,332,141.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts).		87,823.		87,823.	
	4 Income from investment of tax-exempt bond proceeds		0.			
	5 Royalties		0.			
	6a Gross rents	(i) Real	182,871.			
		(ii) Personal				
	b Less: rental expenses		25,284.			
	c Rental income or (loss)		157,587.			
	d Net rental income or (loss)		157,587.		157,587.	
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other		762,185.		
	b Less: cost or other basis and sales expenses		445,364.			
	c Gain or (loss)		316,821.			
d Net gain or (loss)		316,821.		316,821.		
8a Gross income from fundraising events (not including \$ 106,124. of contributions reported on line 1c). See Part IV, line 18		ATCH 5				
	a	349,476.				
	b Less: direct expenses		339,476.			
c Net income or (loss) from fundraising events.		ATCH 6	10,000.		10,000.	
9a Gross income from gaming activities. See Part IV, line 19						
	a	4,635.				
	b Less: direct expenses		2,146.			
c Net income or (loss) from gaming activities.		ATCH 7	2,489.		2,489.	
10a Gross sales of inventory, less returns and allowances						
	a	27,974,948.				
	b Less: cost of goods sold	ATCH 8	27,780,616.			
c Net income or (loss) from sales of inventory.		194,332.	194,332.			
Miscellaneous Revenue		Business Code				
11a INTERCOMPANY ADMINISTRATION SERVICES		561000	2,398,220.	2,398,220.		
	b CAFETERIA	561499	256,440.		256,440.	
	c INTERCOMPANY INTEREST	900003	48,587.		48,587.	
	d All other revenue	561000	113,943.	113,943.		
	e Total. Add lines 11a-11d		2,817,190.			
12 Total revenue. See instructions.		112,069,572.	69,223,380.	3,815,256.	879,747.	

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	6,664,399.	6,664,399.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	419,748.	419,748.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	1,697,048.	561,284.	1,087,335.	48,429.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	204,588.		204,588.	
7 Other salaries and wages	69,685,286.	57,454,068.	12,043,766.	187,452.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,047,470.	1,394,246.	641,520.	11,704.
9 Other employee benefits	13,478,652.	11,666,147.	1,795,187.	17,318.
10 Payroll taxes	6,290,778.	5,355,417.	923,081.	12,280.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	104,818.	25,004.	79,814.	
c Accounting	145,327.		145,327.	
d Lobbying	3,550.		3,550.	
e Professional fundraising services. See Part IV, line 17.	0.			
f Investment management fees	0.			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	8,656,477.	5,340,748.	3,282,959.	32,770.
12 Advertising and promotion	1,900,135.	159,767.	1,740,368.	
13 Office expenses	3,939,769.	3,714,964.	219,016.	5,789.
14 Information technology	1,260,269.	193,318.	1,061,436.	5,515.
15 Royalties	0.			
16 Occupancy	3,334,871.	1,834,541.	1,499,730.	600.
17 Travel	1,878,057.	1,635,831.	242,226.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	523,298.	203,134.	315,629.	4,535.
20 Interest	768,261.	2,403.	765,858.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	3,111,137.	307,560.	2,803,577.	
23 Insurance	548,926.	419,479.	129,447.	
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 ALLOCATED MANAGEMENT FEES	-12,847,622.		-12,847,622.	
b ALLOCATED OCCUPANCY	-2,309,976.	2,979,349.	-5,289,325.	
c ALLOCATED STAFFING	-2,102,732.	-261,136.	-1,841,596.	
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	109,402,534.	100,070,271.	9,005,871.	326,392.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

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	0.	1	0.
	2 Savings and temporary cash investments	18,878,164.	2	22,544,423.
	3 Pledges and grants receivable, net	169,852.	3	206,262.
	4 Accounts receivable, net	9,797,954.	4	8,575,981.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	742,499.	8	637,767.
	9 Prepaid expenses and deferred charges	1,318,663.	9	1,248,088.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 191,395,657.		
	b Less: accumulated depreciation.	10b 73,638,898.	123,095,944.	10c 117,756,759.
	11 Investments - publicly traded securities	0.	11	0.
	12 Investments - other securities. See Part IV, line 11	0.	12	0.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
	15 Other assets. See Part IV, line 11	14,676,146.	15	903,752.
16 Total assets. Add lines 1 through 15 (must equal line 34)	168,679,222.	16	151,873,032.	
Liabilities	17 Accounts payable and accrued expenses	15,316,976.	17	14,030,309.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	347,715.	19	472,250.
	20 Tax-exempt bond liabilities	47,545,000.	20	44,971,383.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	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	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	1,900,000.	24	1,455,199.
	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	3,292,320.	25	2,758,373.
	26 Total liabilities. Add lines 17 through 25	68,402,011.	26	63,687,514.
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	99,981,292.	27	87,695,470.
	28 Temporarily restricted net assets	295,919.	28	490,048.
	29 Permanently restricted net assets	0.	29	0.
	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	100,277,211.	33	88,185,518.	
34 Total liabilities and net assets/fund balances	168,679,222.	34	151,873,032.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	112,069,572.
2	Total expenses (must equal Part IX, column (A), line 25)	2	109,402,534.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,667,038.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	100,277,211.
5	Net unrealized gains (losses) on investments	5	45,954.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-14,804,685.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	88,185,518.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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.
- 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?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization **GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.**

Employer identification number
39-0808491

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		
(A)							
(B)							
(C)							
(D)							
(E)							
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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	38,763,090.	43,223,217.	41,359,590.	41,112,635.	38,151,189.	202,609,721.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3	38,763,090.	43,223,217.	41,359,590.	41,112,635.	38,151,189.	202,609,721.
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).						103,028,483.
6 Public support. Subtract line 5 from line 4.						99,581,238.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	38,763,090.	43,223,217.	41,359,590.	41,112,635.	38,151,189.	202,609,721.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	925,274.	639,475.	733,222.	310,276.	319,281.	2,927,528.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	207,137.	232,281.	253,456.	339,006.	354,111.	1,385,991.
11 Total support. Add lines 7 through 10						206,923,240.
12 Gross receipts from related activities, etc. (see instructions)					12	504,112,789.
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 2016 (line 6, column (f) divided by line 11, column (f))	14	48.12%
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	49.29%
16a 33 1/3% support test - 2016. 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 - 2015. 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 - 2016. 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 - 2015. 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"/>	

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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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 2016 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2016.** 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 - 2015.** 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>		
3b	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>		
3c	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>		
4b	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>		
4c	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>		
5b	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?		
5c	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>		
9b	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>		
9c	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>		
10b	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?	11a	
b	A family member of a person described in (a) above?	11b	
c	A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

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? 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.	1	
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? 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.	2	

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)? 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).	1	

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?	1	
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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	3	

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. Complete line 2 below.		
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
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? 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.	2a	
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? 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.	2b	
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? Provide details in Part VI.	3a	
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b	

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			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 <input type="checkbox"/> 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 2016 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-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013.			
d From 2014.			
e From 2015.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2016, 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 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2017. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b Excess from 2013. . . .			
c Excess from 2014. . . .			
d Excess from 2015. . . .			
e Excess from 2016. . . .			

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 6. Also complete this part for any additional information. (See instructions.)

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2012	2013	2014	2015	2016	TOTAL
FUNDRAISING EVENTS	207,137.	232,281.	248,148.	334,015.	349,476.	1,371,057.
GAMING ACTIVITIES			5,308.	4,991.	4,635.	14,934.
TOTALS	<u>207,137.</u>	<u>232,281.</u>	<u>253,456.</u>	<u>339,006.</u>	<u>354,111.</u>	<u>1,385,991.</u>

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.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its Instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Name of the organization

GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

39-0808491

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).

Name of organization GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. **Employer identification number** 39-0808491

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		\$ 1,387,914.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 2,409,401.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 18,561,634.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 1,262,903.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 4,765,042.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 1,805,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. **Employer identification number** 39-0808491

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
7		\$ 4,273,366.	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.)
			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.)
			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 GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.	Employer identification number 39-0808491
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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 **GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.** Employer identification number **39-0808491**

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 information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2016

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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 OF SOUTHEASTERN WISCONSIN, INC.	Employer identification number 39-0808491
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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. (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions) _____

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.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2016

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)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) Total
2a	Lobbying nontaxable amount				
b	Lobbying ceiling amount (150% of line 2a, column (e))				
c	Total lobbying expenditures				
d	Grassroots nontaxable amount				
e	Grassroots ceiling amount (150% of line 2d, column (e))				
f	Grassroots lobbying expenditures				

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?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		3,550
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			3,550
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?		

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 6033(e)(1)(A) notices of nondeductible section 162(e) dues.	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

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.

SEE PAGE 4

Part IV Supplemental Information (continued)

LOBBYING ACTIVITY DESCRIPTION

PART II-B, LINES 1B AND 1G

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN INC. INCURRED EXPENSES,
BOTH INTERNAL AND EXTERNAL PROFESSIONAL FEES, WHILE PROVIDING GOVERNMENT
OFFICIALS WITH TOURS OF ITS FACILITES AND OPERATIONS. NO PORTION OF
EXPENSE REPRESENTS A REIMBURSEMENT OF EXPENSES TO AN OFFICIAL.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2016

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.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.

Employer identification number 39-0808491

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?, 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?

Part II Conservation Easements.

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

Form with multiple sections: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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. (Includes sub-rows 2a-2d), 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 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)?, 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.

Form with multiple sections: 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. 1b 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 in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenue included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other _____
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment _____%
 - b** Permanent endowment _____%
 - c** Temporarily restricted endowment _____%
- 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 | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 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		31,904,786.		31,904,786.
b Buildings		127,586,184.	52,734,064.	74,852,120.
c Leasehold improvements				
d Equipment		23,476,535.	17,805,170.	5,671,365.
e Other		8,428,152.	3,099,664.	5,328,488.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				117,756,759.

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. (Column (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. (Column (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) OBLIG. UNDER CAPITAL LEASES	556,640.
(3) OTHER LIABILITIES	2,201,733.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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	138,196,286.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2a	45,954.	
	b Donated services and use of facilities	2b	34,340.	
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d	29,409,507.	
	e Add lines 2a through 2d		2e	29,489,801.
3	Subtract line 2e from line 1		3	108,706,485.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b	3,363,087.	
	c Add lines 4a and 4b		4c	3,363,087.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	112,069,572.

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	132,066,551.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a	34,340.	
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.)	2d	30,675,438.	
	e Add lines 2a through 2d		2e	30,709,778.
3	Subtract line 2e from line 1		3	101,356,773.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b	8,045,761.	
	c Add lines 4a and 4b		4c	8,045,761.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	109,402,534.

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.

SEE PAGE 5

Part XIII Supplemental Information *(continued)*

LIABILITY FOR ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

PART X

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO, INC., GOODWILL RETAIL SERVICES, INC. AND GOODWILL MANUFACTURING, INC. HAVE RECEIVED DETERMINATION LETTERS FROM THE INTERNAL REVENUE SERVICE (IRS) INDICATING THAT THEY ARE EXEMPT FROM FEDERAL INCOME TAXES, EXCEPT FOR TAXES PERTAINING TO UNRELATED BUSINESS INCOME UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE.

GOODWILL TALENTBRIDGE, LLC HAS BEEN ORGANIZED AS A LIMITED LIABILITY COMPANY AND, ACCORDINGLY, IS NOT SUBJECT TO FEDERAL OR STATE INCOME TAXES. ALL INCOME TAX ATTRIBUTES OF THE ENTITY ARE PASSED THROUGH TO ITS SOLE MEMBER, GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. THE ENTITY IS INCLUDED IN THE CONSOLIDATED INFORMATION RETURN FILED BY GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.

THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ISSUED GUIDANCE RELATED TO THE UNCERTAINTY OF INCOME TAX POSITIONS, WHICH CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENTS AND REQUIRES ADDITIONAL DISCLOSURE. GOODWILL RECOGNIZES THE FINANCIAL STATEMENT BENEFIT OF A TAX POSITION ONLY AFTER DETERMINING THAT THE RELEVANT TAX AUTHORITY WOULD MORE LIKELY THAN NOT SUSTAIN THE POSITION FOLLOWING AN AUDIT. FOR TAX POSITIONS MEETING THE MORE LIKELY THAN NOT THRESHOLD, THE AMOUNT RECOGNIZED IN THE FINANCIAL STATEMENTS IS THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT WITH THE RELEVANT TAX AUTHORITY.

Part XIII Supplemental Information (continued)

GOODWILL FILES INFORMATION RETURNS IN THE U.S. FEDERAL AND THE STATES OF WISCONSIN AND ILLINOIS JURISDICTIONS. TAX YEARS OPEN UNDER THE FEDERAL STATUTE OF LIMITATIONS INCLUDE 2013 THROUGH 2016. TAX YEARS OPEN UNDER STATE OF WISCONSIN AND STATE OF ILLINOIS STATUTES INCLUDE 2012 THROUGH 2016.

RECONCILIATION OF REVENUE

PART XI

LINE 2D

RENTAL EXPENSES	25,284
FUNDRAISING EVENT EXPENSES	339,476
GAMING EXPENSES	2,146
COST OF GOODS SOLD	27,780,616
INTERCOMPANY CONTRACTED SERVICES	722,274
INTERCOMPANY TEMPORARY HELP	539,711

TOTAL	29,409,507

LINE 4B

CONTRACTED EMPLOYEE	915,517
INTERCOMPANY INTEREST	48,587
INTERCOMPANY ADMIN SERVICES	2,398,220
MISCELLANEOUS ADJUSTMENT	763

TOTAL	3,363,087

Part XIII Supplemental Information (continued)

RECONCILIATION OF EXPENSES

PART XII

LINE 2D

RENTAL EXPENSES	25,284
FUNDRAISING EVENT EXPENSES	339,476
GAMING EXPENSES	2,146
COST OF GOODS SOLD	27,780,616
INTERCOMPANY CONTRACTED SERVICES	722,274
INTERCOMPANY TEMPORARY HELP	539,711
INTERCOMPANY ALLOCATIONS	1,265,931
CONTRACTED EMPLOYEES	915,517

TOTAL	30,675,438

LINE 4B

INTERCOMPANY INTEREST	48,587
INTERCOMPANY ADMIN SERVICES	2,398,220
MISCELLANEOUS ADJUSTMENT	763
CONTRIBUTION TO AFFILIATE	5,598,191

TOTAL	8,045,761

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization
GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number
39-0808491

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

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

- | | | | |
|----------------------------|----------------------------------|----------------------------|---------------------------------------|
| a <input type="checkbox"/> | Mail solicitations | e <input type="checkbox"/> | Solicitation of non-government grants |
| b <input type="checkbox"/> | Internet and email solicitations | f <input type="checkbox"/> | Solicitation of government grants |
| c <input type="checkbox"/> | Phone solicitations | g <input type="checkbox"/> | Special fundraising events |
| d <input type="checkbox"/> | In-person solicitations | | |

- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		RETRO EVENT (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts	455,600.		455,600.
	2	Less: Contributions	106,124.		106,124.
	3	Gross income (line 1 minus line 2).	349,476.		349,476.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	53,393.		53,393.
	8	Entertainment	86,606.		86,606.
	9	Other direct expenses	199,477.		199,477.
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶			339,476.
11	Net income summary. Subtract line 10 from line 3, column (d) ▶			10,000.	

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		Revenue	1	Gross revenue	
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d) ▶			

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

b If "No," explain: _____

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

b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization **GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.**

Employer identification number
39-0808491

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
(1) GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO 5400 SOUTH 60TH STREET GREENDALE, WI 53129	36-4455490	501(C)(3)	1,066,208.				GRANT - SEE FORM 990 PART III, LINE 4A.
(2) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	35-2531359	501(C)(3)	1,635,605.				GRANT - SEE FORM 990 PART III, LINE 4A.
(3) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	35-2531359	501(C)(3)		1,956,555.	BOOK	ACCOUNTS RECEIVABLE	GRANT - SEE FORM 990 PART III, LINE 4A.
(4) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	35-2531359	501(C)(3)		2,239,070.	BOOK	INVENTORY	GRANT - SEE FORM 990 PART III, LINE 4A.
(5) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	35-2531359	501(C)(3)		73,112.	BOOK	PREPAIDS	GRANT - SEE FORM 990 PART III, LINE 4A.
(6) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	35-2531359	501(C)(3)		606,880.	BOOK	LAND, BUILD, EQUIP	GRANT - SEE FORM 990 PART III, LINE 4A.
(7) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	35-2531359	501(C)(3)		913,031.	BOOK	LIABILITIES	GRANT - SEE FORM 990 PART III, LINE 4A.
(8)							
(9)							
(10)							
(11)							
(12)							

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

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

Schedule I (Form 990) (2016)

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 non-cash assistance
1 MERCHANDISE VOUCHERS	13,410.		335,269.	FMV	MERCHANDISE VOUCHER
2 CLOTHING FOR JOB INTERVIEWS	33.		3,445.	FMV	CLOTHING
3 TRANSPORTATION FOR JOB INTERVIEWS	7.		124.	FMV	TRANSPORTATION
4 STIPENDS FOR PROGRAM ACHIEVEMENTS	44.	74,555.			
5 PARTICIPANT INCENTIVES	30.		4,050.	FMV	MISCELLANEOUS
6 JOB SEEKING MATERIALS	17.		2,305.	FMV	MISCELLANEOUS
7					

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

MONITORING PROCEDURES

PART I, LINE 2

GOODWILL PROVIDES ASSISTANCE TO INDIVIDUALS AND FAMILIES EXPERIENCING

HARDSHIP EITHER DIRECTLY OR THROUGH OTHER SOCIAL SERVICE AGENCIES.

GOODWILL AND AGENCY REPRESENTATIVES DISTRIBUTE MERCHANDISE VOUCHERS THAT

MAY BE REDEEMED FOR CLOTHING, HOUSEHOLD ITEMS, TRANSPORTATION, MEALS, AND

JOB-SEEKING SUPPORT FROM GOODWILL STORES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization
WISCONSIN, INC.

GOODWILL INDUSTRIES OF SOUTHEASTERN

Employer identification number
39-0808491

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 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 checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input 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 type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 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?
- b** Any related organization?
- 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?
- b** Any related organization?
- 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.

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

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

	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		

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				
1 JACQUELINE L HALLBERG PRESIDENT & CEO	(i)	444,547.	104,616.	8,699.	20,450.	17,797.	596,109.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 CHARLES J STADLER SR VP & COO	(i)	270,372.	45,275.	16,369.	20,450.	20,008.	372,474.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 STEVEN J. LOOS VICE PRESIDENT	(i)	205,718.	33,291.	1,374.	18,596.	20,343.	279,322.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 JOAN FARRELL VP / ASST SECRETARY	(i)	203,044.	32,292.	1,012.	18,018.	1,606.	255,972.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 TAMARA JUNG VP & CFO/ASST TREASURER	(i)	204,724.	27,465.	769.	17,995.	14,106.	265,059.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 PATRICIA A BOELTER-MUND VICE PRESIDENT	(i)	200,055.	33,291.	6,655.	18,550.	13,940.	272,491.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 ROBERT SCHNEEBERG VICE PRESIDENT	(i)	44,042.	11,460.	162,876.	2,801.	1,158.	222,337.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 CHRISTINE E. BROOKS VICE PRESIDENT	(i)	190,859.	21,331.	170.	9,351.	19,988.	241,699.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 KENT A. WALTERS VICE PRESIDENT	(i)	168,436.	42,452.	223.	16,488.	20,322.	247,921.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 DANIEL S DEPIES VE/EXEC DIR - AS OF 2/2016	(i)	154,191.	18,648.	733.	13,618.	20,244.	207,434.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(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.

HEALTH AND SOCIAL CLUB DUES

PART I, LINE 1A

THE SOCIAL CLUB DUES REFERENCED IN PART I, LINE 1A ARE USED FOR BUSINESS PURPOSES. ANY PERSONAL USE EXPENSES ARE REIMBURSED TO GOODWILL.

SEVERANCE PAYMENT

PART I, LINE 4A

AN INDIVIDUAL LEFT THE ORGANIZATION AND RECEIVED A SEVERANCE PAYMENT IN 2016. DUE TO A CONFIDENTIALITY AGREEMENT, NEITHER THE NAME NOR THE AMOUNT WILL BE LISTED. IT IS INCLUDED IN SCHEDULE J, PART II, COLUMN B(III).

LEADERSHIP INCENTIVE PLAN

PART I, LINE 5A - B AND 6A - B

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., AND AFFILIATES ("GOODWILL") PROVIDES AN INCENTIVE PLAN FOR CERTAIN MANAGEMENT PERSONNEL. THE PURPOSE OF GOODWILL'S LEADERSHIP INCENTIVE PLAN ("PLAN") IS TO MOTIVATE EXECUTIVES TO ACHIEVE MISSION-RELATED OBJECTIVES AND TO PRODUCE MEASURABLE FINANCIAL RESULTS, WHICH WILL ENHANCE GOODWILL'S LONG-TERM VALUE TO THE COMMUNITIES SERVED AND WILL PROMOTE THE FINANCIAL SECURITY

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.

AND STABILITY OF THE ORGANIZATION. THE PLAN INCLUDES FINANCIAL
PERFORMANCE GOALS BASED ON REVENUE AND NET INCOME. THE PLAN IS
ADMINISTERED BY GOODWILL'S PRESIDENT WITH REVIEW AND APPROVAL BY THE
HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

LAND AND BUILDING EXPANSION

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990.

▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Open to Public
Inspection

Name of the organization **GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.**

Employer identification number
39-0808491

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A WISCONSIN HEALTH AND EDUCATIONAL FACILITIES	39-1337855		12/20/2012	13,500,000	LAND AND BUILDING EXPANSION		X		X		X
B WISCONSIN HEALTH AND EDUCATIONAL FACILITIES	39-1337855		11/25/2014	10,000,000	LAND AND BUILDING EXPANSION 2014A		X		X		X
C WISCONSIN HEALTH AND EDUCATIONAL FACILITIES	39-1337855		11/25/2014	2,500,000	LAND AND BUILDING EXPANSION 2014B		X		X		X
D WISCONSIN HEALTH AND EDUCATIONAL FACILITIES	39-1337855		11/25/2014	17,000,000	LAND AND BUILDING EXPANSION 2014C		X		X		X

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	1,340,000.		1,092,000.		273,000.		571,000.	
2 Amount of bonds legally defeased								
3 Total proceeds of issue	13,500,000.		10,000,000.		2,500,000.		17,000,000.	
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds	106,000.							
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds	9,489,000.						17,000,000.	
11 Other spent proceeds	3,905,000.		10,000,000.		2,500,000.			
12 Other unspent proceeds								
13 Year of substantial completion	2012		2014		2014		2015	
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X		X			X
15 Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16 Has the final allocation of proceeds been made?	X		X		X			X
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

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

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2016

Open to Public
Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.**

▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization **GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.**

Employer identification number
39-0808491

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	WISCONSIN HEALTH AND EDUCATIONAL FACILITIES	39-1337855		11/25/2014	6,565,000.	LAND AND BUILDING EXPANSION 2014D		X		X		X
B												
C												
D												

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	970,000.							
2 Amount of bonds legally defeased								
3 Total proceeds of issue	6,565,000.							
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds	6,565,000.							
12 Other unspent proceeds								
13 Year of substantial completion	2014							
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X							
15 Were the bonds issued as part of an advance refunding issue?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III Private Business Use (Continued)

LAND AND BUILDING EXPANSION

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X		X				X

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?								
b Exception to rebate?	X		X		X		X	
c No rebate due?								
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X		X		X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X		X		X	
b Name of provider	US BANK		US BANK		US BANK		US BANK AND PNC BANK	
c Term of hedge	10.000		10.000		10.000		10.000	
d Was the hedge superintegrated?		X		X		X		X
e Was the hedge terminated?		X		X		X		X

Part III Private Business Use (Continued)

LAND AND BUILDING EXPANSION

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?								
b Exception to rebate?	X							
c No rebate due?								
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed.								
3 Is the bond issue a variable rate issue?	X							
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge.								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

DESCRIPTION OF PURPOSE

PART I, COLUMN F

DURING 2012, THE FILING ORGANIZATION ISSUED A NEW BOND TO PARTIALLY REFUND A 2002 BOND. DURING 2014, THE ORGANIZATION ISSUED THREE NEW BONDS TO REFUND 2005 AND 2009 BONDS. THESE FUNDS PRODUCED BY THESE BOND ISSUED WERE USED TO FINANCE LAND AND BUILDING EXPANSION.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2016

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Name of the organization
WISCONSIN, INC.

GOODWILL INDUSTRIES OF SOUTHEASTERN

Employer identification number
39-0808491

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization. ▶ \$ _____

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶						\$						

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ELIZABETH MCNALLY	FAMILY OF DIRECTOR	204,588.	ENTITY PAID WAGES		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS

PART IV

THE ABOVE BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS ARE PROVIDED TO GOODWILL AT OR BELOW FAIR VALUE AND ARE IN THE NORMAL COURSE OF BUSINESS. ALL DECISIONS TO ENTER INTO THESE TRANSACTIONS WERE REVIEWED IN ACCORDANCE WITH OUR CONFLICT OF INTEREST POLICY AND THE INTERESTED PERSONS WERE EXCLUDED FROM THE DECISION MAKING PROCESS.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2016

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

SPECIFIC ASSISTANCE TO INDIVIDUALS

PART IV, LINE 22

SPECIFIC ASSISTANCE TO INDIVIDUALS: \$ 419,748 GOODWILL WORKS IN A JOINT EFFORT WITH SOCIAL SERVICE AGENCIES TO PROVIDE INDIVIDUALS AND FAMILIES IN NEED WITH CLOTHING, HOUSEHOLD ITEMS, TRANSPORTATION AND JOB-SEEKING MATERIALS.

FORM 990 REVIEW

PART VI, LINE 11A

MEMBERS OF THE AUDIT AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS REVIEWED THE FORM AT ITS JUNE 14, 2017 COMMITTEE MEETING. IN ADDITION, MEMBERS OF THE FULL BOARD WERE PROVIDED WITH AN ELECTRONIC COPY OF THE FORM ON JUNE 21, 2017, PRIOR TO FILING OF THE FORM 990.

WRITTEN CONFLICT OF INTEREST POLICY

PART VI, LINE 12

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., AND AFFILIATES ("GOODWILL") MAINTAINS A CONFLICT OF INTEREST POLICY ("POLICY"). THE PURPOSE OF THE POLICY IS TO PROTECT GOODWILL'S INTERESTS WHEN CONTEMPLATING ENTERING INTO A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE FINANCIAL INTEREST OF AN INTERESTED PERSON SUCH AS AN OFFICER, DIRECTOR, OR KEY EMPLOYEE OF GOODWILL. AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF HIS OR HER FINANCIAL INTEREST AND ALL MATERIAL FACTS RELATED TO THE PROPOSED TRANSACTION OR ARRANGEMENT. AFTER SUCH

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number
39-0808491

DISCLOSURE, HE OR SHE SHALL RECUSE HIMSELF OR HERSELF DURING THE
DISCUSSION OF, AND THE VOTE ON, THE PROPOSED TRANSACTION, WHETHER THE
TRANSACTION REFLECTS FAIR MARKET VALUE, HAS NO BEARING ON THE
RELATIONSHIP, AND IS IN THE BEST INTEREST OF THE ORGANIZATION.

COMPENSATION DETERMINATION

PART VI, LINE 15

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., AND AFFILIATES
("GOODWILL") COMPENSATION PACKAGE INCLUDES A SALARY, DEFINED CONTRIBUTION
PLAN AND HEALTH AND WELFARE BENEFITS. GOODWILL ENGAGED AN INDEPENDENT
FIRM TO ASSESS REASONABLENESS OF ITS COMPENSATION PACKAGE FOR TOP
MANAGEMENT POSITIONS. THE FIRM ASSESSED COMPENSATION USING SURVEY DATA
REPRESENTING SIMILAR POSITIONS BASED ON INDUSTRY, REVENUE, NUMBER OF
EMPLOYEES AND OTHER PEER GROUP DATA. THE REPORT WAS REVIEWED BY THE HUMAN
RESOURCES AND COMPENSATION COMMITTEE ("COMMITTEE") OF THE BOARD OF
DIRECTORS AND COMPENSATION FOR GOODWILL'S TOP MANAGEMENT POSITIONS WAS
APPROVED BY A COMMITTEE VOTE.

PUBLIC AVAILABILITY

PART VI, LINE 19

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. AND AFFILIATES
("GOODWILL") POSTS ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY,
ANNUAL REPORT, FINANCIAL STATEMENTS AND FORMS 990 TO ITS WEBSITE.
GOODWILL ALSO MAKES THIS INFORMATION, AND OTHER REQUIRED DISCLOSURES,
AVAILABLE UPON REQUEST.

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

OTHER CHANGES IN NET ASSETS

PART XI, LINE 9

BOOK TAX DIFFERENCE - SUBSIDIARY	355,237
LOSS ON LIQUIDATION - SUBSIDIARY	(15,159,922)

TOTAL	(14,804,685)

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE MISSION OF GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. ("GOODWILL") IS TO PROVIDE TRAINING, EMPLOYMENT, AND SUPPORTIVE SERVICES FOR PEOPLE WITH DISABILITIES OR DISADVANTAGES WHO SEEK GREATER INDEPENDENCE. SUCH DISABILITIES OR DISADVANTAGES INCLUDE PHYSICAL OR INTELLECTUAL DISABILITIES, MENTAL HEALTH ISSUES, SKILL LIMITATIONS, LACK OF EDUCATION AND JOB PREPARATION, COMMUNICATION CHALLENGES, AND OTHER SOCIO-ECONOMIC DISADVANTAGES. GOODWILL PURSUES ITS MISSION IN TWO WAYS. THE FIRST IS BY EMPLOYING PEOPLE WITH DISABILITIES AND DISADVANTAGES WITHIN THE ORGANIZATION'S OWN OPERATIONS IN SOUTHEASTERN WISCONSIN AND NORTHERN ILLINOIS. THE SECOND IS BY PROVIDING SOCIAL SERVICES, COMMUNITY PROGRAMS, VOCATIONAL TRAINING, TRANSITIONAL EMPLOYMENT, EMPLOYMENT SERVICES, AND SUPPORTIVE SERVICES FOR INDIVIDUALS WHO HAVE DISABILITIES OR ARE DISADVANTAGED OR HAVE OTHER SPECIAL NEEDS, IN ORDER TO ENHANCE THEIR EMPLOYMENT OPPORTUNITIES, PREVENT OR ALLEVIATE REHABILITATION PROBLEMS, AND FACILITATE THEIR ABILITY TO LIVE INDEPENDENTLY IN THE COMMUNITY.

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 1 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. WAS FORMED IN 1919 AND IS A WISCONSIN NONSTOCK, NOT-FOR-PROFIT CORPORATION WITH 501(C)(3) STATUS. IT IS THE SOLE CORPORATE MEMBER OF FOUR OTHER NOT-FOR-PROFIT ENTITIES: GOODWILL RETAIL SERVICES, INC.; GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO, INC.; AND GOODWILL TALENTBRIDGE, LLC. EACH OF THE CORPORATIONS FILES A SEPARATE FORM 990; THE LIMITED LIABILITY COMPANY REPORTS ITS INCOME AND EXPENSES ON GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC'S FORM 990. GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN AND ITS AFFILIATED CORPORATIONS COMPOSE ONE OF THE LARGEST OF 162 INDEPENDENT GOODWILL ORGANIZATIONS IN NORTH AMERICA. THE COMBINED SOUTHEASTERN WISCONSIN GOODWILL ENTITIES OFFER PROGRAMS AND SERVICES AT 100 LOCATIONS AND SERVED 64,698 PEOPLE IN 2016.

BEGINNING WITH ITS FIRST WORKSHOP IN A MILWAUKEE CHURCH BASEMENT, WHERE DONATIONS WERE SORTED AND PREPARED FOR SALE IN A TINY STORE NEARBY, GOODWILL HAS OFFERED WHAT ITS FOUNDER DESCRIBED AS "A CHANCE, NOT CHARITY" TO PEOPLE WHO WERE LABELED UNEMPLOYABLE. TO FULFILL ITS PRIMARY PURPOSES OF EMPLOYMENT AND SELF-SUFFICIENCY FOR PEOPLE WITH DISABILITIES OR DISADVANTAGES, GOODWILL TAKES AN ENTREPRENEURIAL APPROACH. OVER THE YEARS, GOODWILL HAS PURSUED A VARIETY OF ENTERPRISES IN ORDER TO HELP PREPARE INDIVIDUALS FOR EMPLOYMENT AND PLACE THEM IN JOBS BOTH IN THE COMMUNITY AND WITHIN GOODWILL'S OWN OPERATIONS. GOODWILL OPERATES STORE AND DONATION CENTERS; PROVIDES FOOD SERVICE SUPPORT AND OTHER SERVICE ACTIVITIES FOR THE UNITED STATES NAVY; PERFORMS PACKAGING, ASSEMBLY, COMMERCIAL LAUNDRY

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 1 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

SERVICES, AND SECURE DOCUMENT DESTRUCTION; AND DELIVERS A WIDE VARIETY OF SOCIAL SERVICES, INCLUDING VOCATIONAL TRAINING, EMPLOYMENT SERVICES, WORK PROGRAMS FOR INDIVIDUALS WITH DISABILITIES, AND ADULT DAY SERVICES.

THE INFORMATION THAT FOLLOWS APPLIES TO GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., THE PARENT CORPORATION, WHICH INCLUDES THE COMPANY'S GREAT LAKES AND MISSION SERVICES BUSINESS UNITS, AS WELL AS TALENTBRIDGE, LLC.

AT NAVAL STATION GREAT LAKES, GOODWILL PROVIDES FOOD, LOGISTICS, AND ADMINISTRATIVE SERVICES FOR THE UNITED STATES NAVY THROUGH THE ABILITYONE PROGRAM, WHICH PROVIDES WORK OPPORTUNITIES AND SKILL DEVELOPMENT FOR INDIVIDUALS WITH SEVERE DISABILITIES.

GOODWILL'S MISSION SERVICES BUSINESS UNIT HELPS PROGRAM PARTICIPANTS PREPARE FOR SUCCESSFUL EMPLOYMENT AND ACHIEVE GREATER INDEPENDENCE BY DEVELOPING AND DELIVERING A BROAD RANGE OF SERVICES DESIGNED TO MEET THE NEEDS OF INDIVIDUALS WITH DISABILITIES OR DISADVANTAGES. THIS IS ACCOMPLISHED THROUGH TRAINING, EMPLOYMENT SERVICES, WORKFORCE DEVELOPMENT SUPPORTS, AND SUPPORTIVE SERVICES.

IN 2016, GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., THE PARENT CORPORATION:

- EMPLOYED 2,596 PEOPLE - 793 WERE PEOPLE WITH DISABILITIES (AS OF DECEMBER 31, 2016).

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 1 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

- PROVIDED SERVICES TO 54,174 PEOPLE.
- PLACED PEOPLE INTO 8,200 EMPLOYMENT OPPORTUNITIES.
- SERVED 7.9 MILLION MEALS TO UNITED STATES NAVY SAILORS AND RECRUITS.
- SERVED OR DELIVERED 462,049 MEALS TO SENIOR CITIZENS.
- SUPPLIED NEEDY FAMILIES WITH \$340,207 IN VOUCHERS (10,492 TRANSACTIONS) FOR USEFUL MERCHANDISE FROM GOODWILL STORES.
- MAINTAINED CARF, ISO 9001, AND HEALTH CARE LAUNDRY ACCREDITATION COUNCIL (HLAC) ACCREDITATIONS AND NATIONAL ASSOCIATION FOR INFORMATION DESTRUCTION (NAID) CERTIFICATION.

IN ADDITION TO THE NOT-FOR PROFIT CORPORATIONS DESCRIBED ABOVE, GWMFG, INC., IS A WHOLLY-OWNED FOR-PROFIT SUBSIDIARY OF GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. GWMFG PROVIDES A VARIETY OF INDUSTRIAL SERVICES TO PRIVATE COMPANIES, INCLUDING PACKAGING, ASSEMBLY, AND LOGISTICS MANAGEMENT. GWMFG PROMOTES THE MISSION OF GOODWILL BY CREATING OPPORTUNITIES TO EMPLOY INDIVIDUALS WITH DISADVANTAGES.

ATTACHMENT 2

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

MISSION SERVICES

GOODWILL'S MISSION SERVICES UNIT HELPS PROGRAM PARTICIPANTS PREPARE FOR SUCCESSFUL EMPLOYMENT AND ACHIEVE GREATER INDEPENDENCE BY DEVELOPING AND DELIVERING A BROAD RANGE OF SERVICES DESIGNED TO

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

MEET THE NEEDS OF INDIVIDUALS WITH DISABILITIES OR DISADVANTAGES.

GOODWILL'S MISSION SERVICES PROVIDES TRAINING, EMPLOYMENT SERVICES, WORKFORCE DEVELOPMENT SUPPORTS, AND SUPPORTIVE SERVICES IN SEVERAL COMMUNITIES IN SOUTHEASTERN WISCONSIN, INCLUDING MILWAUKEE, WAUKESHA, RACINE AND KENOSHA. DURING 2016, THE MISSION SERVICES PROGRAMS OF GOODWILL PROVIDED SERVICES TO 49,430 INDIVIDUALS AND PLACED PEOPLE INTO 3,385 JOBS IN THE COMMUNITY.

TRAINING

GOODWILL'S WORKFORCE DEVELOPMENT TRAINING PROGRAMS FOCUS ON PROVIDING WORK AND LIFE SKILLS TRAINING AND SECTOR-SPECIFIC TRAINING TO HELP PARTICIPANTS FIND WORK OR START A CAREER. PARTICIPANTS IN THESE PROGRAMS RECEIVE PRACTICAL SKILLS TRAINING AS WELL AS INSTRUCTION IN EMPLOYER EXPECTATIONS, WORKPLACE BEHAVIOR, AND INTERPERSONAL SKILLS. JOB PLACEMENT AND RETENTION SERVICES ENSURE THAT GOODWILL GRADUATES ARE SUCCESSFULLY PLACED. JOB COACHES PROVIDE ON-SITE GUIDANCE TO NEWLY PLACED GOODWILL PROGRAM PARTICIPANTS TO ENSURE SUCCESSFUL INTEGRATION INTO THE WORKPLACE ENVIRONMENT.

OUR TRAINING SERVICES ARE CUSTOMIZED TO MEET SPECIFIC INDUSTRY OR EMPLOYER NEED. CULINARY TRAINING IS A COMPREHENSIVE, HANDS-ON PROGRAM IN WHICH STUDENTS PREPARE AND SERVE MEALS TO 150-200 CUSTOMERS PER DAY AT GOODWILL'S CAFÉ 1919 IN THE JAMES O. WRIGHT CENTER ON THE NORTHWEST SIDE OF MILWAUKEE. CUSTODIAL TRAINING

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

PREPARES INDIVIDUALS FOR WORK IN ENVIRONMENTAL SERVICES. CUSTOMER SERVICE TRAINING PROGRAMS PREPARE INDIVIDUALS FOR CUSTOMER SERVICE POSITIONS ACROSS A VARIETY OF INDUSTRIES INCLUDING HEALTHCARE, RETAIL, AND FINANCIAL SERVICES. GOODWILL IS IN THE PROCESS OF DEVELOPING A MANUFACTURING INSTITUTE, WHICH WILL HELP MEET THE NEEDS OF LOCAL EMPLOYERS AND SECURE PARTICIPANTS ENTRY-LEVEL JOBS IN MANUFACTURING OR LOGISTICS. OTHER TRAINING PROGRAMS INCLUDE EX-OFFENDER JOB RE-ENTRY AND URBAN OUTREACH IN THE KENOSHA AREA. IN 2016, GOODWILL WORKFORCE DEVELOPMENT TRAINING PROGRAMS SERVED 1,682 INDIVIDUALS.

EMPLOYMENT SERVICES

IN 2016, GOODWILL PROVIDED EMPLOYMENT SERVICES TO 20,857 INDIVIDUALS IN SOUTHEASTERN WISCONSIN. THESE SERVICES INCLUDE COMMUNITY AND SUPPORTED EMPLOYMENT, EVALUATION SERVICES, JOB PLACEMENT, MENTORING, INTERNSHIPS, AND SKILLS TRAINING.

GOODWILL OPERATED FOUR WORKPLACE CONNECTION CENTERS DURING 2016 IN SOUTHEASTERN WISCONSIN PROVIDING FREE JOB SEARCH AND SUPPORT SERVICES TO THE GENERAL PUBLIC, REGARDLESS OF INCOME OR OTHER QUALIFYING CRITERIA. THESE CENTERS WERE DEVELOPED TO HELP INDIVIDUALS WHO ARE UNEMPLOYED OR UNDEREMPLOYED FIND AND KEEP JOBS. WORKFORCE CONNECTION CENTER STAFF PROVIDE ASSISTANCE THROUGHOUT THE JOB SEARCH PROCESS, INCLUDING RESUME DEVELOPMENT, JOB APPLICATIONS, COMPUTER ACCESS, JOB-SEARCH STRATEGIES, AND

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

ACCESS TO RESOURCES NEEDED TO SUSTAIN EMPLOYMENT. THE WORKFORCE CONNECTION CENTERS HOST SEVERAL EMPLOYER ON-SITE EVENTS EACH MONTH TO CONNECT JOB-SEEKERS WITH EMPLOYERS IN NEED OF WORKERS. GOODWILL ALSO COLLABORATES WITH OTHER LOCAL ORGANIZATIONS TO CONNECT CENTER CUSTOMERS TO ADDITIONAL RESOURCES, INCLUDING DRIVER'S LICENSE RECOVERY PROGRAMS, COUNSELING, BENEFITS ASSISTANCE, AND HELP WITH HOUSING AND OTHER CONCERNS. TOGETHER, THESE CENTERS PROVIDED SERVICES TO 15,310 PEOPLE IN 2016. SIMILAR GOODWILL-OPERATED CENTERS IN RACINE AND KENOSHA SERVED AN ADDITIONAL 3,927 PEOPLE.

GOODWILL HAS BEEN A PARTNER SINCE 1989 IN THE KENOSHA COUNTY JOB CENTER, ONE OF WISCONSIN'S FIRST URBAN JOB CENTERS, CONSIDERED "BEST PRACTICE" ON BOTH A NATIONAL AND INTERNATIONAL LEVEL. AT THE JOB CENTER, GOODWILL OFFERS EXTENSIVE EMPLOYMENT SERVICES THAT INCLUDE JOB SEEKING AND RETENTION, LIFE SKILLS SESSIONS, ONE-ON-ONE CONSULTATION, MENTORING AND FOLLOW-UP. CASE MANAGEMENT SERVICES INCLUDE PROGRAM ORIENTATION, ASSESSMENT, DEVELOPMENT OF EMPLOYABILITY PLANS, EMPLOYMENT COUNSELING, JOB SEEKING SKILLS, GROUP AND INDIVIDUAL JOB SEARCH ACTIVITIES, AND REFERRALS TO COMMUNITY PARTNERS FOR AGENCY SERVICES AND ADULT EDUCATION.

GOODWILL'S WORK SERVICES PROGRAM OFFERS SHORT-TERM, ON-THE-JOB TRAINING FOR INDIVIDUALS WITH SIGNIFICANT AND MULTIPLE DISABILITIES TO HELP THEM PREPARE FOR JOBS IN THE COMMUNITY. THE ENVIRONMENT INCORPORATES AUTOMATION, HIGH EXPECTATIONS, AND A

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

WORKFORCE OF PEOPLE WITH AND WITHOUT DISABILITIES, REFLECTING
MANUFACTURING EMPLOYMENT OUTSIDE OF GOODWILL. DURING 2016, WORK
SERVICES PROVIDED SERVICES TO 208 INDIVIDUALS WITH DISABILITIES AT
TWO FACILITIES IN MILWAUKEE COUNTY.

WORKFORCE DEVELOPMENT SUPPORTS

IN 2016, GOODWILL PROVIDED WORKFORCE DEVELOPMENT SUPPORTS FOR
4,138 INDIVIDUALS. THESE SUPPORTS INCLUDED BENEFITS COUNSELING,
ANCILLARY VOCATIONAL SERVICES (FINANCIAL LITERACY AND TAX
PREPARATION SERVICES), AND OTHER WORK-RELATED SUPPORTS SUCH AS
CHILD CARE CASE MANAGEMENT.

SUPPORTIVE SERVICES

GOODWILL PROVIDED SUPPORTIVE SERVICES IN 2016 TO 23,902 ADULTS AND
SENIORS THROUGH A VARIETY OF PROGRAMS.

GOODWILL'S DAY SERVICES SUPPORT ADULTS AND SENIORS WITH
DEVELOPMENTAL DISABILITIES TO ENJOY MORE INDEPENDENT AND ACTIVE
LIVES IN THE COMMUNITY AT FIVE LOCATIONS. GOODWILL ADULT AND
SENIOR CENTERS OFFER DAILY ACTIVITIES INCLUDING COMMUNITY OUTINGS,
RECREATION AND SOCIALIZATION WITH OTHERS, VOLUNTEERING, ENHANCING
LIFE SKILLS, AND PROMOTING SELF-ADVOCACY. PROGRAMS ALSO OFFER
PEACE OF MIND AS WELL AS RESPIRE FOR WORKING CARE GIVERS. LIFE
SKILLS DEVELOPMENT TARGETS YOUNGER ADULTS AND IS INTENDED AS A
SKILL-BUILDING BRIDGE TO EMPLOYMENT PROGRAMS. DURING 2016, 418

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

INDIVIDUALS WERE SERVED BY GOODWILL'S DAY SERVICE PROGRAMS AND
LIFE SKILLS DEVELOPMENT PROGRAMS.

GOODWILL'S COMMUNITY SERVICES HELP IMPROVE THE QUALITY OF LIFE FOR
SENIORS AND THEIR FAMILIES. COMMUNITY SERVICES PROVIDES SUPPORT
FOR PEOPLE WHO FIND IT DIFFICULT TO WORK OR CANNOT PARTICIPATE IN
GOODWILL'S EMPLOYMENT PROGRAMS DUE TO INCREASING AGE OR POOR
HEALTH. GOODWILL OFFERS PROGRAMS THAT ASSIST SENIORS IN
MAINTAINING THEIR INDEPENDENCE, WITH THE GOAL OF DECREASING
PREMATURE AND UNNECESSARY INSTITUTIONALIZATION. THESE PROGRAMS
INCLUDE CASE MANAGEMENT, HOME DELIVERED MEALS, MEAL-SITE
SUPERVISION, AND THE FOSTER GRANDPARENT PROGRAM.

THE CASE MANAGEMENT UNIT PROVIDES LONG-TERM CARE MANAGEMENT
(INTAKE, ASSESSMENT, PLANNING FOR SERVICE DELIVERY, ONGOING
SUPPORT TO MEMBERS AND THEIR FAMILIES, AND CASE MONITORING) FOR
5,408 PEOPLE WHO HAVE PHYSICAL OR DEVELOPMENTAL DISABILITIES OR
ARE FRAIL ELDERS. DURING 2016, GOODWILL'S HOME DELIVERED MEALS AND
MEAL SITE PROGRAMS SERVED MILWAUKEE COUNTY SENIOR CITIZENS WITH
356,529 MEALS DELIVERED TO THEIR HOMES AND MORE THAN 105,520 MEALS
SERVED AT 8 CONGREGATE MEAL SITES.

GOODWILL'S TEAM AT THE KENOSHA COUNTY JOB CENTER PROVIDES A NUMBER
OF OTHER SUPPORTIVE SERVICES, INCLUDING COORDINATING THE VOLUNTEER
GUARDIANSHIP PROGRAM, PARTNERING WITH OTHER AGENCIES TO ADDRESS

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

THE ACUTE STAFFING SHORTAGES OF LONG-TERM CARE WORKERS SERVING THE ELDERLY AND INDIVIDUALS WITH DISABILITIES, AND A NUMBER OF COMMUNITY OUTREACH PROGRAMS. THROUGH THE ADULT PROTECTIVE SERVICES PROGRAM, GOODWILL PROVIDES INTERVENTION FOR AT-RISK PHYSICALLY DISABLED AND ELDERLY PERSONS BY IDENTIFYING CASES OF PHYSICAL ABUSE, NEGLECT, FINANCIAL ABUSE OR SELF-NEGLECT. IN 2016, 6,114 PEOPLE IN THE KENOSHA AREA RECEIVED ASSISTANCE FROM THE HOLIDAY HOUSE PROGRAM, WHICH PROVIDES WINTER COATS, TOYS, AND HOLIDAY FOOD BASKETS TO NEEDY FAMILIES.

GOODWILL TALENTBRIDGE, LLC

GOODWILL'S OWN RECRUITING AND STAFFING SERVICE, GOODWILL TALENTBRIDGE, IS THE LATEST ELEMENT IN GOODWILL'S WORKFORCE DEVELOPMENT PLATFORM. THOUSANDS OF PEOPLE COME TO GOODWILL EACH YEAR LOOKING FOR JOBS - THROUGH THE WORKFORCE CONNECTION CENTERS, TRADITIONAL EMPLOYMENT AND TRAINING PROGRAMS, THE HUMAN RESOURCES DEPARTMENT, TALENTBRIDGE, AND OTHER AVENUES. GOODWILL'S GOAL IS TO DEVELOP A SEAMLESS PROCESS TO ENABLE PEOPLE TO APPROACH GOODWILL FOR ASSISTANCE, BE ASSESSED, DIRECTED TO THE APPROPRIATE RESOURCES OR TRAINING, AND ULTIMATELY CONNECTED TO EMPLOYMENT.

TALENTBRIDGE'S CRITICAL ROLE IS TO CULTIVATE EMPLOYER RELATIONSHIPS AND BUILD PARTNERSHIPS WITH EMPLOYERS THAT RESULT IN INCREASED JOB PLACEMENT OPPORTUNITIES. TALENTBRIDGE IS GOODWILL'S LINK TO CONNECT WORKFORCE TALENT TO WORKPLACE OPPORTUNITY. IN 2016, GOODWILL TALENTBRIDGE ISSUED 3,942 W-2S AND PAID \$14.3

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 2 (CONT'D)

MILLION IN WAGES, IN LARGE PART TO INDIVIDUALS WHO HAD PREVIOUSLY
BEEN UN- OR UNDER-EMPLOYED.

TALENTBRIDGE OFFERS EMPLOYERS A WIDE RANGE OF SOLUTIONS AND
SERVICES, INCLUDING CONTRACT EMPLOYMENT, CONTRACT TO HIRE, DIRECT
PLACEMENT, AND RECRUITMENT PROCESS OUTSOURCING. TALENTBRIDGE
PROVIDES JOB PLACEMENT IN AN ARRAY OF INDUSTRIES, INCLUDING
MANUFACTURING AND INDUSTRIAL, HEALTHCARE, FINANCE AND BANKING,
PROFESSIONAL AND ADMINISTRATIVE, CALL CENTER, CULINARY AND FOOD
SERVICE.

ATTACHMENT 3

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

GOODWILL GREAT LAKES

GOODWILL PROVIDES FOOD SERVICE, ADMINISTRATIVE SERVICES, AND
LOGISTICS SUPPORT TO THE UNITED STATES NAVY AT NAVAL STATION GREAT
LAKES IN ILLINOIS. THIS PROGRAM PROVIDES WORK OPPORTUNITIES AND
SKILL DEVELOPMENT FOR INDIVIDUALS WITH SIGNIFICANT DISABILITIES
THROUGH THE ABILITYONE PROGRAM. COMPETITIVE WAGES AND BENEFITS,
TRAINING, AND AN OPPORTUNITY FOR CAREER ADVANCEMENT ARE OFFERED TO
THIS DIVERSE WORKFORCE, WHICH INCLUDES INDIVIDUALS WITH VISUAL
IMPAIRMENT, HEARING IMPAIRMENT, DEVELOPMENTAL DISABILITIES,
LEARNING DISABILITIES, PHYSICAL DISABILITIES, OR MENTAL ILLNESS.
IN 2016, GOODWILL GREAT LAKES SERVED 7.9 MILLION MEALS TO U.S.
NAVY SAILORS AND RECRUITS. AT THE END OF 2016, GOODWILL GREAT

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 3 (CONT'D)

LAKES EMPLOYED 915 PEOPLE, 598 OF WHOM WERE PEOPLE WITH
SIGNIFICANT DISABILITIES. DURING THE COURSE OF 2016, GOODWILL
GREAT LAKES SERVED 806 INDIVIDUALS WITH DISABILITIES.

PARTICIPANTS ARE NOT READY FOR COMPETITIVE EMPLOYMENT WHEN THEY
ENROLL IN THE ABILITYONE PROGRAM. AT GREAT LAKES, GOODWILL OFFERS
A SAFE ENVIRONMENT FOR INDIVIDUALS WITH SIGNIFICANT DISABILITIES
WHO MAY OTHERWISE BE DENIED THE OPPORTUNITY TO WORK. THROUGH THE
ABILITYONE PROGRAM, PEOPLE WHO MAY HAVE BEEN DEPENDENT UPON PUBLIC
ASSISTANCE BECOME TAXPAYING CITIZENS WITHIN THEIR COMMUNITIES.
GOODWILL PROVIDES SUPPORT TO THIS WORKFORCE THROUGH ACCOMMODATIONS
AND TRAINING.

GOODWILL'S EXPERIENCE IN REHABILITATION ENABLES THE ORGANIZATION
TO PROVIDE APPROPRIATE ACCOMMODATIONS TO ENSURE THAT INDIVIDUALS
WITH SIGNIFICANT DISABILITIES ARE ABLE TO PERFORM THEIR ASSIGNED
JOB FUNCTIONS. SOME EXAMPLES OF ACCOMMODATIONS ARE CHANGES IN WORK
SCHEDULE OR JOB FUNCTION TO ACCOMMODATE DISABILITY-RELATED ISSUES,
INTERPRETERS FOR THE HEARING IMPAIRED, AND MOBILITY TRAINING FOR
PEOPLE WITH VISUAL IMPAIRMENT OR PHYSICAL DISABILITIES. DURING
2016, GOODWILL GREAT LAKES WORKED IN COLLABORATION WITH MORE THAN
20 COMMUNITY REHABILITATION AND REFERRAL AGENCIES.

GOODWILL ALSO SUPPORTS ITS WORKFORCE WITH TRAINING THAT PROVIDES A
WAY FOR EMPLOYEES TO INCREASE THEIR KNOWLEDGE, ADVANCE WITHIN
GOODWILL, OR MOVE INTO COMPETITIVE POSITIONS OUTSIDE THE COMPANY.

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 3 (CONT'D)

THIS SUPPORT TAKES THE FORM OF WORKSHOPS, ON-THE-JOB TECHNICAL TRAINING, ONE-ON-ONE COUNSELING/COACHING SESSIONS, CAREER DEVELOPMENT AND PLACEMENT ACTIVITIES, AND REFERRAL TO COMMUNITY RESOURCES. TRAINING TOPICS INCLUDE JOB RETENTION SKILLS AND LIFE SKILLS, SUCH AS EMPLOYER EXPECTATIONS, CUSTOMER SERVICE, ATTENDANCE, APPEARANCE, HYGIENE, COMMUNICATION, ATTITUDE, TEAMWORK, TIME/ANGER/STRESS MANAGEMENT, FINANCIAL MANAGEMENT, AND SELF-EMPOWERMENT.

IN ADDITION TO INTERNAL TRAINING PROGRAMS, GOODWILL OFFERS TUITION REIMBURSEMENT FOR COURSES TAKEN THROUGH LOCAL EDUCATIONAL INSTITUTIONS, AND CAREER ADVANCEMENT SERVICES THAT ARE AVAILABLE TO PARTICIPANTS.

ATTACHMENT 4

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
GREAT LAKES RESOURCES INC. 702 E. WASHINGTON MADISON, WI 53701	TEMP STAFFING AGENCY	3,047,285.
OTT DEVELOPMENT, INC 2100 PEWAUKEE ROAD #E WAUKESHA, WI 53188	CONSTRUCTION SERVICE	1,032,542.
LAMMI SPORTS MANAGEMENT, INC. 161 S 1ST STREET, SUITE 320 MILWAUKEE, WI 53201	PROVIDE SPORTS CELEB	416,064.
WESTERN BILINGUAL EMPLOYMENT LLC 3111 W NATIONAL AVENUE MILWAUKEE, WI 53215	TEMP STAFFING AGENCY	347,389.

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 4 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
TRISSENTIAL LLC 1905 E EAYZATA BOULEVARD, SUITE 333 MINNEAPOLIS, MN 55391	CONSULTING SERVICE	230,068.

ATTACHMENT 5

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
FUNDRAISING EVENTS	106,124.
TOTAL	<u>106,124.</u>

ATTACHMENT 6

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
FUNDRAISING EVENTS	349,476.	339,476.	10,000.
TOTALS	<u>349,476.</u>	<u>339,476.</u>	<u>10,000.</u>

ATTACHMENT 7

FORM 990, PART VIII - GAMING ACTIVITIES

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
GAMING EVENTS	4,635.	2,146.	2,489.
TOTALS	<u>4,635.</u>	<u>2,146.</u>	<u>2,489.</u>

Name of the organization GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.

Employer identification number

ATTACHMENT 8

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	27,974,948.
INVENTORY AT BEGINNING OF YEAR	466,795.
PURCHASES	27,686,408.
SALARIES AND WAGES	
OTHER COSTS	
SUBTOTAL	<u>28,153,203.</u>
MINUS ENDING INVENTORY	372,587.
COST OF GOODS SOLD	<u>27,780,616.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ **Attach to Form 990.**

▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization **GOODWILL INDUSTRIES OF SOUTHEASTERN
WISCONSIN, INC.**

Employer identification number
39-0808491

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
(1) GOODWILL TALENTBRIDGE, LLC 27-1303707 5400 SOUTH 60TH STREET GREENDALE, WI 53129	STAFFING	WI	20,368,397.	-9,864,027.	GOODWILL SEW
(2)					
(3)					
(4)					
(5)					
(6)					

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
(1) GOODWILL RETAIL SERVICES, INC 39-2040239 5400 SOUTH 60TH STREET GREENDALE, WI 53129	SUPPORTING	WI	501 (C) (3)	12B	GW SEW	X	
(2) GOODWILL INDUSTRIES OF METRO CHICAGO, INC 36-4455490 5400 SOUTH 60TH STREET GREENDALE, WI 53129	HUMAN SERVICE	IL	501 (C) (3)	7	GW SEW	X	
(3) GOODWILL MANUFACTURING, INC. 35-2531359 5400 SOUTH 60TH STREET GREENDALE, WI 53129	HUMAN SERVICE	WI	501 (C) (3)	10	GW SEW	X	
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2016

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	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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
(1) GWMFG, INC. 39-2040242 5400 SOUTH 60TH STREET GREENDALE, WI 53129	PKG & ASSEMB	WI	GOODWILL SE WI	C CORP	6,841,765	0	100.0000	X	
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

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)		
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) GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO	A	4,388.	FMV
(2) GWMFG, INC.	A	48,587.	FMV
(3) GOODWILL RETAIL SERVICES, INC.	A	1,064,489.	FMV
(4) GOODWILL MANUFACTURING, INC.	B	5,598,191.	BOOK
(5) GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO	B	1,066,208.	FMV
(6) GOODWILL RETAIL SERVICES, INC.	C	18,561,634.	FMV

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	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

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) GOODWILL RETAIL SERVICES, INC.	J	4,302,948.	FMV
(2) GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO	L	440,866.	FMV
(3) GOODWILL RETAIL SERVICES, INC.	L	11,337,879.	FMV
(4) GWMFG, INC.	L	2,398,220.	FMV
(5) GOODWILL RETAIL SERVICES, INC.	N	1,746,017.	FMV
(6) GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO	P	230,856.	FMV

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	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

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) GOODWILL RETAIL SERVICES, INC.	P	15,311,312.	FMV
(2) GWMFG, INC.	P	1,089,535.	FMV
(3) GWMFG, INC.	R	2,192,261.	FMV
(4) GOODWILL RETAIL SERVICES, INC.	S	52,900,296.	FMV
(5) GOODWILL INDUSTRIES OF METROPOLITAN CHICAGO	S	919,453.	FMV
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
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(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

SHARING OF PAID EMPLOYEES

PART V, LINE 10

THE ORGANIZATION HAS ANSWERED YES TO THIS TRANSACTION RELATED TO THE SHARING OF PAID EMPLOYEES WITH RELATED ORGANIZATIONS DUE TO DISCLOSURES ELSEWHERE ON THE FORM 990 AND RELATED SCHEDULES. AMOUNTS HAVE BEEN INCLUDED IN LINE 1P - REIMBURSEMENT PAID TO RELATED ORGANIZATIONS.