

Return of Organization Exempt From Income Tax

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.

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

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 2017, and ending 20

Form header section containing organization name (GOODWILL RETAIL SERVICES, INC.), EIN (39-2040239), address (5400 SOUTH 60TH STREET, GREENDALE, WI 53129), principal officer (JACQUELINE L. HALLBERG), and other identifying information.

Part I Summary

Summary table with columns for Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement, member counts, revenue breakdown, and net assets.

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.

Signature block for officer Tamara T. Jung, dated 6.26.2018, CFO.

Preparer information for Michelle L. Weber, Grant Thornton LLP, dated 6/18/18.

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2017)

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 \$ 30,219,601. including grants of \$ 30,219,601.) (Revenue \$)

ATTACHMENT 2

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

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

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

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

4e Total program service expenses ▶ 30,219,601.

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</i> (see instructions).		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <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?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	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>		
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 input fields. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 501(c)(7), Form 4947(a)(1), and Form 501(c)(29).

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

Section A. Governing Body and Management

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

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
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?	X	
12a Describe in Schedule O the process, if any, used by the organization to review this Form 990.	X	
12b Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12c Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
13 Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
14 Did the organization have a written whistleblower policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a The organization's CEO, Executive Director, or top management official	X	
15b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
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 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.

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) JACQUELINE M. BOWLES DIRECTOR - AS OF 2/2017	1.00 2.00	X						0.	0.	0.
(2) ROBERT J. KLUG VICE-CHAIR	1.00 3.00	X		X				0.	0.	0.
(3) TIMOTHY MATTKE TREASURER	1.00 3.00	X		X				0.	0.	0.
(4) THOMAS RICHTMAN CHAIR	1.00 2.00	X		X				0.	0.	0.
(5) THOMAS R. SAVAGE SECRETARY - AS OF 2/2017	1.00 3.00	X		X				0.	0.	0.
(6) JACQUELINE L. HALLBERG PRESIDENT	6.00 46.00	X		X				0.	563,193.	37,326.
(7) CHARLES J. STADLER DIRECTOR	2.00 50.00	X						0.	336,366.	39,957.
(8) BILLIE TORRENTT SENIOR VP RETAIL SERVICES	40.00 0.	X		X				221,700.	0.	35,509.
(9) TAMARA T. JUNG ASSISTANT TREASURER	6.00 46.00			X				0.	253,426.	34,303.
(10) JOAN B. FARRELL ASSISTANT SECRETARY	6.00 46.00			X				0.	235,318.	31,074.
(11) SCOTT DEXTER VICE PRESIDENT	40.00 0.					X		155,388.	0.	30,480.
(12) SHAWN MCCOURT DIRECTOR	40.00 0.					X		117,515.	0.	10,111.
(13) JULIE DEMING DIRECTOR	40.00 0.					X		107,590.	0.	20,392.
(14) DANIEL MICHAEL DIRECTOR	40.00 0.					X		105,199.	0.	26,105.

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			
	d	Related organizations	1d			
	e	Government grants (contributions) . .	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	109,166,515.		
	g	Noncash contributions included in lines 1a-1f: \$		108,959,302.		
	h	Total. Add lines 1a-1f ▶		109,166,515.		
Program Service Revenue			Business Code			
	2a	_____				
	b	_____				
	c	_____				
	d	_____				
	e	_____				
	f	All other program service revenue				
g	Total. Add lines 2a-2f ▶		0.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). ▶		6,698.		6,698.
	4	Income from investment of tax-exempt bond proceeds . ▶		0.		
	5	Royalties ▶		0.		
			(i) Real	(ii) Personal		
	6a	Gross rents				
	b	Less: rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) ▶		0.		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
				15,125.		
	b	Less: cost or other basis and sales expenses		15,125.		
	c	Gain or (loss)				
	d	Net gain or (loss) ▶		0.		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a				
	b	Less: direct expenses b				
	c	Net income or (loss) from fundraising events ▶		0.		
9a	Gross income from gaming activities. See Part IV, line 19 a					
b	Less: direct expenses b					
c	Net income or (loss) from gaming activities ▶		0.			
10a	Gross sales of inventory, less returns and allowances a		51,788,418.			
b	Less: cost of goods sold ATCH 4 . b		7,644,830.			
c	Net income or (loss) from sales of inventory ▶		44,143,588.		44,143,588.	
Miscellaneous Revenue		Business Code				
11a	ECOMMERCE SHIPPING	900099	738,052.		738,052.	
b	PALLET CHARGE	900099	273,990.		273,990.	
c	ASSET RECOVERY	900099	185,432.		185,432.	
d	All other revenue	900099	976,655.		976,655.	
e	Total. Add lines 11a-11d ▶		2,174,129.			
12	Total revenue. See Instructions. ▶		155,490,930.		46,324,415.	

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	30,219,601.	30,219,601.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
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	257,209.		257,209.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	31,911.		31,911.	
7 Other salaries and wages	56,432,837.		56,432,837.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,834,068.		1,834,068.	
9 Other employee benefits	7,376,412.		7,376,412.	
10 Payroll taxes	4,399,558.		4,399,558.	
11 Fees for services (non-employees):				
a Management	0.			
b Legal	44,906.		44,906.	
c Accounting	0.			
d Lobbying	0.			
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.)	5,534,983.		5,534,983.	
12 Advertising and promotion	2,652,677.		2,652,677.	
13 Office expenses	3,839,033.		3,839,033.	
14 Information technology	335,474.		335,474.	
15 Royalties	0.			
16 Occupancy	21,561,934.		21,561,934.	
17 Travel	1,357,638.		1,357,638.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	45,167.		45,167.	
20 Interest	40,585.		40,585.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	10,602,502.		10,602,502.	
23 Insurance	630,909.		630,909.	
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 <u>ALLOCATED MANAGEMENT FEES</u>	12,906,042.		12,906,042.	
b <u>ALLOCATED OCCUPANCY</u>	468,584.		468,584.	
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	160,572,030.	30,219,601.	130,352,429.	
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	4,260,361.	2	2,743,976.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net	667,361.	4	1,021,466.
	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	8,736,953.	8	8,781,988.
	9 Prepaid expenses and deferred charges	790,781.	9	950,528.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 71,033,153.		
	b Less: accumulated depreciation	10b 37,559,857.	37,046,209.	10c 33,473,296.
	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	0.	15	15,677.
16 Total assets. Add lines 1 through 15 (must equal line 34)	51,501,665.	16	46,986,931.	
Liabilities	17 Accounts payable and accrued expenses	11,447,555.	17	12,143,211.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	0.	19	0.
	20 Tax-exempt bond liabilities	0.	20	0.
	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	176,445.	23	337,571.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	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	1,619,623.	25	1,329,207.
	26 Total liabilities. Add lines 17 through 25.	13,243,623.	26	13,809,989.
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	38,258,042.	27	33,176,942.
	28 Temporarily restricted net assets	0.	28	0.
	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	38,258,042.	33	33,176,942.	
34 Total liabilities and net assets/fund balances	51,501,665.	34	46,986,931.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	155,490,930.
2	Total expenses (must equal Part IX, column (A), line 25)	2	160,572,030.
3	Revenue less expenses. Subtract line 2 from line 1	3	-5,081,100.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	38,258,042.
5	Net unrealized gains (losses) on investments	5	0.
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	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	33,176,942.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

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. 1

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		
ATTACHMENT 1						
(A)						
(B)						
(C)						
(D)						
(E)						
Total					30,219,601.	

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶

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

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

		Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?		
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		X
b	A family member of a person described in (a) above?		X
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.		X

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.		
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.		

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).		X

Section D. All Type III Supporting Organizations

		Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
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.		

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.		
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.		
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.		
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.		

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

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.)

CONTROL OF DIRECTORS AND OFFICERS

PART IV, SECTION C, LINE 1

ALL BUT ONE OF THE DIRECTORS AND OFFICERS OF GOODWILL RETAIL SERVICES, INC. ALSO SERVE ON THE BOARD OR AS OFFICERS OF ITS SUPPORTED ORGANIZATION, GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION		(IV) YES NO	(V) AMOUNT OF SUPPORT	(VI) OTHER SUPPORT AMOUNT
GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC.	39-0808491	7		X	30,219,601.	0.
TOTAL AMOUNT OF SUPPORT					<u>30,219,601.</u>	<u>0.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990.

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

Name of the organization

Employer identification number

GOODWILL RETAIL SERVICES, INC.

39-2040239

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 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements.

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

Form with multiple sections for conservation easements, including questions 1-9 and a table for held at the end of the tax year.

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 questions 1a, 1b, 2, a, b regarding collections of art, historical treasures, or other similar assets.

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

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

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" 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? Yes No
- 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				
b Buildings				
c Leasehold improvements		43,157,179.	19,082,774.	24,074,405.
d Equipment		22,394,995.	16,401,263.	5,993,732.
e Other		5,480,979.	2,075,820.	3,405,159.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				33,473,296.

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) DUE TO AFFILIATED GOODWILLS	25,352.
(3) CAPITAL LEASE - EQUIPMENT	1,303,855.
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	1,329,207.

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 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 CODE.

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.

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 2014 THROUGH 2017. TAX YEARS OPEN UNDER STATE OF WISCONSIN AND STATE OF ILLINOIS STATUTES INCLUDE 2013 THROUGH 2017.

Part XIII Supplemental Information *(continued)*

RECONCILIATION OF REVENUE

PART XI LINE 2D

COST OF GOODS SOLD INCLUDED ON REVENUE STATEMENT	7,644,830
IN-KIND CONTRIBUTIONS RECOGNIZED FOR BOOK	
PURPOSES AT RETAIL VALUE	108,937,576
COST BASIS ON DISPOSAL	15,125

TOTAL	116,597,531

RECONCILIATION OF EXPENSES

PART XII LINE 2D

COST OF GOODS SOLD INCLUDED ON REVENUE STATEMENT	7,644,830
IN-KIND CONTRIBUTIONS RECOGNIZED FOR BOOK	
PURPOSES AT RETAIL VALUE	108,937,576
ALLOCATED OCCUPANCY VARIANCE	11,332
COST BASIS ON DISPOSAL	15,125

TOTAL	116,608,863

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

GOODWILL RETAIL SERVICES, INC.

Employer identification number

39-2040239

Part I General Information on Grants and Assistance

- 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
- 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 SOUTHEASTERN WI, INC 5400 SOUTH 60TH STREET GREENDALE, WI 53129	39-0808491	501(C)(3)	30,219,601.				GRANT - SEE FORM 990 PART III, LINE 4A.
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 1
- 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) (2017)

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					
2					
3					
4					
5					
6					
7					

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

PROCEDURE FOR MONITORING USE OF GRANT FUNDS INSIDE U.S.

PART I, LINE 2

GOODWILL RETAIL SERVICES, INC. IS A SUPPORTING ORGANIZATION OF GOODWILL

INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. AND ALL GRANTS ARE MONITORED

BY MANAGEMENT.

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

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
---	---

Part I Questions Regarding Compensation

		Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input type="checkbox"/> First-class or charter travel</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Travel for companions</td> <td style="border: none;"><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td style="border: none;"><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Discretionary spending account</td> <td style="border: none;"><input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use										
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence										
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees										
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)										
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b										
<p>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?</p>	2										
<p>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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"><input checked="" type="checkbox"/> Compensation committee</td> <td style="width: 50%; border: none;"><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td style="border: none;"><input checked="" type="checkbox"/> Independent compensation consultant</td> <td style="border: none;"><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Form 990 of other organizations</td> <td style="border: none;"><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<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					
<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										
<p>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:</p>											
<p>a Receive a severance payment or change-of-control payment?</p>	4a		X								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b		X								
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c		X								
<p>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</p>											
<p>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:</p>											
<p>a The organization?</p>	5a	X									
<p>b Any related organization?</p> <p>If "Yes" on line 5a or 5b, describe in Part III.</p>	5b	X									
<p>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:</p>											
<p>a The organization?</p>	6a	X									
<p>b Any related organization?</p> <p>If "Yes" on line 6a or 6b, describe in Part III.</p>	6b	X									
<p>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.</p>	7		X								
<p>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</p>	8		X								
<p>9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	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	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	458,949.	96,137.	8,107.	20,850.	16,476.	600,519.	0.
2 CHARLES J. STADLER DIRECTOR	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	280,821.	41,675.	13,870.	20,850.	19,107.	376,323.	0.
3 BILLIE TORRENTT SENIOR VP RETAIL SERVICES	(i)	201,332.	10,609.	9,759.	16,818.	18,691.	257,209.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 TAMARA T. JUNG ASSISTANT TREASURER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	222,800.	29,852.	774.	23,998.	10,305.	287,729.	0.
5 JOAN B. FARRELL ASSISTANT SECRETARY	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	204,904.	29,040.	1,374.	18,183.	12,891.	266,392.	0.
6 SCOTT DEXTER VICE PRESIDENT	(i)	144,330.	7,618.	3,440.	12,108.	18,372.	185,868.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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.

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

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 RESOURCE AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2017

Open To Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization: **GOODWILL RETAIL SERVICES, INC.** Employer identification number: **39-2040239**

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.

1	(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.

1	(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) TAYLOR WEBER	FAMILY OF DIRECTOR	31,911	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 PERSON ARE PROVIDED AT 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 M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
---	---

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		2,001,448.	NET SELLING PRICE
5 Clothing and household goods	X		106,345,570.	NET SELLING PRICE
6 Cars and other vehicles	X	402.	69,779.	NET SELLING PRICE
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (OTHER)	X	12,603,583.	542,505.	NET SELLING PRICE
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 5.

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

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

NON-CASH CONTRIBUTIONS

PART I, COLUMN B

THE AMOUNT LISTED IN COLUMN B IS AN ESTIMATE OF THE NUMBER OF ITEMS RECEIVED AS DETERMINED BY AVERAGE SALES DOLLAR ANALYSIS.

USE OF THIRD PARTIES TO SOLICIT, PROCESS OR SELL NON-CASH CONTRIBUTIONS

PART I, LINE 32B

GOODWILL RETAIL SERVICES, INC. USES A THIRD PARTY TO ASSIST WITH THE COLLECTION AND SALE OF USED VEHICLES.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

GOODWILL RETAIL SERVICES, INC.

Employer identification number

39-2040239

FORM 990 REVIEW

PART VI, LINE 11A

MEMBERS OF THE AUDIT, RISK AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS REVIEWED THE FORM AT ITS JUNE 13, 2018 COMMITTEE MEETING. IN ADDITION, MEMBERS OF THE FULL BOARD WERE PROVIDED WITH AN ELECTRONIC COPY OF THE FORM ON JUNE 18, 2018.

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 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

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

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

SECTION VI, LINES 18 AND 19

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

COMPENSATION FROM A RELATED ORGANIZATION

PART VII

GOODWILL RETAIL SERVICES, INC. DOES NOT DIRECTLY COMPENSATE ALL OF ITS OFFICERS, INCLUDING THOSE WHO SERVE IN BACK OFFICE ROLES LIKE FINANCE AND ACCOUNTING. THE FILING ORGANIZATION RELIES ON ITS PARENT ORGANIZATION, GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., TO FACILITATE ITS COMPENSATION. THE COMPENSATION LISTED ON FORM 990, PART VII IS THE TOTAL COMPENSATION PAID BY THE PARENT ORGANIZATION TO MANAGE THE PARENT

Name of the organization

GOODWILL RETAIL SERVICES, INC.

Employer identification number

39-2040239

ORGANIZATION AND ITS RELATED ORGANIZATIONS, INCLUDING GOODWILL RETAIL SERVICES, INC.

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

GOODWILL RETAIL SERVICES, INC. ("GOODWILL RETAIL") IS A NONSTOCK, NOT-FOR-PROFIT WISCONSIN CORPORATION, WHOSE SOLE MEMBER IS GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. ("GOODWILL"), A WISCONSIN NONSTOCK, NOT-FOR PROFIT CORPORATION WITH 501(C)(3) STATUS.

GOODWILL RETAIL SHARES THE MISSION OF ITS PARENT COMPANY, WHICH 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. THE SECOND IS BY PROVIDING SOCIAL SERVICES, COMMUNITY PROGRAMS, VOCATIONAL TRAINING, TRANSITIONAL EMPLOYMENT, EMPLOYMENT SERVICES, AND SUPPORTIVE SERVICES FOR INDIVIDUALS IN SOUTHEASTERN WISCONSIN AND NORTHERN ILLINOIS 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 RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

ATTACHMENT 1 (CONT'D)

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

BEGINNING WITH ITS FIRST WORKSHOP IN A MILWAUKEE CHURCH BASEMENT, WHERE DONATIONS WERE SORTED AND PREPARED FOR SALE IN A SMALL 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 HAS OPERATED RETAIL STORES TO PROMOTE ITS CHARITABLE MISSION FOR NEARLY 100 YEARS. THE RETAIL STORES WERE CREATED TO SELL DONATED ITEMS TO GENERATE WAGES AND TO PROVIDE JOB TRAINING AND EMPLOYMENT FOR IMMIGRANTS AND OTHERS WITH EMPLOYMENT BARRIERS AS WELL AS PERSONS WITH DISABILITIES, INCLUDING THOUSANDS OF RETURNING WORLD WAR I VETERANS. GOODWILL STORES CONTINUE TO ADVANCE THIS MISSION BY GENERATING REVENUES TO SUPPORT THE NUMEROUS WORK TRAINING PROGRAMS OFFERED BY GOODWILL. IN ADDITION, EMPLOYMENT AND JOB TRAINING OPPORTUNITIES ARE PROVIDED FOR PEOPLE WITH DISABILITIES OR DISADVANTAGES. THE STORES SELL PRIMARILY CLOTHING AND HOUSEHOLD ITEMS, GENERALLY PREVIOUSLY-OWNED GOODS DONATED BY INDIVIDUALS. MERCHANDISE THAT DOES NOT SELL THROUGH THE STORES IS SOLD TO TEXTILE RECYCLERS OR THIRD-WORLD MARKETS.

GOODWILL RETAIL OPERATES STORES AND DONATION CENTERS THROUGHOUT ITS

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

ATTACHMENT 1 (CONT'D)

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

TERRITORY AND PROMOTES ITS CHARITABLE OBJECTIVES BY PROVIDING:

- A SOURCE OF INCOME TO PROMOTE THE CHARITABLE MISSION OF GOODWILL, INCLUDING THE ORGANIZATION'S NUMEROUS PROGRAMS FOR PROVIDING SKILL DEVELOPMENT AND EMPLOYMENT OPPORTUNITIES FOR INDIVIDUALS WITH DISABILITIES OR DISADVANTAGES.
- STORES WHERE NEEDY PERSONS IN PUBLIC ASSISTANCE PROGRAMS OR COMMUNITY REFERRALS CAN EXCHANGE VOUCHERS FOR USEFUL MERCHANDISE AT NO COST.
- A CONVENIENT PLACE FOR PEOPLE TO DONATE PREVIOUSLY-OWNED GOODS.
- A RETAIL OUTLET FOR SALE OF DONATED MERCHANDISE TO THE GENERAL PUBLIC.
- A SOURCE OF TEXTILES AND USED GOODS FOR RECYCLERS AND INDIVIDUALS IN FOREIGN COUNTRIES.
- A METHOD TO REDUCE THE AMOUNT OF WASTE THAT OTHERWISE WOULD BE HAULED TO LANDFILLS.
- JOB TRAINING AND EMPLOYMENT OPPORTUNITIES FOR LOCAL RESIDENTS WITH DISABILITIES OR DISADVANTAGES.
- A PARTNERSHIP WITH LOCAL HUMAN SERVICES AGENCIES THAT ENABLES THEM TO PLACE PEOPLE RECEIVING SERVICES INTO WORK OPPORTUNITIES.

ATTACHMENT 2

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

GOODWILL RETAIL SERVICES, INC. ("GOODWILL RETAIL") PROVIDES A SOURCE OF INCOME TO PROMOTE THE CHARITABLE MISSION OF ITS PARENT

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

ATTACHMENT 2 (CONT'D)

CORPORATION, GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., INCLUDING THAT ORGANIZATION'S NUMEROUS PROGRAMS FOR PROVIDING TRAINING, EMPLOYMENT, AND SUPPORTIVE SERVICES FOR INDIVIDUALS WITH DISABILITIES OR DISADVANTAGES.

GOODWILL RETAIL OPERATED 67 STORES DURING 2017, PROVIDING EMPLOYMENT OPPORTUNITIES AND REVENUE TO FURTHER GOODWILL'S MISSION. GOODWILL RETAIL PROVIDES WORK OPPORTUNITIES FOR LOCAL RESIDENTS, MANY OF WHOM HAVE SOME KIND OF BARRIER TO EMPLOYMENT - AT THE END OF 2017, 3,402 PEOPLE WERE EMPLOYED. ALL EMPLOYEES LEARN ABOUT THE RETAIL SERVICES BUSINESS AND RECEIVE JOB TRAINING IN ADDITION TO TRAINING ON TOPICS SUCH AS GOODWILL'S MISSION, CUSTOMER SERVICE, AND SAFETY. DURING 2017, GOODWILL RETAIL PILOTED THE GOODWILL WAY GUIDE PROGRAM, IN WHICH A STAFF MEMBER (GOODWILL WAY GUIDE) WAS AVAILABLE AT SEVERAL GOODWILL STORES TO HELP EMPLOYEES NAVIGATE BARRIERS TO THEIR SUCCESS AND CONNECT THEM WITH AVAILABLE COMMUNITY RESOURCES.

GOODWILL RETAIL'S STORE AND DONATION CENTERS PROVIDE A CONVENIENT PLACE FOR PEOPLE TO DONATE PREVIOUSLY-OWNED GOODS. DURING 2017, GOODWILL RETAIL RECORDED 4,137,792 DONOR TRANSACTIONS OF HOUSEHOLD ITEMS FROM INDIVIDUALS IN THE COMMUNITIES SERVED. THOSE DONATED ITEMS ARE PROCESSED BY GOODWILL RETAIL EMPLOYEES AND SOLD TO THE GENERAL PUBLIC AT AFFORDABLE PRICES IN GOODWILL RETAIL STORES.

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

ATTACHMENT 2 (CONT'D)

IN KEEPING WITH GOODWILL'S RE-USE/RECYCLE PHILOSOPHY, GOODWILL RETAIL MAKES AN EFFORT TO MAXIMIZE THE USEFULNESS OF EVERY ITEM DONATED TO GOODWILL. ITEMS THAT ARE NOT SOLD THROUGH GOODWILL RETAIL STORES ARE GENERALLY IN POOR CONDITION (FOR EXAMPLE, TORN, STAINED, OR WITH BROKEN ZIPPERS). THOSE ITEMS ARE SOLD EITHER TO RECYCLERS OR TO FOREIGN MARKETS, THEREBY GENERATING ADDITIONAL INCOME TO SUPPORT GOODWILL'S MISSION-BASED PROGRAMS AND ALSO REDUCING THE AMOUNT OF WASTE THAT OTHERWISE WOULD BE LANDFILLED. IN 2017, GOODWILL DIVERTED 81.2 MILLION POUNDS OF CLOTHING AND TEXTILES FROM LANDFILLS.

GOODWILL RETAIL ACTIVELY PARTICIPATES IN PUBLIC ASSISTANCE PROGRAMS WITH VARIOUS GOVERNMENTAL AND OTHER NOT-FOR-PROFIT ORGANIZATIONS TO DISTRIBUTE DONATED GOODS TO PERSONS IN NEED. AT EVERY GOODWILL STORE IN SOUTHEASTERN WISCONSIN AND NORTHERN ILLINOIS, NEEDY PERSONS IN THESE PROGRAMS CAN EXCHANGE VOUCHERS FOR USEFUL MERCHANDISE AT NO COST.

GOODWILL RETAIL PARTNERS WITH NUMEROUS LOCAL HUMAN SERVICES AGENCIES TO PROVIDE WORK OPPORTUNITIES FOR PEOPLE RECEIVING SERVICES. IN 2017, GOODWILL RETAIL PROVIDED WORK OPPORTUNITIES FOR 89 INDIVIDUALS WITH DISABILITIES BEING SERVED BY PARTNER AGENCIES. ADDITIONALLY, GOODWILL RETAIL WORKED WITH THE BOYS & GIRLS CLUBS OF MILWAUKEE AND CHICAGO TO PROVIDE INTERNSHIPS TO YOUTH SERVED BY THE CLUBS; JOB FAIRS ALSO LED TO THE HIRING OF SEVERAL YOUTH INTO

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

ATTACHMENT 2 (CONT'D)

GOODWILL RETAIL JOBS.

ATTACHMENT 3

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
PIGGUSH SIMONEAU, INC. 660 N CHERRY AVANUE KANKAKEE, IL 60901	CONSTRUCTION SERVICE	869,845.
MARTIN PETERSEN CO, INC. 9800 55TH STREET KENOSHA, WI 53144	MECHANICAL SERVICE	255,093.
BERENGARIA GW, LLC 301 N BROADWAY STREET, SUITE 300 MILWAUKEE, WI 53202	CONSTRUCTION SERVICE	224,368.
FISHER COMMERICAL CONSTRUCTION 75 RANDALL STREET ELK GROVE VILLAGE, WI 60007	CONSTRUCTION SERVICE	220,158.
OTT DEVELOPMENT, INC. 2100 PEWAUKEE ROAD #E WAUKESHA, WI 53188	CONSTRUCTION SERVICE	209,564.

Name of the organization GOODWILL RETAIL SERVICES, INC.	Employer identification number 39-2040239
--	--

ATTACHMENT 4

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

GROSS SALES LESS RETURNS AND ALLOWANCES	51,788,418.
INVENTORY AT BEGINNING OF YEAR	8,736,953.
PURCHASES	7,689,865.
SALARIES AND WAGES	
OTHER COSTS	
SUBTOTAL	<u>16,426,818.</u>
MINUS ENDING INVENTORY	8,781,988.
COST OF GOODS SOLD	<u><u>7,644,830.</u></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.

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

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization

GOODWILL RETAIL SERVICES, INC.

Employer identification number

39-2040239

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)					
(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 INDUSTRIES OF METRO CHICAGO, INC 5400 SOUTH 60TH STREET GREENDALE, WI 53129 36-4455490	HUMAN SERVICE	IL	501 (C) (3)	07	GW SEW		X
(2) GOODWILL INDUSTRIES OF SE WISCONSIN, INC 5400 SOUTH 60TH STREET GREENDALE, WI 53129 39-0808491	HUMAN SERVICE	WI	501 (C) (3)	07	N/A		X
(3) GOODWILL MANUFACTURING, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129 35-2531359	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) 2017

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512 - 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(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) GWMEG, INC. 39-2040242 5400 SOUTH 60TH STREET GREENDALE, WI 53129	PKG & ASSEMB	WI	GOODWILL SE WI	C CORP	0.	0.			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).		X
g Sale of assets to related organization(s).		X
h Purchase of assets from related organization(s).		X
i Exchange of assets with related organization(s).		X
j Lease of facilities, equipment, or other assets to related organization(s).		X
k Lease of facilities, equipment, or other assets from related organization(s)	X	
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s).	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s).		X
p Reimbursement paid to related organization(s) for expenses.		X
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s).		X

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(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 VII **Supplemental Information**

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

Application for Automatic Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	GOODWILL RETAIL SERVICES, INC.	39-2040239
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
5400 SOUTH 60TH STREET		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
GREENDALE, WI 53129		

Enter the Return Code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TAMARA T. JUNG

• The books are in the care of ▶ 5400 SOUTH 60TH STREET GREENDALE WI 53129

Telephone No. ▶ 414 847-4200 Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 11/15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2017 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.