

# Return of Organization Exempt From Income Tax

Department of the Treasury  
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**A** For the 2018 calendar year, or tax year beginning **2018**, and ending **20**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Final return/terminated  
 Amended return  
 Application pending

**C** Name of organization: **GOODWILL MANUFACTURING, INC.**  
 Doing business as  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**5400 SOUTH 60TH STREET**  
 City or town, state or province, country, and ZIP or foreign postal code  
**GREENDALE, WI 53129**

**D** Employer identification number: **35-2531359**

**E** Telephone number: **(414) 847-4200**

**F** Name and address of principal officer: **JACQUELINE L. HALLBERG**  
**5400 SOUTH 60TH STREET, GREENDALE, WI 53129**

**G** Gross receipts \$ **13,165,318.**

**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
 If "No," attach a list. (see instructions)

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

**J** Website: ▶ **GOODWILLSEW.COM**

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

**L** Year of formation: **2015** **M** State of legal domicile: **WI**

**H(c)** Group exemption number ▶

**Part I Summary**

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>GOODWILL PROVIDES TRAINING, EMPLOYMENT, AND SUPPORTIVE SERVICES FOR PEOPLE WITH DISABILITIES OR DISADVANTAGES WHO SEEK GREATER INDEPENDENCE.</b>		
	<b>2</b> Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>5.</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>5.</b>
	<b>5</b> Total number of individuals employed in calendar year 2018 (Part V, line 2a)	<b>5</b>	<b>300.</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>5.</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 38	<b>7b</b>		
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	951,604.	1,296,696.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,575,653.	4,426,448.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	19,444.	-23,564.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,815,893.	-992,155.
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,362,594.	4,707,425.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	6,419,407.	6,659,900.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶	0.	0.
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,848,335.	6,796,696.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	17,267,742.	13,456,596.
Net Assets or Fund Balances	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-8,905,148.	-8,749,171.
	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		14,748,285.	11,672,381.
		<b>21</b> Total liabilities (Part X, line 26)	18,045,242.
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	-3,296,957.	-12,046,128.	

**Part II Signature Block**

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

**Sign Here**

▶ *Tamara J. Jung* Signature of officer **6.17.2019** Date  
 TAMARA T. JUNG CFO  
 Type or print name and title

**Paid Preparer Use Only**

Print/Type preparer's name: **MICHELLE L WEBER** Preparer's signature: *Michelle L Weber* Date: **6/13/19** Check  if self-employed PTIN: **P00556798**

Firm's name: ▶ **GRANT THORNTON LLP** Firm's EIN: ▶ **36-6055558**  
 Firm's address: ▶ **100 E. WISCONSIN AVE. MILWAUKEE, WI 53202** Phone no.: **414-289-8200**

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2018)

**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 \$ 11,351,489. including grants of \$ ) (Revenue \$ 3,143,688. )  
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 ▶ 11,351,489.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . . . .		X
<b>3</b> 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
<b>4</b> <b>Section 501(c)(3) organizations.</b> 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
<b>5</b> 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
<b>6</b> 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
<b>7</b> 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
<b>8</b> 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
<b>9</b> 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
<b>10</b> 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
<b>11</b> 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.		
<b>a</b> 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>b</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
<b>c</b> 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
<b>d</b> 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
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> . . . . .	X	
<b>f</b> 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	
<b>12a</b> 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>b</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	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i> . . . . .		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?. . . . .		X
<b>b</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
<b>15</b> 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
<b>16</b> 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
<b>17</b> 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
<b>18</b> 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
<b>19</b> 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
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i> . . . . .		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .		
<b>21</b> 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

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
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
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
25a	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> 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
25b	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):		
28a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>		X
28b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>		X
28c	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
35b	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	<b>Section 501(c)(3) organizations.</b> 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? <b>Note.</b> 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.

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable . . . . .		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 2a through 16 regarding employee reporting, tax returns, business income, foreign accounts, and charitable contributions.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (Voting members), 1b (Independent members), 2 (Family/Business relationships), 3 (Management delegation), 4-6 (Significant changes/diversion/assets), 7a-b (Governance decisions), 8 (Meetings documentation), 9 (Officer reachability).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a-b (Local chapters/policies), 11a-b (Form 990 distribution), 12a-c (Conflict of interest policy), 13-14 (Whistleblower/Document retention), 15a-b (Compensation process), 16a-b (Joint venture arrangements).

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed WI,
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A 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.
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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ROBERT J. KLUG CHAIR	1.00 4.00	X		X				0.	0.	0.
(2) TIMOTHY J. MATTKE TREASURER	1.00 3.00	X		X				0.	0.	0.
(3) RICHARD A. MEEUSEN VICE CHAIR	1.00 2.00	X		X				0.	0.	0.
(4) THOMAS R. SAVAGE SECRETARY	1.00 3.00	X		X				0.	0.	0.
(5) ANTHONY D. ROSS DIRECTOR	1.00 2.00	X						0.	0.	0.
(6) JACQUELINE L. HALLBERG PRESIDENT & CEO; DIR.-THRU 2/18	4.00 48.00	X		X				0.	577,634.	36,914.
(7) CHARLES J. STADLER COO-THRU 4/18; DIR.-THRU 2/18	8.00 44.00	X		X				0.	392,825.	19,444.
(8) TAMARA T. JUNG ASSISTANT TREASURER	4.00 48.00			X				0.	275,324.	30,629.
(9) JOAN B. FARRELL ASSISTANT SECRETARY	4.00 48.00			X				0.	241,109.	30,847.
(10) BILLIE TORRENTT COO - AS OF 4/18	2.00 50.00				X			0.	281,407.	35,650.
(11)										
(12)										
(13)										
(14)										





**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	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>			
	<b>b</b> Membership dues . . . . .	<b>1b</b>			
	<b>c</b> Fundraising events . . . . .	<b>1c</b>			
	<b>d</b> Related organizations . . . . .	<b>1d</b>			
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b> 1,296,696.			
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ . . . . .	1,296,687.			
	<b>h</b> <b>Total. Add lines 1a-1f</b> . . . . .		1,296,696.		
Program Service Revenue	<b>2a</b> PARTICIPANT PROGRAMS & SERVICES	Business Code 624100	4,426,448.	4,426,448.	
	<b>b</b> _____				
	<b>c</b> _____				
	<b>d</b> _____				
	<b>e</b> _____				
	<b>f</b> All other program service revenue . . . . .				
	<b>g</b> <b>Total. Add lines 2a-2f</b> . . . . .		4,426,448.		
Other Revenue	<b>3</b> Investment income (including dividends, interest, and other similar amounts). . . . .		24,241.		24,241.
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0.		
	<b>5</b> Royalties . . . . .		284,634.		284,634.
		(i) Real (ii) Personal			
	<b>6a</b> Gross rents . . . . .	934,400.			
	<b>b</b> Less: rental expenses . . . . .	1,010,128.			
	<b>c</b> Rental income or (loss) . . . . .	-75,728.			
	<b>d</b> Net rental income or (loss) . . . . .		-75,728.		-75,728.
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities (ii) Other		315,000.	
	<b>b</b> Less: cost or other basis and sales expenses . . . . .			362,805.	
	<b>c</b> Gain or (loss) . . . . .			-47,805.	
	<b>d</b> Net gain or (loss) . . . . .			-47,805.	-47,805.
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b> 0.			
	<b>b</b> Less: direct expenses . . . . .	<b>b</b> 0.			
	<b>c</b> Net income or (loss) from fundraising events . . . . .		0.		
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b> 0.				
<b>b</b> Less: direct expenses . . . . .	<b>b</b> 0.				
<b>c</b> Net income or (loss) from gaming activities . . . . .		0.			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b> 5,755,846.				
<b>b</b> Less: cost of goods sold . . . . .	<b>b</b> 7,084,960.				
<b>c</b> Net income or (loss) from sales of inventory . . . . .		-1,329,114.	-1,329,114.		
Miscellaneous Revenue		Business Code			
<b>11a</b> ECOMMERCE SHIPPING	900099	46,354.	46,354.		
<b>b</b> AP DISCOUNTS	900099	42,790.		42,790.	
<b>c</b> OEM CREDIT REVENUE	900099	22,022.		22,022.	
<b>d</b> All other revenue . . . . .		16,887.		16,887.	
<b>e</b> <b>Total. Add lines 11a-11d</b> . . . . .		128,053.			
<b>12</b> <b>Total revenue. See instructions.</b> . . . . .		4,707,425.	3,143,688.	267,041.	

**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 . . . . .	0.			
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 . . . . .	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0.			
7 Other salaries and wages . . . . .	5,201,928.	5,201,928.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	203,148.	203,148.		
9 Other employee benefits . . . . .	834,932.	834,932.		
10 Payroll taxes . . . . .	419,892.	419,892.		
11 Fees for services (non-employees):				
a Management . . . . .	0.			
b Legal . . . . .	60,474.	60,474.		
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.) <b>ATCH 3</b>	2,590,785.	2,566,825.	23,960.	
12 Advertising and promotion . . . . .	9,063.	9,063.		
13 Office expenses . . . . .	425,181.	424,635.	546.	
14 Information technology . . . . .	20,721.	20,721.		
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	1,322,235.	797,218.	525,017.	
17 Travel . . . . .	184,707.	184,707.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . . .	8,308.	8,308.		
20 Interest . . . . .	8,302.	8,302.		
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	425,459.	358,978.	66,481.	
23 Insurance . . . . .	89,173.	85,910.	3,263.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ALLOCATED MANAGEMENT	1,707,196.		1,707,196.	
b ALLOCATED OCCUPANCY	-54,908.	166,448.	-221,356.	
c				
d				
e All other expenses				
<b>25 Total functional expenses. Add lines 1 through 24e</b>	<b>13,456,596.</b>	<b>11,351,489.</b>	<b>2,105,107.</b>	
<b>26 Joint costs.</b> 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)		(B)		
		Beginning of year		End of year		
<b>Assets</b>	1	Cash - non-interest-bearing	0.	<b>1</b>	0.	
	2	Savings and temporary cash investments	8,673,589.	<b>2</b>	7,971,037.	
	3	Pledges and grants receivable, net	0.	<b>3</b>	0.	
	4	Accounts receivable, net	2,075,903.	<b>4</b>	1,677,926.	
	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.	<b>5</b>	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.	<b>6</b>	0.	
	7	Notes and loans receivable, net	0.	<b>7</b>	0.	
	8	Inventories for sale or use	1,269,718.	<b>8</b>	49,000.	
	9	Prepaid expenses and deferred charges	137,619.	<b>9</b>	108,219.	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 2,494,440.			
	b	Less: accumulated depreciation	<b>10b</b> 628,241.			
			2,591,456.	<b>10c</b>	1,866,199.	
	11	Investments - publicly traded securities	0.	<b>11</b>	0.	
	12	Investments - other securities. See Part IV, line 11	0.	<b>12</b>	0.	
	13	Investments - program-related. See Part IV, line 11	0.	<b>13</b>	0.	
	14	Intangible assets	0.	<b>14</b>	0.	
15	Other assets. See Part IV, line 11	0.	<b>15</b>	0.		
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	14,748,285.	<b>16</b>	11,672,381.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses	1,224,231.	<b>17</b>	614,155.	
	18	Grants payable	0.	<b>18</b>	0.	
	19	Deferred revenue	0.	<b>19</b>	0.	
	20	Tax-exempt bond liabilities	0.	<b>20</b>	0.	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0.	<b>21</b>	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.	<b>22</b>	0.	
	23	Secured mortgages and notes payable to unrelated third parties	154,357.	<b>23</b>	0.	
	24	Unsecured notes and loans payable to unrelated third parties	0.	<b>24</b>	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	16,666,654.	<b>25</b>	23,104,354.	
	26	<b>Total liabilities.</b> Add lines 17 through 25	18,045,242.	<b>26</b>	23,718,509.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets	-3,306,957.	<b>27</b>	-12,046,128.	
	28	Temporarily restricted net assets	10,000.	<b>28</b>	0.	
	29	Permanently restricted net assets	0.	<b>29</b>	0.	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	30	Capital stock or trust principal, or current funds		<b>30</b>		
	31	Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>		
	32	Retained earnings, endowment, accumulated income, or other funds		<b>32</b>		
33	<b>Total net assets or fund balances</b>	-3,296,957.	<b>33</b>	-12,046,128.		
34	<b>Total liabilities and net assets/fund balances</b>	14,748,285.	<b>34</b>	11,672,381.		

**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	4,707,425.
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,456,596.
3	Revenue less expenses. Subtract line 2 from line 1	3	-8,749,171.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-3,296,957.
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	-12,046,128.

**Part XII Financial Statements and Reporting**

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

1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .  
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis

b Were the organization's financial statements audited by an independent accountant? . . . . .  
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

**2018**

**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](http://www.irs.gov/Form990) for instructions and the latest information.

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

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

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: \_\_\_\_\_
- 10  An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**.  
Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations . . . . .
  - g Provide the following information about the supported organization(s).

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

**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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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 <b>Total.</b> 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 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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 <b>Total support.</b> Add lines 7 through 10 . . . . .						
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	
13 <b>First five years.</b> 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 2018 (line 6, column (f) divided by line 11, column (f)). . . . .	14	%
15 Public support percentage from 2017 Schedule A, Part II, line 14 . . . . .	15	%
16a <b>33 1/3% support test - 2018.</b> 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 <b>33 1/3% support test - 2017.</b> 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 <b>10%-facts-and-circumstances test - 2018.</b> 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 <b>10%-facts-and-circumstances test - 2017.</b> 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 <b>Private foundation.</b> 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0.	0.	5,598,191.	951,604.	1,296,696.	7,846,491.
<b>2</b> 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 . . . . .				26,384,730.	8,737,294.	35,122,024.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .					1,443,374.	1,443,374.
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0.
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0.
<b>6 Total.</b> Add lines 1 through 5. . . . .			5,598,191.	27,336,334.	11,477,364.	44,411,889.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						0.
<b>b</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 . . . . .				20,997,153.	7,885,511.	28,882,664.
<b>c</b> Add lines 7a and 7b. . . . .				20,997,153.	7,885,511.	28,882,664.
<b>8 Public support.</b> (Subtract line 7c from line 6.) . . . . .						15,529,225.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
<b>9</b> Amounts from line 6. . . . .			5,598,191.	27,336,334.	11,477,364.	44,411,889.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources . . . . .				16,944.	1,243,275.	1,260,219.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						0.
<b>c</b> Add lines 10a and 10b . . . . .				16,944.	1,243,275.	1,260,219.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on. . . . .						0.
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) <b>ATCH 1.</b> . . . . .				170,134.	128,053.	298,187.
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . . .			5,598,191.	27,523,412.	12,848,692.	45,970,295.

**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.  **X**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f)) . . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2017 Schedule A, Part III, line 15. . . . .	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f)). . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from 2017 Schedule A, Part III, line 17 . . . . .	<b>18</b>	%

**19a 33 1/3% support tests - 2018.** 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 - 2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

**Part IV Supporting Organizations**

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

**Section A. All Supporting Organizations**

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



**Part IV Supporting Organizations (continued)**

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

**Section B. Type I Supporting Organizations**

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

**Section C. Type II Supporting Organizations**

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

**Section D. All Type III Supporting Organizations**

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

**Section E. Type III Functionally Integrated Supporting Organizations**

1	Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a	<input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b	<input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c	<input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2	Activities Test. Answer (a) and (b) below.		Yes	No
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3	Parent of Supported Organizations. Answer (a) and (b) below.			
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b		

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

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

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

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

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

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

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	<b>Total annual distributions.</b> Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2018 from Section C, line 6	
10	Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1	Distributable amount for 2018 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2018 (reasonable cause required - explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2018			
a	From 2013 . . . . .			
b	From 2014 . . . . .			
c	From 2015 . . . . .			
d	From 2016 . . . . .			
e	From 2017 . . . . .			
f	<b>Total</b> of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2018 distributable amount			
i	Carryover from 2013 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2018 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2018 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6	Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7	<b>Excess distributions carryover to 2019.</b> Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2014 . . . .			
b	Excess from 2015 . . . .			
c	Excess from 2016 . . . .			
d	Excess from 2017 . . . .			
e	Excess from 2018 . . . .			

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

ATTACHMENT 1

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2014	2015	2016	2017	2018	TOTAL
ECOMMERCE SHIPPING					46,354.	46,354.
AP DISCOUNTS					42,790.	42,790.
MISCELLANEOUS INCOME				170,134.	38,909.	209,043.
<b>TOTALS</b>				<u>170,134.</u>	<u>128,053.</u>	<u>298,187.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2018

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: Total number at end of year, Aggregate value of contributions to (during year), Aggregate value of grants from (during year), Aggregate value at end of year, Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements.

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

Form with multiple sections: 1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year. 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year. 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

Schedule D (Form 990) 2018

**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:

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

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

- b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		1,489,124.	182,965.	1,306,159.
c Leasehold improvements				
d Equipment		1,005,316.	445,276.	560,040.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				1,866,199.

**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) _____		
<b>Total.</b> (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) _____		
<b>Total.</b> (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) _____	
<b>Total.</b> (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) EQUIPMENT LOAN	191,682.
(3) DUE TO AFFILIATED GOODWILLS	22,912,672.
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	23,104,354.

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.

THE 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. AS OF DECEMBER 31, 2018, GOODWILL DOES NOT BELIEVE THERE IS ANY UNCERTAINTY WITH RESPECT TO ITS TAX POSITIONS.

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 2015 THROUGH 2018. TAX YEARS OPEN UNDER STATE OF WISCONSIN AND STATE OF ILLINOIS STATUTES INCLUDE 2014 THROUGH 2018.

**Part XIII Supplemental Information (continued)**

## RECONCILIATION OF REVENUE

## PART XI LINE 2D

COST OF GOODS SOLD INCLUDED ON REVENUE STATEMENT	7,084,960
--	-----------

## IN-KIND CONTRIBUTIONS RECOGNIZED FOR BOOK

PURPOSES AT RETAIL VALUE	1,282,687
--------------------------	-----------

RENTAL EXPENSES INCLUDED ON REVENUE STATEMENT	1,010,128
---	-----------

TOTAL	9,377,775
-------	-----------

## PART XI LINE 4B

WAXDALE MARGIN	241,533
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## RECONCILIATION OF EXPENSES

## PART XII LINE 2D

COST OF GOODS SOLD INCLUDED ON REVENUE STATEMENT	7,084,960
--	-----------

## IN-KIND CONTRIBUTIONS RECOGNIZED FOR BOOK

PURPOSES AT RETAIL VALUE	1,282,687
--------------------------	-----------

RENTAL EXPENSES INCLUDED ON REVENUE STATEMENT	1,010,128
---	-----------

TOTAL	9,377,775
-------	-----------

## PART XII LINE 4B

WAXDALE MARGIN	241,533
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**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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](http://www.irs.gov/Form990) for instructions and the latest information.

**2018**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

**Part I Questions Regarding Compensation**

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

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use   |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence   |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees     |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b		X
4c		X
5a	X	
5b	X	
6a	X	
6b	X	
7		X
8		X
9		

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

Schedule J (Form 990) 2018

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JACQUELINE L. HALLBERG PRESIDENT & CEO; DIR. - THRU 2/18	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	468,539.	99,667.	9,428.	21,250.	15,664.	614,548.	0.
2 CHARLES J. STADLER COO-THRU 4/18; DIR. - THRU 2/18	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	121,169.	43,838.	227,818.	13,792.	5,652.	412,269.	0.
3 TAMARA T. JUNG ASSISTANT TREASURER	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	242,009.	32,541.	774.	23,998.	6,631.	305,953.	0.
4 JOAN B. FARRELL ASSISTANT SECRETARY	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	209,774.	29,961.	1,374.	18,733.	12,114.	271,956.	0.
5 BILLIE TORRENTT COO - AS OF 4/18	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	231,002.	37,267.	13,138.	21,250.	14,400.	317,057.	0.
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**Part III Supplemental Information**

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.

## COMPENSATION DETERMINATION

PART I, LINE 3

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

APPROVED BY A COMMITTEE VOTE.

## SEVERANCE PAYMENT

PART I, LINE 4A

AN INDIVIDUAL LEFT THE ORGANIZATION AND RECEIVED A SEVERANCE PAYMENT IN

2018. DUE TO A CONFIDENTIALITY AGREEMENT, NEITHER THE NAME NOR THE AMOUNT

WILL BE LISTED. IT IS INCLUDED IN SCHEDULE J, PART II, COLUMN B(III).

**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 RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS.

**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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2018**

**Open to Public  
Inspection**

Name of the organization <b>GOODWILL MANUFACTURING, INC.</b>	Employer identification number <b>35-2531359</b>
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**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .				
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .				
5 Clothing and household goods . . . . .				
6 Cars and other vehicles. . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .				
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other. . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial. . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy. . . . .				
22 Historical artifacts. . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ (ELECTRONICS) . . . . .	X	2,902,200.	1,296,687.	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**

		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? . . . . .	<b>30a</b>		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? . . . . .	<b>31</b>	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .	<b>32a</b>		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 I Liquidation, Termination, or Dissolution (continued)**

**Note:** If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets), and line 26 (Total liabilities), should equal -0-.

	Yes	No
<b>3</b> Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III . . . . .		
<b>4a</b> Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate? . . . . .		
<b>b</b> If "Yes," did the organization provide such notice? . . . . .		
<b>5</b> Did the organization discharge or pay all of its liabilities in accordance with state laws? . . . . .		
<b>6a</b> Did the organization have any tax-exempt bonds outstanding during the year? . . . . .		
<b>b</b> If "Yes" to line 6a, did the organization discharge or defease all of its tax-exempt bond liabilities during the tax year in accordance with the Internal Revenue Code and state laws? . . . . .		
<b>c</b> If "Yes" on line 6b, describe in Part III how the organization defeased or otherwise settled these liabilities. If "No" on line 6b, explain in Part III.		

**Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets.** Complete this part if the organization answered "Yes" on Form 990, Part IV, line 32, or Form 990-EZ, line 36. Part II can be duplicated if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	INVENTORY	03/13/2018	1,443,374.	ACTUAL COST	39-1376839	JONCO INDUSTRIES, INC. 2800 W. CUSTER AVENUE MILWAUKEE, WI 53209	CORPORATION
	TOOLING, FIXTURES, AND OTHER EQUIPMENT	03/13/2018	315,000.	ACTUAL COST	39-1376839	JONCO INDUSTRIES, INC. 2800 W. CUSTER AVENUE MILWAUKEE, WI 53209	CORPORATION

	Yes	No
<b>2</b> Did or will any officer, director, trustee, or key employee of the organization:		
<b>a</b> Become a director or trustee of a successor or transferee organization? . . . . .		X
<b>b</b> Become an employee of, or independent contractor for, a successor or transferee organization? . . . . .		X
<b>c</b> Become a direct or indirect owner of a successor or transferee organization? . . . . .		X
<b>d</b> Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets? . . . . .		X
<b>e</b> If the organization answered "Yes" to any of the questions on lines 2a through 2d, provide the name of the person involved and explain in Part III . . . . .		

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

**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

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

▶ Attach to Form 990 or 990-EZ.

**2018**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

CHANGES TO PROGRAM SERVICES

PART III, LINE 3

GOODWILL MANUFACTURING CEASED ITS PACKAGING AND ASSEMBLY SERVICES.

SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS

PART VI, LINE 4

IN ADDITION TO THE ELECTED BOARD OF DIRECTORS, THE PRESIDENT AND CHAIR OF  
THE BOARD OF DIRECTORS OF GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN,  
INC. SHALL BE EX OFFICIO NONVOTING DIRECTORS OF THE CORPORATION.

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 12, 2019 COMMITTEE MEETING. IN  
ADDITION, MEMBERS OF THE FULL BOARD WERE PROVIDED WITH AN ELECTRONIC COPY  
OF THE FORM ON JUNE 12, 2019.

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

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

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

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

## PUBLIC AVAILABILITY

PART VI, LINES 18 AND 19

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., AND AFFILIATES ("GOODWILL") POSTS ITS GOVERNING DOCUMENTS, ANNUAL REPORTS, FINANCIAL STATEMENTS AND FORMS 990 TO ITS WEBSITE. GOODWILL ALSO MAKES THIS

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

INFORMATION, AND OTHER REQUIRED DISCLOSURES, AVAILABLE UPON REQUEST.

COMPENSATION FROM A RELATED ORGANIZATION

PART VII

GOODWILL MANUFACTURING, INC. DOES NOT DIRECTLY COMPENSATE ITS OFFICERS.

THE FILING ORGANIZATION RELIES ON ITS PARENT ORGANIZATION, GOODWILL

INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC., TO FACILITATE ITS

COMPENSATION. THE COMPENSATION LISTED IN FORM 990, PART VII IS THE TOTAL

COMPENSATION PAID BY THE PARENT ORGANIZATION TO MANAGE THE PARENT

ORGANIZATION AND ITS RELATED ORGANIZATIONS, INCLUDING GOODWILL

MANUFACTURING, INC.

ATTACHMENT 1

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

GOODWILL MANUFACTURING, INC. ("GOODWILL MANUFACTURING") 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 MANUFACTURING 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

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

ATTACHMENT 1 (CONT'D)

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

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.

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 MANUFACTURING IS ONE OF THOSE ENTERPRISES; IT PROVIDES A VARIETY OF INDUSTRIAL SERVICES TO PRIVATE COMPANIES, INCLUDING COMMERCIAL LAUNDRY SERVICES AND ELECTRONIC RECYCLING. GOODWILL MANUFACTURING PROMOTES THE MISSION OF GOODWILL BY CREATING OPPORTUNITIES TO EMPLOY INDIVIDUALS WITH DISADVANTAGES AND/OR

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

DISABILITIES, AS WELL AS PROVIDING ON-THE-JOB TRAINING AND SUPPORT FOR INDIVIDUALS WITH DISABILITIES.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

GOODWILL MANUFACTURING OPERATIONS, INCLUDING ELECTRONIC RECYCLING AND COMMERCIAL LAUNDRY SERVICES, CREATE EMPLOYMENT OPPORTUNITIES FOR LOCAL RESIDENTS, A MAJORITY WITH DISABILITIES OR DISADVANTAGES.

GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN, INC. IS PROUD OF OUR COMMITMENT TO PRESERVING THE ENVIRONMENT. THERE ARE MANY WAYS THAT GOODWILL IS GREEN, FROM RECYCLING AND UPCYCLING EFFORTS TO THE USE OF GREEN PRINCIPLES IN OUR FACILITIES. GOODWILL MANUFACTURING WORKS TO CREATE A POSITIVE ENVIRONMENTAL IMPACT, PREVENT POLLUTION, AND MEET APPLICABLE LEGAL AND ORGANIZATIONAL REQUIREMENTS. WE WORK CLOSELY WITH ENVIRONMENTAL AND SAFETY GROUPS AS NEEDED, INCLUDING SITE AUDITS OF GOODWILL OPERATIONS.

## GOODWILL E-CYCLE

WITH THE RAPID PACE OF TECHNOLOGY, THE LIFE CYCLE OF ELECTRONIC COMPONENTS IS GETTING SHORTER AND SHORTER, CREATING MORE E-WASTE THAN EVER BEFORE. GOODWILL E-CYCLE, OUR SECURE ELECTRONICS RECYCLING BUSINESS FOR COMMERCIAL AND RESIDENTIAL ELECTRONIC WASTE, HELPS TO KEEP MILLIONS OF POUNDS OF COMPUTER AND

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

ATTACHMENT 2 (CONT'D)

COMPUTER-RELATED COMPONENTS OUT OF LANDFILLS. GOODWILL E-CYCLE HOLDS THE FOLLOWING CERTIFICATIONS: ISO 14000:2015, OHSAS 18001:2007 AND R2:2013, WHICH INDICATES A HIGH-LEVEL COMMITMENT TO THE SAFETY AND SECURITY OF THE COMPUTERS, TABLETS, AND OTHER COMPONENTS THAT ARE GIVEN TO US. IN 2018, OVER 4.7 MILLION POUNDS OF ELECTRONICS WERE RECYCLED.

## LAUNDRY

GOODWILL OPERATES A COMMERCIAL LAUNDRY ON THE NORTHWEST SIDE OF MILWAUKEE WHICH HOLDS ACCREDITATION FROM THE HEALTH CARE LAUNDRY ACCREDITATION COUNCIL (HLAC). IN 2018, GOODWILL MANUFACTURING'S LAUNDRY OPERATION PROCESSED ALMOST 9.7 MILLION POUNDS OF LAUNDRY AND PROVIDED ONSITE LINEN SERVICES TO LOCAL HEALTHCARE PROVIDERS. THE LAUNDRY OPERATION PROVIDES WORK OPPORTUNITIES AND SKILL DEVELOPMENT FOR INDIVIDUALS WITH DISABILITIES AND DISADVANTAGES/OTHER BARRIERS TO EMPLOYMENT.

ATTACHMENT 3FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	<u>(A) TOTAL FEES</u>	<u>(B) PROGRAM SERVICE EXP.</u>	<u>(C) MANAGEMENT AND GENERAL</u>	<u>(D) FUNDRAISING EXPENSES</u>
TEMPORARY STAFFING	1,648,687.	1,648,687.		
PROFESSIONAL FEES	515,103.	515,103.		
CONTRACTED SERVICES	397,758.	373,798.	23,960.	
CONSULTING FEES	28,831.	28,831.		

Name of the organization

GOODWILL MANUFACTURING, INC.

Employer identification number

35-2531359

ATTACHMENT 3 (CONT'D)

FORM 990, PART IX - OTHER FEES

<u>DESCRIPTION</u>	(A) <u>TOTAL FEES</u>	(B) <u>PROGRAM SERVICE EXP.</u>	(C) <u>MANAGEMENT AND GENERAL</u>	(D) <u>FUNDRAISING EXPENSES</u>
OTHER	406.	406.		
TOTALS	<u>2,590,785.</u>	<u>2,566,825.</u>	<u>23,960.</u>	



**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

GOODWILL MANUFACTURING, INC.

**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](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2018**

**Open to Public  
Inspection**

Employer identification number

35-2531359

**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 RETAIL SERVICES, INC 39-2040239 5400 SOUTH 60TH STREET GREENDALE, WI 53129	SUPPORTING	WI	501 (C) (3)	12B	GW SEW		X
(2) GOODWILL INDUSTRIES OF METRO CHICAGO, INC 36-4455490 5400 SOUTH 60TH STREET GREENDALE, WI 53129	HUMAN SERVICE	IL	501 (C) (3)	7	GW SEW		X
(3) GOODWILL INDUSTRIES OF SE WISCONSIN, INC 39-0808491 5400 SOUTH 60TH STREET GREENDALE, WI 53129	HUMAN SERVICE	WI	501 (C) (3)	7	N/A		X
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2018

**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)									
(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
<b>1</b> 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?		
<b>a</b> Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity . . . . .		X
<b>b</b> Gift, grant, or capital contribution to related organization(s) . . . . .		X
<b>c</b> Gift, grant, or capital contribution from related organization(s). . . . .		X
<b>d</b> Loans or loan guarantees to or for related organization(s) . . . . .		X
<b>e</b> Loans or loan guarantees by related organization(s) . . . . .		X
<b>f</b> Dividends from related organization(s) . . . . .		X
<b>g</b> Sale of assets to related organization(s) . . . . .		X
<b>h</b> Purchase of assets from related organization(s). . . . .		X
<b>i</b> Exchange of assets with related organization(s). . . . .		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s). . . . .		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) . . . . .		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) . . . . .		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s). . . . .	X	
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) . . . . .	X	
<b>o</b> Sharing of paid employees with related organization(s) . . . . .		X
<b>p</b> Reimbursement paid to related organization(s) for expenses. . . . .	X	
<b>q</b> Reimbursement paid by related organization(s) for expenses . . . . .	X	
<b>r</b> Other transfer of cash or property to related organization(s) . . . . .		X
<b>s</b> 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)													

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**Part VII** Supplemental Information

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

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

▶ **File a separate application for each return.**  
▶ **Go to [www.irs.gov/Form8868](http://www.irs.gov/Form8868) for the latest information.**

**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/e-file-providers/e-file-for-charities-and-non-profits](http://www.irs.gov/e-file-providers/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  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	GOODWILL MANUFACTURING, INC.	35-2531359
	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, 2019, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 2018 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 <b>Balance due.</b> 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.