

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

2012**Open to Public
Inspection****A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20**

| | | |
|--|--|--|
| B Check if applicable: | C Name of organization GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 342 N SAN FERNANDO ROAD City or town, state or country, and ZIP + 4 LOS ANGELES, CA 90031-1782 F Name and address of principal officer: CRAIG SMITH 342 N SAN FERNANDO ROAD LOS ANGELES CA 90031-1782 | D Employer identification number 95-1641441 E Telephone number (323) 223-1211 G Gross receipts \$ 199,620,335. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ WWW.GOODWILLSOCAL.ORG K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1919 M State of legal domicile: CA | | |

Part I Summary

| | | | |
|------------------------------------|--|----------------------------------|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: TRANSFORMING LIVES THROUGH THE POWER OF WORK, GSC SERVES PERSONS WITH DISABILITIES OR OTHER VOCATIONAL CHALLENGES BY PROVIDING EDUCATION, SKILLS TRAINING, WORK EXPERIENCE, AND JOB PLACEMENT SERVICES. 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. 3 Number of voting members of the governing body (Part VI, line 1a) 3 47. 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 47. 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 2,303. 6 Total number of volunteers (estimate if necessary) 6 111. 7a Total gross unrelated business revenue from Part VIII, column (C), line 12 7a 0 b Net unrelated business taxable income from Form 990-T, line 34 7b 0 | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) 43,064,664. 9 Program service revenue (Part VIII, line 2g) 102,151,769. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 129,843. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) -49,838. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 145,296,438. | Prior Year | Current Year |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 1,923,436. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 45,701,953. 16a Professional fundraising fees (Part IX, column (A), line 11e) 367,264. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,742,113. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) 90,243,193. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 138,235,846. 19 Revenue less expenses. Subtract line 18 from line 12. 7,060,592. | | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) 57,905,785. 21 Total liabilities (Part X, line 26) 16,276,819. 22 Net assets or fund balances. Subtract line 21 from line 20. 41,628,966. | Beginning of Current Year | End of Year |

Part II Signature Block

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

| | | |
|-------------------------------|--|---|
| Sign Here | Signature of officer Type or print name and title | Date |
| Paid Preparer Use Only | Print/Type preparer's name JOSEPH S. DE TRANE Firm's name ▶ GRANT THORNTON LLP Firm's address ▶ ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA 94111 | Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN P00329386 EIN ▶ 36-6055558 Phone no. ▶ 415-986-3900 |

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** (2012)

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

95-1641441

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

342 N. SAN FERNANDO ROAD

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

LOS ANGELES, CA 90031-1782

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

| 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 | 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 |

- The books are in the care of ► FORREST CALLAHAN

Telephone No. ► 323 539-2026

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 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ |
| b If this application is for Form 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 | \$ |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ NONE. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | |
|--|--|---|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. | Enter filer's identifying number, see instructions Employer identification number (EIN) or |
| | GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA | 95-1641441 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | Social security number (SSN) |
| | 342 N SAN FERNANDO ROAD | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | |
| | LOS ANGELES, CA 90031-1782 | |

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 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 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ FORREST CALLAHAN, CFO
Telephone No. ☒ 323 539-2026 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.

- 4 I request an additional 3-month extension of time until 11/15, 2013.
- 5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | |
|--|--------------|------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a \$ | NONE |
| b If this application is for Form 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 and any amount paid previously with Form 8868. | 8b \$ | NONE |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c \$ | NONE |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒  Digitally signed by Liang, Qi Wen
Date: 2013.08.07 11:14:53-0700 Title ☒ CPA Date ☒ 8/7/2013

Form **8868** (Rev. 1-2013)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****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: 453310) (Expenses \$ 118,810,910. including grants of \$) (Revenue \$ 101,896,944.)RETAIL STORES - CREATES JOB OPPORTUNITIES FOR PERSONS WITH
DISABILITIES AND BARRIERS TO EMPLOYMENT AND INDUSTRY TRAINING. IN
2012, OVER 1,783 INDIVIDUALS WERE EMPLOYED OR TRAINED THROUGH
THESE PROGRAMS.**4b** (Code: 562000) (Expenses \$ 31,828,014. including grants of \$) (Revenue \$ 859,496.)MATERIAL COLLECTION, HANDLING & PROCESSING - CREATES EMPLOYMENT
FOR PERSONS WITH DISABILITIES AND OTHER BARRIERS TO EMPLOYMENT,
INCLUDING SKILLS TRAINING. IN 2012, APPROXIMATELY 254
INDIVIDUALS WERE EMPLOYED.**4c** (Code: 561700) (Expenses \$ 19,346,028. including grants of \$ 2,026,190.) (Revenue \$ 4,888,820.)WORKFORCE DEVELOPMENT - INCLUDES A WIDE VARIETY OF PROGRAMS
PROVIDING EMPLOYMENT PREPARATION, SKILLS TRAINING, JOB
DEVELOPMENT AND JOB PLACEMENT FOR PERSONS WITH DISABILITIES OR
OTHER VOCATIONAL DISADVANTAGES. IN 2012, OVER 86,611
INDIVIDUALS WITH DISABILITIES OR OTHER BARRIERS TO EMPLOYMENT
WERE ASSISTED THROUGH THESE VARIOUS PROGRAMS.**4d** Other program services (Describe in Schedule O.)

(Expenses \$ 7,586,058. including grants of \$) (Revenue \$ 7,813,909.)

4e Total program service expenses ► 177,571,010.

Part IV Checklist of Required Schedules

| | Yes | No |
|--|--------------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A | 1 X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? | 2 | X |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | 3 | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II | 4 X | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III | 5 | X |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I | 6 | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II | 7 | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | 8 | X |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV | 9 | X |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V | 10 X | |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI | 11a X | |
| b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII | 11b | X |
| c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII | 11c | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX | 11d | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X | 11e X | |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X | 11f X | |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII | 12a | X |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional | 12b X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 13 | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | 14a | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV | 14b | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV | 15 | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV | 16 | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) | 17 X | |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II | 18 X | |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | 19 | X |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H | 20a | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | 20b | |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|---|------------|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> | 21 | X |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> | 22 | 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> | 23 | X |
| 24 a 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 25.</i> | 24a | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | |
| 25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> | 25a | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i> | 25b | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> | 26 | 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> | 27 | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> | 28a | X |
| b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> | 28b | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i> | 28c | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> | 29 | 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> | 30 | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> | 31 | 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> | 32 | 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> | 33 | 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> | 34 | X |
| 35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | X |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> | 35b | X |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> | 36 | 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> | 37 | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | X |

Form **990** (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

| | | Yes | No |
|--|-----------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. | 1a 282 | | |
| b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 1b 0 | | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | X | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a 2,303 | | |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). | 2b | X | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | | X |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | | X |
| b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | | X |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | X |
| c If "Yes" to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6a | | X |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | | |
| 7 Organizations that may receive deductible contributions under section 170(c). | | | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7a | X | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | X | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | | X |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | X |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | X |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7g | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 7h | X | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | | |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| a Did the organization make any taxable distributions under section 4966? | 9a | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | | |
| 10 Section 501(c)(7) organizations. Enter: | | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | |
| 11 Section 501(c)(12) organizations. Enter: | | | |
| a Gross income from members or shareholders | 11a | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 11b | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | 13a | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | | |
| c Enter the amount of reserves on hand | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | | X |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | | |

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

Check if Schedule O contains a response to any question in this Part VI. ☒ **X**

Section A. Governing Body and Management

| | | Yes | No |
|---|--------------|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year. | 1a 47 | | |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | | |
| b Enter the number of voting members included in line 1a, above, who are independent | 1b 47 | | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | | X |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . | 3 | | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | | X |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | | X |
| 6 Did the organization have members or stockholders? | 6 | | X |
| 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | | X |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | | X |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | | |
| a The governing body? | 8a | X | |
| b Each committee with authority to act on behalf of the governing body? | 8b | X | |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | 9 | | X |

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

| | | Yes | No |
|---|------------|-----|----|
| 10a Did the organization have local chapters, branches, or affiliates? | 10a | | X |
| b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | 10b | | |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . | 11a | X | |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | | |
| 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | X | |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | X | |
| c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | X | |
| 13 Did the organization have a written whistleblower policy? | 13 | X | |
| 14 Did the organization have a written document retention and destruction policy? | 14 | X | |
| 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | | |
| a The organization's CEO, Executive Director, or top management official | 15a | X | |
| b Other officers or key employees of the organization | 15b | X | |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | | |
| 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | | X |
| b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | | |

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA**, _____

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **FORREST CALLAHAN, CFO 342 N SAN FERNANDO RD LOS ANGELES, CA 90031 323-539-2026**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) CHARLES ADAMS DIRECTOR | 1.00 .25 | X | | | | | | 0 | 0 | 0 |
| (2) TED ALVAREZ DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (3) CESAR ALEJANDRO ARISTEIGUIETA DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (4) CARL BALLTON DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (5) KARL L BOECKMANN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (6) SUSAN BURNETT DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (7) DON BUTLER DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (8) WILLIAM CARNEY DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (9) JOHN M CLAERHOUT DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (10) MELVIN CLARK JR DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (11) DONALD F CRUMRINE DIRECTOR | 1.00 .25 | X | | | | | | 0 | 0 | 0 |
| (12) WILLIAM R DAHLMAN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (13) ROBERT DAHLSTROM DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (14) CECILE GALVEZ DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|---------------------------------|--------|---|---|--|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (15) ROB GLUCK DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (16) J JEFFERSON GOODMAN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (17) SCOTT HEATON DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (18) ROBERT HENDRICKS DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (19) JAMES D HICKEN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (20) DIANA INGRAM DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (21) KATHLEEN JOHNSON SECOND VICE CHAIR | 1.00 .25 | X | | X | | | | 0 | 0 | 0 |
| (22) JACK E KAUFMAN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (23) MICHAEL LAWSON DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (24) DAVID A LUSK FIRST VICE CHAIR | 1.00 .25 | X | | X | | | | 0 | 0 | 0 |
| (25) ANDREA ALMEIDA MACK SECRETARY | 1.00 .25 | X | | X | | | | 0 | 0 | 0 |
| 1b Sub-total | | | | | | | | 0 | 0 | 0 |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 2,829,264. | 249,380. | 397,389. |
| d Total (add lines 1b and 1c) | | | | | | | | 2,829,264. | 249,380. | 397,389. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **27**

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

Section B. Independent Contractors

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

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| ATTACHMENT 2 | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **15**

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (26) R A MCDONOUGH DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (27) MANNY MEDRANO DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (28) THOMAS MURNANE DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (29) FRANK R O'DONNELL DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (30) PATRICIA D PALLESCHI DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (31) J BLAIR PENCE DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (32) KEVIN PLUNKETT DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (33) ROBERT ALLEN REED DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (34) PAUL RICHEY TREASURER | 1.00 0 | X | | X | | | | 0 | 0 | 0 |
| (35) KARL SCHMIDT DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (36) PAUL SCHULZ DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| 1b Sub-total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | | | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **27**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

| | Yes | No |
|----------|-----|----|
| 3 | X | |
| 4 | X | |
| 5 | | X |

Section B. Independent Contractors

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

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

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

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (37) MORGAN W ST JOHN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (38) PETER STARRETT CHAIR | 1.00 .25 | X | | X | | | | 0 | 0 | 0 |
| (39) SUSAN H STROMGREN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (40) RUSSELL T SUN DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (41) ELIZABETH PAVLOVA TITO DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (42) KATHYRN J TURNER DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (43) SARAH L TURNER DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (44) ANA T VALDEZ DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (45) MARK WALBERG DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (46) JOEL WARD MD DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| (47) JOYCE HENDERSON DIRECTOR | 1.00 0 | X | | | | | | 0 | 0 | 0 |
| 1b Sub-total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | | | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **27**

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

Section B. Independent Contractors

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

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

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

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|---------------------------------|--------|---|---|--|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (48) DOUGLAS H BARR PRESIDENT, CEO PART YEAR | 50.00 1.00 | | | X | | | | 659,635. | 0 | 71,929. |
| (49) CRAIG SMITH PRESIDENT, CEO | 50.00 1.00 | | | X | | | | 411,154. | 0 | 29,606. |
| (50) FORREST P CALLAHAN CHIEF FINANCIAL OFFICER | 50.00 0 | | | X | | | | 279,869. | 0 | 46,529. |
| (51) MARIO HAUG VP DEVELOPMENT AND RELATIONS | 50.00 0 | | | | X | | | 160,542. | 0 | 33,460. |
| (52) JANET MARINACCIO VICE PRESIDENT OF WCD | 50.00 0 | | | | X | | | 148,759. | 0 | 23,060. |
| (53) LUCY W PLISKIN CHIEF LEGAL OFFICER | 40.00 10.00 | | | | X | | | 228,182. | 56,296. | 29,558. |
| (54) DONNA D SNELL VP OF RETAIL OPERATIONS | 15.00 35.00 | | | | X | | | 66,766. | 155,789. | 31,796. |
| (55) JOHN DELL DIRECTOR OF IT | 50.00 0 | | | | | X | | 147,800. | 0 | 34,238. |
| (56) MARK EINBUND DIRECTOR OF REAL ESTATE | 50.00 0 | | | | | X | | 164,566. | 0 | 32,816. |
| (57) SASHA ITZIKMAN VICE PRESIDENT OF CR | 50.00 0 | | | | | X | | 172,773. | 0 | 28,185. |
| (58) TAMARA KARLSSON BUSINESS SERVICE SPECIALIST | 40.00 0 | | | | | X | | 150,932. | 0 | 6,767. |
| 1b Sub-total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | | | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **27**

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

Section B. Independent Contractors

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

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

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

| (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 | | | |
| 59) DENISE ORME ----- CONTROLLER | 50.00 ----- 0 | | | | | X | | 151,265. | 0 | 29,445. |
| 60) PETER DUDA ----- FORMER VP OF RETAIL OPERATIONS | 0 ----- 0 | | | | | | X | 87,021. | 37,295. | 0 |
| ----- | | | | | | | | | | |
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| 1b Sub-total | | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | | | |

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

| | Yes | No |
|---|-----|----|
| 3 | X | |
| 4 | X | |
| 5 | | X |

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

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

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

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question 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, 513, or 514 |
|---|--|--|---------------------------|----------------------|--|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a | Federated campaigns | 1a | | | | |
| | b | Membership dues | 1b | | | | |
| | c | Fundraising events | 1c | 149,762. | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) . . | 1e | 6,494,241. | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above . | 1f | 71,472,766. | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | | 71,622,528. | | | |
| | h | Total. Add lines 1a-1f | | 78,116,769. | | | |
| | Program Service Revenue | | | Business Code | | | |
| 2a | | GOODWILL RETAIL STORES | 453310 | 101,896,944. | 101,896,944. | | |
| b | | MATERIAL COLLECTION, HANDLING & PROCESSING | 900099 | 859,496. | 859,496. | | |
| c | | CONTRACT DEPARTMENT | 561300 | 7,392,784. | 7,392,784. | | |
| d | | WORKFORCE DEVELOPMENT | 561300 | 4,888,820. | 4,888,820. | | |
| e | | CAFETERIA RECEIPTS | 722210 | 286,774. | 286,774. | | |
| f | | All other program service revenue | | 134,351. | 134,351. | | |
| g | | Total. Add lines 2a-2f | | 115,459,169. | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 246,859. | | | 246,859. |
| | 4 | Income from investment of tax-exempt bond proceeds . . . | | 0 | | | |
| | 5 | Royalties | | 0 | | | |
| | | | (i) Real (ii) Personal | | | | |
| | 6a | Gross rents | | | | | |
| | b | Less: rental expenses | | | | | |
| | c | Rental income or (loss) | | | | | |
| | d | Net rental income or (loss) | | 0 | | | |
| | | | (i) Securities (ii) Other | | | | |
| | 7a | Gross amount from sales of assets other than inventory | 3,569,023. | 2,151,023. | | | |
| | b | Less: cost or other basis and sales expenses | 3,549,668. | 1,020,905. | | | |
| | c | Gain or (loss) | 19,355. | 1,130,118. | | | |
| | d | Net gain or (loss) | | 1,149,473. | | | 1,149,473. |
| | 8a | Gross income from fundraising events (not including \$ 149,762. of contributions reported on line 1c). See Part IV, line 18 | a | 77,492. | | | |
| | b | Less: direct expenses | b | 129,573. | | | |
| | c | Net income or (loss) from fundraising events | | -52,081. | | | -52,081. |
| | 9a | Gross income from gaming activities. See Part IV, line 19 | a | | | | |
| b | Less: direct expenses | b | | | | | |
| c | Net income or (loss) from gaming activities | | 0 | | | | |
| 10a | Gross sales of inventory, less returns and allowances | a | | | | | |
| b | Less: cost of goods sold | b | | | | | |
| c | Net income or (loss) from sales of inventory | | 0 | | | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11a | | | | | | | |
| b | | | | | | | |
| c | | | | | | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 0 | | | | |
| 12 | Total revenue. See instructions | | 194,920,189. | 115,459,169. | | 1,344,251. | |

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 to any question 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 governments and organizations in the United States. See Part IV, line 21 . | 0 | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 2,026,190. | 2,026,190. | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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 | 3,191,356. | 729,142. | 2,211,193. | 251,021. |
| 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 | 27,718,057. | 24,354,231. | 2,920,531. | 443,295. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 882,886. | 574,302. | 259,247. | 49,337. |
| 9 Other employee benefits | 4,536,188. | 3,609,409. | 805,616. | 121,163. |
| 10 Payroll taxes | 2,192,608. | 1,837,578. | 307,040. | 47,990. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 0 | | | |
| b Legal | 445,968. | 306,651. | 116,153. | 23,164. |
| c Accounting | 80,000. | 20,000. | 60,000. | |
| d Lobbying | 14,077. | 1,273. | 12,804. | |
| e Professional fundraising services. See Part IV, line 17 | 293,905. | | | 293,905. |
| 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.) <u>ATCH 3</u> | 31,411,403. | 30,148,482. | 1,065,244. | 197,677. |
| 12 Advertising and promotion | 2,392,012. | 2,130,523. | 222,515. | 38,974. |
| 13 Office expenses | 2,673,045. | 2,560,854. | 106,831. | 5,360. |
| 14 Information technology | 1,196,847. | 1,089,422. | 94,510. | 12,915. |
| 15 Royalties | 0 | | | |
| 16 Occupancy | 30,854,333. | 30,073,219. | 668,335. | 112,779. |
| 17 Travel | 2,910,084. | 2,868,225. | 38,295. | 3,564. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 Conferences, conventions, and meetings | 502,297. | 385,672. | 89,179. | 27,446. |
| 20 Interest | 23,778. | | 23,778. | |
| 21 Payments to affiliates | 159,112. | | 159,112. | |
| 22 Depreciation, depletion, and amortization | 3,825,726. | 3,485,768. | 323,943. | 16,015. |
| 23 Insurance | 1,230,544. | 1,120,507. | 102,198. | 7,839. |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a <u>COST OF GOODS SOLD</u> | 67,520,983. | 67,520,983. | | |
| b <u>DISPOSAL COST</u> | 1,106,614. | 1,106,614. | | |
| c <u>VDP PROCESSING COSTS</u> | 69,305. | | | 69,305. |
| d <u>ALL OTHER EXPENSES</u> | 1,906,653. | 1,621,965. | 264,324. | 20,364. |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 189,163,971. | 177,571,010. | 9,850,848. | 1,742,113. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

| | | (A) Beginning of year | | (B) End of year |
|--|--|--------------------------|-------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 10,363,635. | 1 | 19,945,856. |
| | 2 Savings and temporary cash investments | 0 | 2 | 0 |
| | 3 Pledges and grants receivable, net | 334,747. | 3 | 293,076. |
| | 4 Accounts receivable, net | 2,657,715. | 4 | 4,059,635. |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | 0 | 5 | 0 |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L | 0 | 6 | 0 |
| | 7 Notes and loans receivable, net | 0 | 7 | 0 |
| | 8 Inventories for sale or use | 2,762,372. | 8 | 7,203,611. |
| | 9 Prepaid expenses and deferred charges | 3,552,052. | 9 | 3,507,859. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 51,986,636. | | |
| | b Less: accumulated depreciation | 10b 27,329,746. | | |
| | | 22,804,895. | 10c | 24,656,890. |
| | 11 Investments - publicly traded securities | 13,532,193. | 11 | 16,087,377. |
| | 12 Investments - other securities. See Part IV, line 11 | 0 | 12 | 0 |
| | 13 Investments - program-related. See Part IV, line 11 | 0 | 13 | 0 |
| | 14 Intangible assets | 0 | 14 | 0 |
| 15 Other assets. See Part IV, line 11 | 1,898,176. | 15 | 2,085,020. | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 57,905,785. | 16 | 77,839,324. | |
| Liabilities | 17 Accounts payable and accrued expenses | 15,805,193. | 17 | 23,432,639. |
| | 18 Grants payable | 0 | 18 | 0 |
| | 19 Deferred revenue | 0 | 19 | 0 |
| | 20 Tax-exempt bond liabilities | 0 | 20 | 0 |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | 0 | 21 | 0 |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | 0 | 22 | 0 |
| | 23 Secured mortgages and notes payable to unrelated third parties | 471,626. | 23 | 160,000. |
| | 24 Unsecured notes and loans payable to unrelated third parties | 0 | 24 | 0 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 0 | 25 | 5,556,473. |
| | 26 Total liabilities. Add lines 17 through 25 | 16,276,819. | 26 | 29,149,112. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 36,869,138. | 27 | 43,061,009. |
| | 28 Temporarily restricted net assets | 2,420,744. | 28 | 3,270,302. |
| | 29 Permanently restricted net assets | 2,339,084. | 29 | 2,358,901. |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances | 41,628,966. | 33 | 48,690,212. |
| | 34 Total liabilities and net assets/fund balances | 57,905,785. | 34 | 77,839,324. |

Form **990** (2012)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☒

| | | | |
|-----------|--|-----------|--------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 194,920,189. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 189,163,971. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 5,756,218. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 41,628,966. |
| 5 | Net unrealized gains (losses) on investments | 5 | 1,454,790. |
| 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 | -149,762. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 48,690,212. |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

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 11, 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.)
- 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 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.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ 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 that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box. ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

| | Yes | No |
|----------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of monetary support |
|------------------------------------|----------|---|---|----|--|----|---|----|----------------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

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

Schedule A (Form 990 or 990-EZ) 2012

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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|-------------|-------------|-------------|-------------|-------------|--------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 29,696,945. | 32,425,333. | 39,430,135. | 43,064,664. | 78,116,769. | 222,733,846. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | 0 |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | 0 |
| 4 Total. Add lines 1 through 3. | 29,696,945. | 32,425,333. | 39,430,135. | 43,064,664. | 78,116,769. | 222,733,846. |
| 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). | | | | | | 0 |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 222,733,846. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|-------------|-------------|-------------|-------------|-------------|--------------------------|
| 7 Amounts from line 4 | 29,696,945. | 32,425,333. | 39,430,135. | 43,064,664. | 78,116,769. | 222,733,846. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 227,817. | 153,214. | 149,439. | 172,814. | 246,859. | 950,143. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | 0 |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH. 1 | | 474,511. | | | | 474,511. |
| 11 Total support. Add lines 7 through 10. | | | | | | 224,158,500. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 454,299,428. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|-------------------------------------|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 99.36 % |
| 15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 99.15 % |
| 16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | | <input checked="" type="checkbox"/> |
| b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10%-facts-and-circumstances test - 2012. 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 IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10%-facts-and-circumstances test - 2011. 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 IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

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

(Complete only if you checked the box on line 9 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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b. | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2012. 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 - 2011. 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 **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

| DESCRIPTION | 2008 | 2009 | 2010 | 2011 | 2012 | TOTAL |
|-------------------------|------|-----------------|------|------|------|-----------------|
| INSURANCE REIMBURSEMENT | | 474,511. | | | | 474,511. |
| TOTALS | | <u>474,511.</u> | | | | <u>474,511.</u> |

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

▶ **Complete if the organization is described below.**

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

▶ **See separate instructions.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

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

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

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

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

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

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

Name of organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

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

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

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

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

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

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

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

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

Schedule C (Form 990 or 990-EZ) 2012

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

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

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|--|--|---|------------------------------------|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1 a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | 14,077. | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | 14,077. | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | 177,556,933. | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | 177,571,010. | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 1,000,000. | | | | | | | | | | | | | |
| <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | 250,000. | | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a. If zero or less, enter -0- | 0 | 0 | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c. If zero or less, enter -0- | 0 | 0 | | | | | | | | | | | | |
| j | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | | | |

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

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|--|------------|------------|------------|------------|------------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2 a Lobbying nontaxable amount | 1,000,000. | 1,000,000. | 1,000,000. | 1,000,000. | 4,000,000. |
| b Lobbying ceiling amount (150% of line 2a, column (e)) | | | | | 6,000,000. |
| c Total lobbying expenditures | 25,196. | 23,412. | 14,412. | 14,077. | 77,097. |
| d Grassroots nontaxable amount | 250,000. | 250,000. | 250,000. | 250,000. | 1,000,000. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 1,500,000. |
| f Grassroots lobbying expenditures | | | | | |

Schedule C (Form 990 or 990-EZ) 2012

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

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

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

| | | | |
|----------|--|-----------|--|
| 1 | Dues, assessments and similar amounts from members | 1 | |
| 2 | Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). | | |
| a | Current year | 2a | |
| b | Carryover from last year | 2b | |
| c | Total | 2c | |
| 3 | Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 3 | |
| 4 | If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 4 | |
| 5 | Taxable amount of lobbying and political expenditures (see instructions) | 5 | |

Part IV Supplemental Information

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

Part IV **Supplemental Information** *(continued)*

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

| | |
|--|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> Preservation of open space | |

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.

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in 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) 2012

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" to 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? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to 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 | 13,363,246. | 11,141,131. | 10,399,318. | 8,841,562. | 9,970,599. |
| b Contributions | 1,000,000. | 2,520,209. | 5,466. | 93,579. | 1,133,573. |
| c Net investment earnings, gains, and losses | 1,550,438. | -298,094. | 885,257. | 1,464,177. | -2,233,345. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | 148,910. | | 29,265. |
| f Administrative expenses | 4,300. | | | | |
| g End of year balance | 15,909,384. | 13,363,246. | 11,141,131. | 10,399,318. | 8,841,562. |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment 85.1600 %
b Permanent endowment 14.8300 %
c Temporarily restricted endowment .0100 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

| | Yes | No |
|------------------------------------|---------------|----|
| (i) unrelated organizations | 3a(i) | X |
| (ii) related organizations | 3a(ii) | X |

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? **3b**

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. 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 | | 2,729,338. | | 2,729,338. |
| b Buildings | | 26,521,011. | 14,600,273. | 11,920,738. |
| c Leasehold improvements | | | | |
| d Equipment | | 21,273,709. | 12,729,473. | 8,544,236. |
| e Other | | 1,462,578. | | 1,462,578. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 24,656,890. |

Schedule D (Form 990) 2012

Part VII Investments - Other Securities. 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) _____ | | |
| (I) _____ | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|--|
| (1) _____ | | |
| (2) _____ | | |
| (3) _____ | | |
| (4) _____ | | |
| (5) _____ | | |
| (6) _____ | | |
| (7) _____ | | |
| (8) _____ | | |
| (9) _____ | | |
| (10) _____ | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶ | | |

Part IX Other Assets. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) _____ | |
| (2) _____ | |
| (3) _____ | |
| (4) _____ | |
| (5) _____ | |
| (6) _____ | |
| (7) _____ | |
| (8) _____ | |
| (9) _____ | |
| (10) _____ | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | |

Part X Other Liabilities. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value | |
|---|----------------|--|
| (1) Federal income taxes | | |
| (2) DEFERRED GAIN ON SALE LEASEBACK | 5,556,473. | |
| (3) _____ | | |
| (4) _____ | | |
| (5) _____ | | |
| (6) _____ | | |
| (7) _____ | | |
| (8) _____ | | |
| (9) _____ | | |
| (10) _____ | | |
| (11) _____ | | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 5,556,473. | |

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | | |
|----------|--|-----------|--------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 196,150,486. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | 1,454,790. |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | |
| e | Add lines 2a through 2d | 2e | 1,454,790. |
| 3 | Subtract line 2e from line 1 | 3 | 194,695,696. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | 224,493. |
| c | Add lines 4a and 4b | 4c | 224,493. |
| 5 | Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.) | 5 | 194,920,189. |

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

| | | | |
|----------|---|-----------|--------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 189,089,240. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 52,081. |
| e | Add lines 2a through 2d | 2e | 52,081. |
| 3 | Subtract line 2e from line 1 | 3 | 189,037,159. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | 126,812. |
| c | Add lines 4a and 4b | 4c | 126,812. |
| 5 | Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.) | 5 | 189,163,971. |

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

SCHEDULE D, PART V, LINE 4

INTENDED USE OF ENDOWMENT FUNDS

GENERAL PROGRAM SERVICE OPERATIONS.

SCHEDULE D, PART X, LINE 2

FIN 48 (ASC 740) FOOTNOTE

TAX POSITIONS TAKEN RELATED TO THE ORGANIZATION'S TAX EXEMPT STATUS,

UNRELATED BUSINESS ACTIVITIES TAXABLE INCOME AND DEDUCTIBILITY OF

EXPENSES AND OTHER MISCELLANEOUS TAX POSITIONS HAVE BEEN REVIEWED, AND

MANAGEMENT IS OF THE OPINION THAT MATERIAL POSITIONS TAKEN BY THE

ORGANIZATION WOULD MORE LIKELY THAN NOT BE SUSTAINED BY EXAMINATION.

ACCORDINGLY, THE ORGANIZATION HAS NOT RECORDED AN INCOME TAX LIABILITY

FOR UNCERTAIN TAX BENEFITS AS OF DECEMBER 31, 2011 OR AS OF DECEMBER 31,

2012. AS OF DECEMBER 31, 2012, THE ORGANIZATION'S TAX YEARS ENDED

DECEMBER 31, 2009 THROUGH DECEMBER 31, 2012 REMAIN SUBJECT TO EXAMINATION

IN THE UNITED STATES FEDERAL TAX JURISDICTION AND THE TAX YEARS ENDED

DECEMBER 31, 2008 THROUGH DECEMBER 31, 2012 REMAIN SUBJECT TO EXAMINATION

IN THE CALIFORNIA STATE TAX JURISDICTION.

SCHEDULE D, PART XI, LINE 4B

RECONCILIATION OF REVENUE-OTHER

VEHICLE DONATION PROGRAM ACTIVITY RECORDED AS NET REVENUE FOR BOOK

PURPOSES BUT GROSS REVENUE AND EXPENSE FOR TAX PURPOSES.

AMOUNT \$126,812

Part XIII Supplemental Information (continued)

FUNDRAISING REVENUES THAT WERE REPORTED ON THE TAX RETURN INCLUDED
CERTAIN CONTRIBUTIONS THAT WERE EXCLUDED ON THE FINANCIAL STATEMENTS.

AMOUNT \$149,762

FUNDRAISING NET LOSS REPORTED AS EXPENSE FOR BOOK PURPOSES BUT RECLASSIFIED
TO REVENUE FOR TAX PURPOSES.

AMOUNT (\$52,081)

SCHEDULE D, PART XII, LINE 2D

RECONCILIATION OF EXPENSES-OTHER

FUNDRAISING NET LOSS REPORTED AS EXPENSE FOR BOOK PURPOSES BUT RECLASSIFIED
TO REVENUE FOR TAX PURPOSES.

AMOUNT (\$52,081)

SCHEDULE D, PART XII, LINE 4B

RECONCILIATION OF EXPENSES-OTHER

VEHICLE DONATION PROGRAM ACTIVITY RECORDED AS NET REVENUE FOR BOOK
PURPOSES BUT GROSS REVENUE AND EXPENSE FOR TAX PURPOSES.

AMOUNT \$126,812

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

95-1641441

Part I

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

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

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|-------------------|--|----|-----------------------------------|---|---|
| | | Yes | No | | | |
| 1 NETZEL GRIGSBY ASSOCIATES | CAPITAL CAMPAIGN | | X | 1,198,038. | 83,293. | 1,114,745. |
| 2 AMANI GLOBAL CONSULTING | DIRECT MAIL | | X | 357,380. | 58,800. | 298,580. |
| 3 KNOCKOUT PRODUCTION INC | GOLF TOURNAMENT | | X | 225,104. | 25,000. | 200,104. |
| 4 VEHICLE DONATION PROCESSING | VEHICLE DONATIONS | X | | 186,376. | 126,812. | 59,564. |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| Total | | | | 1,966,898. | 293,905. | 1,672,993. |

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

CA,

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

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events |
|-----------------|--|---------------------------------|-------------------------------|------------------|---------------------------------|
| | | GOLF TOURNAMENT (event type) | FASHION SHOWS (event type) | (total number) | (add col. (a) through col. (c)) |
| Revenue | 1 Gross receipts | 225,104. | 2,150. | 0 | 227,254. |
| | 2 Less: Contributions | 147,612. | 2,150. | 0 | 149,762. |
| | 3 Gross income (line 1 minus line 2). | 77,492. | | 0 | 77,492. |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | 1,098. | | 0 | 1,098. |
| | 6 Rent/facility costs | 23,462. | 49,453. | 0 | 72,915. |
| | 7 Food and beverages | 9,300. | | 0 | 9,300. |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | 43,632. | 2,628. | 0 | 46,260. |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) | | | | (129,573.) |
| | 11 Net income summary. Combine line 3, column (d), and line 10 | | | | -52,081. |

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2(A)

FUNDRAISING AGREEMENTS

THE AGREEMENT WITH AMANI GLOBAL CONSULTING PROVIDES SEPARATE INVOICING FOR MANAGEMENT FEES, \$58,800, VERSUS OTHER EXPENSES INVOICED SUCH AS POSTAGE \$86,393, PRINTING \$90,464, MEDIA EXPENSES \$50,468, DATA EXPENSES \$80,732, AND OTHER REIMBURSED EXPENSES \$3,000.

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2(B)

FUNDRAISER CUSTODY OR CONTROL

GOODWILL SOUTHERN CALIFORNIA UTILIZES THE SERVICES OF A PROFESSIONAL

FUNDRAISER TO OPERATE ITS VEHICLE DONATION PROGRAM (VDP). MANAGEMENT OF

THE ENTIRE PROCESS IS HANDLED BY THE CONSULTANT INCLUDING RECEIVING

CALLS, ARRANGING FOR DELIVERY, REPAIR, DMV SERVICES, INSURANCE, AND SALE

OF THE VEHICLES USUALLY BY AUCTION. THE PROCEEDS ARE RECEIVED BY THE

Schedule G (Form 990 or 990-EZ) 2012

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

CONSULTANT AND ONE-HALF OF THE NET AMOUNT IS REMITTED TO GOODWILL

SOUTHERN CALIFORNIA AFTER THE DISPOSITION OF THE VEHICLE IS COMPLETE. IN

2012, 274 VEHICLE DONATIONS WERE PROCESSED THROUGH THIS SYSTEM. THE

AMOUNT SHOWN AS PAID TO FUNDRAISER, \$126,812, INCLUDES A NET PAYMENT TO

THEM OF \$78,183; \$59,564 IS THE SPLIT OF NET PROFITS, PLUS \$18,619 IN

ADMINISTRATIVE FEES. OTHER COSTS PAID BY VDP INCLUDE AUCTION, TOWING,

AND AUTO COSTS OF \$36,391 AS WELL AS ADVERTISING COSTS OF \$12,238.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

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

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

► Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number

95-1641441

Part I General Information on Grants and Assistance

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

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

| 1 | (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|------|--|---------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| (1) | | | | | | | | |
| (2) | | | | | | | | |
| (3) | | | | | | | | |
| (4) | | | | | | | | |
| (5) | | | | | | | | |
| (6) | | | | | | | | |
| (7) | | | | | | | | |
| (8) | | | | | | | | |
| (9) | | | | | | | | |
| (10) | | | | | | | | |
| (11) | | | | | | | | |
| (12) | | | | | | | | |

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

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

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

Schedule I (Form 990) (2012)

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

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|--|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 INCENTIVES & NEEDS BASED PAYMENTS | 283. | 14,703. | | | |
| 2 TRANSPORTATION | 923. | 138,487. | | | |
| 3 TUITION AND TRAINING | 645. | 1,612,926. | | | |
| 4 OTHER SUPPORTIVE SERVICES | 1,264. | 189,656. | | | |
| 5 INCUMBENT WORKER TRAINING | 59. | 29,268. | | | |
| 6 OJT EMPLOYER REIMBURSEMENT | 1. | 1,230. | | | |
| 7 CUSTOMIZED TRAINING | 70. | 39,920. | | | |

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I

GRANTS OR ASSISTANCE - RECORDKEEPING

SUBSTANTIALLY ALL OF OUR GRANTS SERVE PARTICIPANTS THROUGH THE WORKFORCE INVESTMENT ACT. PARTICIPANTS ARE PRE-SCREENED AND PRE-APPROVED THROUGH THE WORKFORCE INVESTMENT ACT PROGRAMS BEFORE THEY BECOME ELIGIBLE FOR GOODWILL'S WORKFORCE DEVELOPMENT PROGRAMS. SINCE THE PROGRAMS HAVE BEEN IN PLACE FOR MANY YEARS, GOODWILL HAS EXTENSIVE EXPERIENCE TO ENSURE THAT PARTICIPANTS MEET ELIGIBILITY REQUIREMENTS AND THAT OUR DOCUMENTATION IS COMPLETE AND ACCURATE. GOODWILL RECEIVES GOVERNMENT AWARDS FOR ITS EMPLOYMENT PROGRAMS. THIRD-PARTY OVERSIGHT CONTRIBUTES TO A STRONG

Part III

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

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

CONTROL ENVIRONMENT: GOODWILL IS REGULARLY EXAMINED BY CITY, COUNTY, AND STATE AUDITORS AND IS SUBJECT TO AN ANNUAL CIRCULAR A-133 AUDIT. GOODWILL MAINTAINS CARF ACCREDITATION. CARF HAS ESTABLISHED NATIONALLY RECOGNIZED STANDARDS TO ENSURE THE HIGHEST QUALITY OF PROGRAM SERVICE DELIVERY FOR EMPLOYMENT AND REHABILITATION PROGRAMS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

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 in 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 checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., 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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

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

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

4 During the year, did any person listed in 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) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in 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" to line 5a or 5b, describe in Part III.

6 For persons listed in 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" to line 6a or 6b, describe in Part III.

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

8 Were any amounts reported in 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" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

| | | |
|----|---|---|
| | | |
| 1b | X | |
| 2 | X | |
| | | |
| 4a | X | |
| 4b | X | |
| 4c | | X |
| | | |
| 5a | X | |
| 5b | | X |
| | | |
| 6a | X | |
| 6b | | X |
| | | |
| 7 | | X |
| | | |
| 8 | | X |
| | | |
| 9 | | |

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

Schedule J (Form 990) 2012

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 in 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 are not 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 reported as deferred in prior Form 990 |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 DOUGLAS H BARR PRESIDENT, CEO PART YEAR | (i) | 273,110. | 67,663. | 318,862. | 54,939. | 16,990. | 731,564. | 117,013. |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 CRAIG SMITH PRESIDENT, CEO | (i) | 358,715. | 30,520. | 21,919. | 0 | 29,606. | 440,760. | 13,145. |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 FORREST P CALLAHAN CHIEF FINANCIAL OFFICER | (i) | 244,833. | 21,175. | 13,861. | 24,017. | 22,512. | 326,398. | 13,346. |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 JOHN DELL DIRECTOR OF IT | (i) | 135,230. | 12,500. | 70. | 13,371. | 20,867. | 182,038. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 PETER DUDA FORMER VP OF RETAIL OPERATIONS | (i) | 0 | 0 | 87,021. | 0 | 0 | 87,021. | 0 |
| | (ii) | 0 | 0 | 37,295. | 0 | 0 | 37,295. | 0 |
| 6 MARK EINBUND DIRECTOR OF REAL ESTATE | (i) | 155,587. | 8,800. | 179. | 14,589. | 18,227. | 197,382. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 MARIO HAUG VP DEVELOPMENT AND RELATIONS | (i) | 148,566. | 11,859. | 117. | 14,317. | 19,143. | 194,002. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 SASHA ITZIKMAN VICE PRESIDENT OF CR | (i) | 160,731. | 12,000. | 42. | 14,869. | 13,316. | 200,958. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 TAMARA KARLSSON BUSINESS SERVICE SPECIALIST | (i) | 65,814. | 75,518. | 9,600. | 6,730. | 37. | 157,699. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 JANET MARINACCIO VICE PRESIDENT OF WCD | (i) | 148,737. | 0 | 22. | 13,473. | 9,587. | 171,819. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11 DENISE ORME CONTROLLER | (i) | 140,930. | 10,000. | 335. | 13,257. | 16,188. | 180,710. | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 12 LUCY W PLISKIN CHIEF LEGAL OFFICER | (i) | 197,105. | 16,976. | 14,101. | 18,885. | 4,762. | 251,829. | 13,833. |
| | (ii) | 51,985. | 4,244. | 67. | 4,721. | 1,190. | 62,207. | 0 |
| 13 DONNA D SNELL VP OF RETAIL OPERATIONS | (i) | 60,300. | 4,500. | 1,966. | 5,684. | 3,856. | 76,306. | 0 |
| | (ii) | 140,700. | 10,500. | 4,589. | 13,262. | 8,994. | 178,045. | 0 |
| 14 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 15 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 16 | (i) | | | | | | | |
| | (ii) | | | | | | | |

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to 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.

SCHEDULE J, PART I, LINE 1

DISCRETIONARY SPENDING ACCOUNT

CERTAIN KEY EMPLOYEES RECEIVE A DISCRETIONARY SPENDING ACCOUNT FOR AUTO
ALLOWANCE THAT IS REPORTED AS TAXABLE COMPENSATION.

SCHEDULE J, PART I, LINE 4A

SEVERANCE OR CHANGE-OF-CONTROL PAYMENT

IN 2011, A CONFIDENTIAL SETTLEMENT AGREEMENT WAS ENTERED INTO BETWEEN
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA AND A FORMER KEY EMPLOYEE,
PETE DUDA. THE SEVERANCE PAYMENT OF \$124,316 UNDER THIS AGREEMENT WAS
PAID IN 2012. ADDITIONALLY IN 2012, GOODWILL INDUSTRIES OF SOUTHERN
CALIFORNIA ENTERED INTO A CONFIDENTIAL AGREEMENT WITH DOUG BARR AND HE
WAS PAID SEVERANCE OF \$198,735.

SCHEDULE J, PART I, LINE 4B

SEC 457(F) SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

DOUGLAS BARR

FILING ORGANIZATION: DEFERRAL \$37,939

DISTRIBUTION \$117,013

Part III Supplemental Information

Complete this part to 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.

RELATED ORGANIZATION: NONE

CRAIG SMITH

FILING ORGANIZATION: DEFERRAL \$0

DISTRIBUTION \$13,145

RELATED ORGANIZATION: NONE

FOREST CALLAHAN

FILING ORGANIZATION: DEFERRAL \$7,017

DISTRIBUTION \$13,346

RELATED ORGANIZATION: NONE

LUCY PLISKIN

FILING ORGANIZATION: DEFERRAL \$6,606

DISTRIBUTION \$13,833

RELATED ORGANIZATION: DEFERRAL \$1,321

DISTRIBUTION NONE

Part III Supplemental Information

Complete this part to 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.

DONNA SNELL

FILING ORGANIZATION: DEFERRAL \$1,946

DISTRIBUTION NONE

RELATED ORGANIZATION: DEFERRAL \$1,362

DISTRIBUTION NONE

SCHEDULE J, PART I, LINE 5A AND 6A

COMPENSATION

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA DEVELOPED AND IMPLEMENTED A COMPREHENSIVE WRITTEN, EXECUTIVE INCENTIVE PLAN THAT CREATES A SEPARATE FUND THAT CAN BE PAID TO SENIOR MANAGEMENT EMPLOYEES IF SPECIFIC ORGANIZATION-WIDE CRITERIA ARE MET. THE CRITERIA INCLUDE BOTH NET INCOME AND TOTAL REVENUE GOALS. IF ALL GOALS ARE MET, EACH ELIGIBLE SENIOR MANAGEMENT EMPLOYEE MUST THEN MEET THEIR SPECIFIC CRITERIA IN ORDER TO EARN A BONUS.

**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.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|-------------------------------|--|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | X | | 3,846,127. | BASED ON SALES PRICE |
| 5 Clothing and household goods | X | | 67,590,025. | BASED ON SALES PRICE |
| 6 Cars and other vehicles | X | 274. | 186,376. | BASED ON SALES PRICE |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | | | | |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ► () | | | | |
| 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

- 30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
- b If "Yes," describe the arrangement in Part II.
- 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?
- 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
- b If "Yes," describe in Part II.
- 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

| | Yes | No |
|-----|-----|----|
| 30a | | X |
| 31 | X | |
| 32a | X | |
| 33 | | |

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

Schedule M (Form 990) (2012)

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

SCHEDULE M, LINE 32

THIRD PARTY ARRANGEMENTS NONCASH CONTRIBUTIONS

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA UTILIZES THE SERVICES OF A
PROFESSIONAL FUNDRAISER TO OPERATE ITS VEHICLE DONATION PROGRAM (SCHEDULE
M, PART 1, LINE 6). SEE SCHEDULE G FOR A COMPLETE DESCRIPTION OF THE
ARRANGEMENT WHICH INCLUDES SOLICITATION, PROCESSING, AND SALE OF THE
VEHICLE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

OTHER PROGRAM SERVICES

PART III, LINE 4D

OTHER PROGRAM SERVICES INCLUDE OUR CONTRACT DEPARTMENT, WHICH INCLUDES A FAMILY OF PROGRAMS INCLUDING ENVIRONMENTAL SERVICES (SUCH AS COMPUTER RECYCLING AND SHREDDING), CUSTODIAL AND BUILDING SERVICES, AND ASSEMBLY AND FULFILLMENT SERVICES ASSISTING LOCAL BUSINESSES. IN 2012, OVER 207 INDIVIDUALS WITH DISABILITIES AND OTHER BARRIERS TO EMPLOYMENT WERE TRAINED AND EMPLOYED IN THESE PROGRAMS.

FORM 990 REVIEW PROCESS

PART VI, LINE 11B

AFTER THE 990 IS PREPARED BY INDEPENDENT TAX PROFESSIONALS AND REVIEWED BY THE ACCOUNTING STAFF, CFO, CHIEF LEGAL OFFICER AND THE PRESIDENT/CEO, IT IS PRESENTED TO THE AUDIT & COMPLIANCE COMMITTEE FOR REVIEW. ONCE REVIEWED, IT IS SENT VIA EITHER EMAIL OR REGULAR MAIL TO THE BOARD OF DIRECTORS. COMMENTS FROM THE DIRECTORS ARE REVIEWED AND ADDRESSED, AND IF NECESSARY THE RETURN IS RECIRCULATED TO THE DIRECTORS. WHEN THE DIRECTORS HAVE NO MATERIAL COMMENTS, THE RETURN IS FILED.

CONFLICT OF INTEREST POLICY

PART VI, LINE 12C

EACH DIRECTOR SIGNS A CERTIFICATE OF COMPLIANCE THAT HE/SHE HAS READ AND AGREES TO ABIDE BY THE GUIDELINES FOR DEALING WITH POTENTIAL CONFLICTS OF INTEREST WHEN HE/SHE JOINS THE BOARD OF DIRECTORS AND AGAIN IN JANUARY OF

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

EACH YEAR. THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE WILL REVIEW, RATIFY AND APPROVE EACH POTENTIAL OR EXISTING TRANSACTION WITH A BOARD MEMBER VENDOR ON AN AS-NEED BASIS ASSUMING A FAIR-MARKET, ARM'S LENGTH NATURE OF THE TRANSACTION. TRANSACTIONS UP TO \$5,000 CAN BE DEALT WITH BY THE PRESIDENT/CEO UNLESS HE/SHE WISHES TO BRING SAME TO THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE. THE POLICY IS ENFORCED THROUGH THE EDUCATION AND REGULAR MEETING OF THE BOARD OF DIRECTORS IN CONSORT WITH THE PRESIDENT, CFO AND CHIEF LEGAL OFFICER WHO HAVE OVERSIGHT TO APPROVE AND REVIEW ALL FISCAL TRANSACTIONS.

COMPENSATION REVIEW POLICY

PART VI, LINE 15A AND 15B

FOR THE PRESIDENT/CEO, CFO AND SELECTED KEY EMPLOYEES THE EXECUTIVE COMPENSATION COMMITTEE ENGAGES THE SERVICES OF AN INDEPENDENT COMPENSATION CONSULTANT. THE CONSULTANT AND THE COMMITTEE USE INFORMATION FROM SALARY SURVEYS, FORM 990 INFORMATION RETURNS FOR SIMILARLY SIZED CHARITIES IN THE AREA AND INFORMATION FROM OTHER SIMILARLY SIZED GOODWILL MEMBER AGENCIES ACROSS THE COUNTRY TO EVALUATE THE COMPENSATION PACKAGE. THE INFORMATION AND THE COMMITTEE'S RECOMMENDATION ARE BROUGHT BEFORE THE BOARD OF DIRECTORS IN A CLOSED SESSION ON AN ANNUAL BASIS FOR REVIEW AND APPROVAL. THE BOARD OF DIRECTORS HAS RESPONSIBILITY TO APPROVE THE COMPENSATION PACKAGE FOR THE PRESIDENT/CEO AND CFO AND SELECTED KEY EMPLOYEES.

Name of the organization

Employer identification number

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

PUBLIC INSPECTION

PART VI, LINE 19

THE ORGANIZATION POSTS ITS FINANCIAL STATEMENTS AND IRS FORM 990 ON ITS WEBSITE. THE ORGANIZATION SEPARATELY PROVIDES ITS IRS FORM 990 TO GUIDESTAR WHICH POSTS IT ON THEIR WEBSITE. A COPY OF THE ORGANIZATION'S IRS FORM 990 IS ALSO AVAILABLE BY REQUEST. GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICIES ARE AVAILABLE UPON REQUEST.

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

PART XI, LINE 9

FUNDRAISING REVENUES THAT WERE REPORTED ON THE TAX RETURN INCLUDED CERTAIN CONTRIBUTIONS THAT WERE EXCLUDED ON THE FINANCIAL STATEMENTS.

AMOUNT (\$149,762)

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

TO ENHANCE THE QUALITY OF THE LIVES OF PEOPLE WHO HAVE DISABILITIES AND OTHER VOCATIONAL DISADVANTAGES BY ASSISTING THEM TO BECOME PRODUCTIVE AND SELF-SUFFICIENT THROUGH THE USE OF EDUCATIONAL AND VOCATIONAL REHABILITATIVE TRAINING AND JOB PLACEMENT SERVICES.

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

| <u>NAME AND ADDRESS</u> | <u>DESCRIPTION OF SERVICES</u> | <u>COMPENSATION</u> |
|-------------------------|--------------------------------|---------------------|
| FORTE ADVERTISING, LLC | ADVERTISING SVC | 1,722,461. |

| | |
|--|--------------------------------|
| Name of the organization | Employer identification number |
| GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA | |
| ATTACHMENT 2 (CONT'D) | |

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

| <u>NAME AND ADDRESS</u> | <u>DESCRIPTION OF SERVICES</u> | <u>COMPENSATION</u> |
|---|--------------------------------|---------------------|
| 1422 DELGANY STREET, STE LL-3 DENVER, CO 80202 | | |
| ED NELSON CONSTRUCTION INC 15150 SUNDANCE CT WICHITA, KS 67230 | LAND & BLDG IMPR | 1,146,784. |
| CONSOLIDATED DISPOSAL SVC 12949 TELEGRAPH RD SANTA FE SPRINGS, CA 90670 | WASTE SVC | 676,078. |
| NATURAL POWER AND ENERGY, LLC 8700 E VIA DE VENTURA #260 SCOTTSDALE, AZ 85258 | SOLAR PANEL | 586,832. |
| DUNBAR ARMORED P O BOX 64115 BALTIMORE, MD 21264 | SECURITY SVC | 524,371. |

ATTACHMENT 3FORM 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> |
|------------------------------|------------------------------|--|--|--|
| OUTSIDE SVCS - NON-RECURRING | 413,852. | 218,633. | 186,318. | 8,901. |
| CONTRACTED SVCS - FROM GRS | 25,509,165. | 25,421,683. | 87,482. | 0 |
| CONTRACTED SVCS - RECURRING | 4,386,113. | 3,488,275. | 709,444. | 188,394. |
| CONSULTANT & ADMIN FEES | 94,021. | 93,203. | 818. | 0 |
| BANK & FINANCE FEES | 934,801. | 897,194. | 37,607. | 0 |
| OUTSIDE TEMPORARY LABOR | 73,451. | 29,494. | 43,575. | 382. |
| TOTALS | <u>31,411,403.</u> | <u>30,148,482.</u> | <u>1,065,244.</u> | <u>197,677.</u> |

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA

Employer identification number

95-1641441

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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" to 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 HOUSING OF THE INLAND COUNTIES 95-3771528 24317 EAST 4TH STREET SAN BERNADINO, CA 92410 | HUD S202 APTS | CA | 501(C)(3) | 9 | GISC | X | |
| (2) GOODWILL RETAIL SERVICES 45-1544299 342 N SAN FERNANDO ROAD LOS ANGELES, CA 90031-1782 | SUPPORT GISC | CA | 501(C)(3) | 11A | GISC | X | |
| (3) ----- | | | | | | | |
| (4) ----- | | | | | | | |
| (5) ----- | | | | | | | |
| (6) ----- | | | | | | | |
| (7) ----- | | | | | | | |

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

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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" to 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) Percen- tage ownership | (i) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|-------------------------------------|--|---------------------------------|---------------------------------------|-------------------------------------|---|----|
| | | | | | | | | Yes | No |
| (1) _____ | | | | | | | | | |
| (2) _____ | | | | | | | | | |
| (3) _____ | | | | | | | | | |
| (4) _____ | | | | | | | | | |
| (5) _____ | | | | | | | | | |
| (6) _____ | | | | | | | | | |
| (7) _____ | | | | | | | | | |

Schedule R (Form 990) 2012

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

| | Yes | No |
|--|-----------|----|
| 1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | 1a | X |
| b Gift, grant, or capital contribution to related organization(s) | 1b | X |
| c Gift, grant, or capital contribution from related organization(s) | 1c | X |
| d Loans or loan guarantees to or for related organization(s) | 1d | X |
| e Loans or loan guarantees by related organization(s) | 1e | X |
| f Dividends from related organization(s) | 1f | X |
| g Sale of assets to related organization(s) | 1g | X |
| h Purchase of assets from related organization(s) | 1h | X |
| i Exchange of assets with related organization(s) | 1i | X |
| j Lease of facilities, equipment, or other assets to related organization(s) | 1j | X |
| k Lease of facilities, equipment, or other assets from related organization(s) | 1k | X |
| l Performance of services or membership or fundraising solicitations for related organization(s) | 1l | X |
| m Performance of services or membership or fundraising solicitations by related organization(s) | 1m | X |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1n | X |
| o Sharing of paid employees with related organization(s) | 1o | X |
| p Reimbursement paid to related organization(s) for expenses | 1p | X |
| q Reimbursement paid by related organization(s) for expenses | 1q | X |
| r Other transfer of cash or property to related organization(s) | 1r | X |
| s Other transfer of cash or property from related organization(s) | 1s | 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 other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|---|
| (1) GOODWILL RETAIL SERVICES | P | 25,509,165. | COST REIMB |
| (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 section 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) ----- | | | | | | | | | | | | | |

Schedule R (Form 990) 2012

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).
