

Form **990**

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)

OMB No. 1545-0047

2005

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2005 calendar year, or tax year beginning **OCT 1, 2005** and ending **SEP 30, 2006**

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

Please use IRS label or print or type. See Specific instructions.

C Name of organization: **GOODWILL INDUSTRIES WORKS, INC.**

Number and street (or P.O. box if mail is not delivered to street address): **907 EAST BROADWAY**

City or town, state or country, and ZIP + 4: **LOUISVILLE, KY 40204**

Room/suite: _____

D Employer identification number: **75-3157787**

E Telephone number: **502-585-5221**

F Accounting method: Cash Accrual
 Other (specify) _____

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and **I** are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates: **N/A**

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number: **N/A**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

G Website: **WWW.GOODWILL.ORG**

J Organization type (check only one) 501(c) (3) (insert no.) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. **Some states require a complete return.**

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **34,171,051.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	9,680,264.	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash \$ _____ noncash \$ 9,680,264.)	1d	9,680,264.	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		
	3	Membership dues and assessments	3		
	4	Interest on savings and temporary cash investments	4		
	5	Dividends and interest from securities	5		
	6 a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c		
7	Other investment income (describe _____)	7			
8 a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
		8a			
		8b			
		8c			
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a			
b	Less: direct expenses other than fundraising expenses	9b			
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10 a	Gross sales of inventory, less returns and allowances	10a	24,489,943.		
		b	Less: cost of goods sold STATEMENT 2	10b	9,555,566.
		c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a) STMT 1	10c	14,934,377.
11	Other revenue (from Part VII, line 103)	11	844.		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	24,615,485.		
Expenses	13	Program services (from line 44, column (B))	13	17,414,149.	
	14	Management and general (from line 44, column (C))	14	7,201,336.	
	15	Fundraising (from line 44, column (D))	15		
	16	Payments to affiliates (attach schedule)	16		
	17	Total expenses (add lines 13 and 14, column (A))	17	24,615,485.	
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	0.	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	0.	
	20	Other changes in net assets or fund balances (attach explanation)	20	0.	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	0.	

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ <u>0</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>				
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25 Compensation of officers, directors, etc.	0.	0.	0.	0.
26 Other salaries and wages	8,312,675.	8,312,675.		
27 Pension plan contributions	221,502.	221,502.		
28 Other employee benefits	936,437.	936,437.		
29 Payroll taxes	901,583.	901,583.		
30 Professional fundraising fees				
31 Accounting fees	4,500.		4,500.	
32 Legal fees				
33 Supplies	597,514.	597,514.		
34 Telephone	62,816.	62,816.		
35 Postage and shipping	24,813.	24,813.		
36 Occupancy	5,570,298.	5,570,298.		
37 Equipment rental and maintenance	53,804.	53,804.		
38 Printing and publications	105,425.	105,425.		
39 Travel	296,152.	296,152.		
40 Conferences, conventions, and meetings	4,256.	4,256.		
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)				
43 Other expenses not covered above (itemize):				
a PROFESSIONAL FEES	145,380.	145,380.		
b DUES	2,781.	2,781.		
c AWARDS	2,449.	2,449.		
d MISCELLANEOUS	176,264.	176,264.		
e GWIK MANAGEMENT FEES	7,196,836.		7,196,836.	
f				
g				
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	24,615,485.	17,414,149.	7,201,336.	0.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A; (ii) the amount allocated to Program services \$ N/A;

(iii) the amount allocated to Management and general \$ N/A; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? SEE STATEMENT 4

Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

a SEE STATEMENT 3

(Grants and allocations \$) If this amount includes foreign grants, check here 17,414,149.

b

(Grants and allocations \$) If this amount includes foreign grants, check here

c

(Grants and allocations \$) If this amount includes foreign grants, check here

d

(Grants and allocations \$) If this amount includes foreign grants, check here

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here

f Total of Program Service Expenses (should equal line 44, column (B), Program services) 17,414,149.

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	633,065.	311,373.
	46 Savings and temporary cash investments		
	47 a Accounts receivable	214,655.	
	b Less: allowance for doubtful accounts	11,689.	
	47 c	169,590.	202,966.
	48 a Pledges receivable		
	b Less: allowance for doubtful accounts		
	48 c		
	49 Grants receivable		
	50 Receivables from officers, directors, trustees, and key employees		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	51 c		
	52 Inventories for sale or use	943,768.	1,066,884.
	53 Prepaid expenses and deferred charges		
54 Investments - securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV			
55 a Investments - land, buildings, and equipment: basis			
b Less: accumulated depreciation			
55 c			
56 Investments - other			
57 a Land, buildings, and equipment: basis			
b Less: accumulated depreciation			
57 c			
58 Other assets (describe)			
58			
59 Total assets (must equal line 74). Add lines 45 through 58	1,746,423.	1,581,223.	
Liabilities	60 Accounts payable and accrued expenses	805,031.	866,512.
	61 Grants payable		
	62 Deferred revenue		
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable		
	64 b		
65 Other liabilities (describe) SEE STATEMENT 5	941,392.	714,711.	
65			
66 Total liabilities. Add lines 60 through 65	1,746,423.	1,581,223.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	0.	0.
	68 Temporarily restricted		
	69 Permanently restricted		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	0.	0.
	73		
74 Total liabilities and net assets/fund balances. Add lines 66 and 73	1,746,423.	1,581,223.	
74			

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued) Yes No

75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings 18
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) 75b X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? SEE STATEMENT 8 75c X
Note. Related organizations include section 509(a)(3) supporting organizations.
If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.
d Does the organization have a written conflict of interest policy? 75d X

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contributions to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1: NONE

Part VI Other Information (See the instructions.) Yes No

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity 76 X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? 77 X
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 78a X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A 78b
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement 79 X
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? 80a X
b If "Yes," enter the name of the organization SEE STATEMENT 7 and check whether it is exempt or nonexempt
81 a Enter direct or indirect political expenditures. (See line 81 instructions.) 81a 0.
b Did the organization file Form 1120-POL for this year? 81b X

Part VI Other Information (continued)

Yes No

82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? 82a X
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b N/A
83 a Did the organization comply with the public inspection requirements for returns and exemption applications? 83a X
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions? 83b X
84 a Did the organization solicit any contributions or gifts that were not tax deductible? 84a X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 84b N/A
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? 85a N/A
b Did the organization make only in-house lobbying expenditures of \$2,000 or less? 85b N/A
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.
c Dues, assessments, and similar amounts from members 85c N/A
d Section 162(e) lobbying and political expenditures 85d N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? 85g N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? 85h N/A
86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 86a N/A
b Gross receipts, included on line 12, for public use of club facilities 86b N/A
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders 87a N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX 88 X
89 a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.
b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction 89b X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.
d Enter: Amount of tax on line 89c, above, reimbursed by the organization 0.
90 a List the states with which a copy of this return is filed KY
b Number of employees employed in the pay period that includes March 12, 2005 90b 351
91 a The books are in care of GOODWILL INDUSTRIES OF KENTUCKY, IN Telephone no. 502-585-4945
Located at 907 EAST BROADWAY LOUISVILLE, KENTUCKY ZIP + 4 40204-3000
b 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)? 91b X
If "Yes," enter the name of the foreign country N/A
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c X
If "Yes," enter the name of the foreign country N/A
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Table with 5 columns: (A) Business code, (B) Amount, (C) Exclusion code, (D) Amount, (E) Related or exempt function income. Rows include 93 Program service revenue, 94 Membership dues and assessments, 95 Interest on savings and temporary cash investments, 96 Dividends and interest from securities, 97 Net rental income or (loss) from real estate, 98 Net rental income or (loss) from personal property, 99 Other investment income, 100 Gain or (loss) from sales of assets other than inventory, 101 Net income or (loss) from special events, 102 Gross profit or (loss) from sales of inventory, 103 Other revenue: a MISCELLANEOUS REVENUE, 104 Subtotal, 105 Total.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Table with 2 columns: Line No., Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). Rows include 93A TO PROVIDE EMPLOYMENT, WORK ADJUSTMENT, JOB EXPERIENCE, AND WORK SKILL TRAINING TO PEOPLE WITH BARRIERS TO EMPLOYMENT. 102 GOODWILL COLLECTS AND RESELLS DONATED ITEMS TO FUND THE EMPLOYMENT, VOCATIONAL TRAINING AND COUNSELING PROGRAMS.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

Table with 5 columns: (A) Name, address, and EIN of corporation, partnership, or disregarded entity, (B) Percentage of ownership interest, (C) Nature of activities, (D) Total income, (E) End-of-year assets. Row 1: N/A, %, %.

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No (X) No
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No (X) No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Signature block containing: Please Sign Here, Preparer's signature, Date, Signature of officer, Date, Type or print name and title, Preparer's name (or yours if self-employed), address, and ZIP, Firm's name (or yours if self-employed), address, and ZIP, EIN, Phone no.

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

2005

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Department of the Treasury
Internal Revenue Service

Name of the organization

GOODWILL INDUSTRIES WORKS, INC.

Employer identification number

75 3157787

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$50,000	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	0	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of other contractors receiving over \$50,000 for other services	0	

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

<p>1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)</p> <p>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</p>	1	X
<p>2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)</p>		
<p>a Sale, exchange, or leasing of property?</p>	2a	X
<p>b Lending of money or other extension of credit?</p>	2b	X
<p>c Furnishing of goods, services, or facilities?</p>	2c	X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>	2d	X
<p>e Transfer of any part of its income or assets?</p>	2e	X
<p>3 a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)</p>	3a	X
<p>b Do you have a section 403(b) annuity plan for your employees?</p>	3b	X
<p>c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?</p>	3c	X
<p>4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?</p>	4a	X
<p>b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	4b	X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ▶ Type 1 Type 2 Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above
GOODWILL INDUSTRIES OF KENTUCKY, INC.	11A

14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.** N/A
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	0.	0.	0.	0.	0.
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	26a	N/A
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b	N/A
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	N/A
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____	26d	N/A
e Public support (line 26c minus line 26d total)	26e	N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	N/A %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: (2004) _____ (2003) _____ (2002) _____ (2001) _____		
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2004) _____ (2003) _____ (2002) _____ (2001) _____		
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	27c	N/A
d Add: Line 27a total _____ and line 27b total _____	27d	N/A
e Public support (line 27c total minus line 27d total)	27e	N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)	27f	N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
.....			
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
.....			
.....			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended?		
If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

N/A

(To be completed **ONLY** by an eligible organization that filed Form 9700)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is -		
The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40	} 41
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	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

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 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

FORM 990

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 1

INCOME

1. GROSS RECEIPTS	24,489,943	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		24,489,943
4. COST OF GOODS SOLD (LINE 13)	9,555,566	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		14,934,377

COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR		
7. MERCHANDISE PURCHASED		
8. COST OF LABOR		
9. MATERIALS AND SUPPLIES		
10. OTHER COSTS	9,555,566	
11. ADD LINES 6 THROUGH 10		9,555,566
12. INVENTORY AT END OF YEAR		
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12).		9,555,566

FORM 990 COST OF GOODS SOLD - OTHER COSTS STATEMENT 2

DESCRIPTION	AMOUNT
VALUE OF DONATED MERCHANDISE	9,555,566.
TOTAL INCLUDED ON FORM 990, PART I, LINE 10B	9,555,566.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 3

DESCRIPTION OF PROGRAM SERVICE ONE

WORK SERVICES: WORK SERVICES PROVIDES THE OPPORTUNITY FOR PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGES TO IMPROVE THEIR LIVES THROUGH EMPLOYMENT AT ONE OF MORE THAN 48 GOODWILL LOCATIONS THOUGHOUT KENTUKCY.

451 PEOPLE WERE SERVED THROUGH THIS PROGRAM, THUS ENABLING THEM TO EXPERIENCE THE PRIDE OF EARNING A PAYCHECK.

	GRANTS	EXPENSES
TO FORM 990, .PART III, LINE A		17,414,149.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 4
PART III

EXPLANATION

GOODWILL INDUSTRIES OF KENTUCKY'S EXEMPT PURPOSE IS TO HELP PEOPLE WITH DISABILITIES OR OTHER DISADVANTAGES ACHIEVE AND MAINTAIN EMPLOYMENT TO GAIN A BETTER QUALITY OF LIFE. GOODWILL OFFERS PROGRAMS AND SERVICES THAT FOCUS ON JOBS AND JOB TRAINING. LAST YEAR, GOODWILL INDUSTRIES WORKS, INC. PAID MORE THAN \$5,698,570 IN MISSION RELATED WAGES.

FORM 990	OTHER LIABILITIES	STATEMENT	5
DESCRIPTION		AMOUNT	
DUE TO RELATED TAX EXEMPT ORGANIZATION		714,711.	
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B		714,711.	

FORM 990	PART V-A - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN-ROBERT CURTIN 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	CHAIRPERSON 2.00	0.	0.	0.
K. NORMAN BERRY 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	1ST VICE CHAIRPERSON 2.00	0.	0.	0.
FAITH P. MERCCKE 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	2ND VICE CHAIRPERSON 2.00	0.	0.	0.
CHARLES F. LAMBERT III 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	SECRETARY 2.00	0.	0.	0.
RONALD ECKEN 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	TREASURER 2.00	0.	0.	0.
STUART N. PEARLMAN, ESQ. 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
ROLAND R. BLAHNIK 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	PRESIDENT/CEO 40.00	0.	0.	0.
NOLEN C. ALLEN 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.

GOODWILL INDUSTRIES WORKS, INC.

75-3157787

TAD DOUGLAS 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
J. PRICE FOSTER 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
JOHN A. HILLERICH III 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
ELLIE KERSTETTER 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
NANCY LAPRADE 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
RICHARD F. MAYES 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
JEFFREY V. MCGOWAN, CPCU 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
MARK D. RORER 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
ALLEN D. ROSE 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
JAMES CLAY SMITH 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.
VINCENT WALKER 907 EAST BROADWAY LOUISVILLE, KENTUCKY 40204	BOARD MEMBER 2.00	0.	0.	0.

TOTALS INCLUDED ON FORM 990, PART V-A

0.	0.	0.
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BYLAWS
OF
GOODWILL INDUSTRIES WORKS, INC.
A Kentucky nonprofit, nonstock corporation

ARTICLE 1

PURPOSE

The purposes for which Goodwill Industries Works, Inc., a Kentucky nonstock, nonprofit corporation (the "Corporation") is formed are set forth in Article II of the Articles of Incorporation.

ARTICLE 2

OFFICES

The Corporation's principal office shall be in the State of Kentucky. Subordinate offices, program facilities and other enterprises may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business. The Corporation may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors may, from time to time, determine or the business of the Corporation may require.

ARTICLE 3

REGISTERED OFFICE AND AGENT
FOR SERVICE OF PROCESS.

3.1 The registered office in Kentucky and the registered agent at such office upon whom any process, notice or demand required or permitted by law to be served upon the Corporation shall be as stated in Article V of the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors and amendment to the Articles of Incorporation.

3.2 The registered office may be, but need not be, the same as the Corporation's principal office in the Commonwealth of Kentucky.

ARTICLE 4

POLICIES

4.1 The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

4.2 The Corporation shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes Chapter 273 as now stated and as hereafter amended.

4.3 The Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the objectives of the Corporation, but no person shall bind the Corporation without authorization of the Board of Directors of the Corporation.

ARTICLE 5

SEAL

The corporate seal, if any, shall be in such form as adopted by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided however, that the use of the seal is not required to validate any writing or document to which the Corporation is a signatory or party.

ARTICLE 6

DIRECTORS

6.1 Number. Term of Office. The business and affairs of the Corporation shall be managed and administered by a Board of Directors. The number of the Board of Directors shall be not less than six (6), nor more than thirty (30), and shall be appointed by the Board of Directors of Goodwill Industries of Kentucky, Inc., the Corporation's sole member. The term of any Board member shall be three years. A Director may be allowed to serve three terms. Each Director so appointed shall hold office until the election and qualification of his or her successor. Any Director who has served eight consecutive years on the Board of Directors shall not be eligible for reelection until he or she has spent at least one year off the Board of Directors. The Board may make a special exemption to this rule. No more than two members of the Board may participate through this exemption at any time.

6.2 Vacancies. Goodwill Industries of Kentucky, Inc. in accordance with Section 6.1 of these Bylaws may fill vacancy on the Board of Directors, however caused, for the balance of the term. If the vacancy results in less than the required number of directors, this appointment must be made within 90 days.

6.3 Removal of Directors. Any director may be removed, with or without cause, by a majority vote of the sole member, Goodwill Industries of Kentucky's board of directors.

6.4 Quorum. One third plus one of the regularly appointed Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise required by law, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE 7

MEETINGS OF BOARD OF DIRECTORS

7.1 Meetings. The directors may hold regular or special meetings, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors. Regular meetings may be held, upon forty-eight (48) hours notice, at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings may be called by the Chairperson, President, or any five Directors upon forty-eight (48) hours notice to each director, personally or by mail, facsimile transmission or telegram. Notice of any special meeting need not be given to any director, if waived by him or her, before, at, or after such special meeting, in writing, by telegram or facsimile transmission. Any meeting of the Board of Directors shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all the members of the Board of Directors are present.

7.2 Action Without Meeting. Whenever any action by the directors at a meeting is required or permitted to be taken by law or the Articles of Incorporation or the Bylaws, such action may be taken without a meeting if consent in writing, which sets forth the action so taken, is signed by all the directors. Such action shall have the same effect as a unanimous vote.

ARTICLE 8

OFFICERS

8.1 Number, Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a Chairperson, one or more Vice-Chairpersons (the number thereof to be determined by the Board of Directors and identified as First Vice Chairperson, Second Vice Chairperson, etc. when elected), and a Secretary of the Board of Directors and a Treasurer. The Board will elect a President, who shall be employed by the Board of Directors to serve as Chief Executive Officer at the will of the Board of Directors unless the Board of Directors grants the President a specific term. The Board may elect such other officers, as it may deem beneficial to the Corporation from time to time.

Officers shall hold office until a successor is elected and qualified or until death, resignation or removal.

8.2 Election, Qualification. The Board of Directors shall elect a Chairperson, one or more Vice Chairpersons, a Secretary of the Board of Directors, and a Treasurer, each of whom must be at least eighteen years of age.

8.3 Subordinate Officers. The Board of Directors may appoint other officers or agents, each of who shall hold office for such period, have such authority and perform such duties as the Board of Directors may determine. The Board of Directors may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.

8.4 The President. The President shall be the Chief Executive Officer of the Corporation and shall be an ex-officio member of all committees. The President shall have active direction and management of the business and affairs of the Corporation, shall report to the Board of Directors and the Executive Committee concerning all business and affairs of the Corporation and shall perform such duties as may be assigned to him from time to time by the Board of Directors. With approval of the Board of Directors, the President shall have charge and custody of and be responsible for the safekeeping of all funds and securities of the Corporation, shall maintain a true and complete copy of all books and records of the Corporation and minutes of the proceedings.

8.5 The Secretary. The Secretary of the Board of Directors shall: (a) record distribute and provide for the custody of the minutes of the proceedings of meetings of the Governors, the Board of Directors and the Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) authenticate records of the Corporation, and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

8.6 The Treasurer. The Treasurer shall maintain familiarity with all receipts and expenditures of monies to and from the Corporation and report regularly to the Board of Directors and the Executive Committee with respect thereto, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

8.7 Vice-Presidents, and other Officers. The President may designate employees to be Vice Presidents of the Corporation. Such Vice Presidents shall perform such duties as may be assigned to them by the President. The Board of Directors may, on the recommendation of the President, designate other Officers of the Corporation. Such Officers shall perform such duties as shall be assigned to them by the President and the Board of Directors.

8.8 Removal of Officers. Any officer or agent of the Corporation may be removed by the vote of a majority of the Board of Directors present at a duly constituted meeting whenever in the Board's judgment the best interest of the Corporation will be served by such removal.

ARTICLE 9

COMMITTEES

9.1 Executive Committee. An Executive Committee, consisting of the Chairperson, the Vice Chairperson(s), the Secretary of the Board of Directors, the Treasurer and the President plus not more than three other members of the Board of Directors appointed by the Chairperson, shall meet as necessary to exercise all authority of the Board of Directors between its regular and special meetings, provided however, the Executive Committee shall have no authority to amend,

alter or repeal the Bylaws, nor to remove, elect or appoint any Officer of the Corporation or any member of any standing committee, nor to amend or restate the Articles of Incorporation, nor to adopt a plan of merger or consolidation with another corporation, nor to authorize or revoke proceedings for the voluntary dissolution of the Corporation, nor adopt a plan of distribution of the assets of the Corporation, nor to amend, alter or repeal any resolution of the Board of Directors.

9.2 Other Committees. The Chairperson may at any time appoint ad hoc committees to consist of as many members of the Board of Directors or officers as seems advisable. The members of the Committee shall hold office until the appointment of their successors.

9.3 Chairperson. The Board of Directors shall appoint one member of each committee Chairperson of the committee.

9.4 Committee Quorum. A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

9.5 Committee Vacancies. The Board of Directors shall have the power to fill vacancies in the committees.

ARTICLE 10

RESIGNATIONS

Any director, officer or committee member may resign his or her office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Corporation.

ARTICLE 11

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and minutes of the meetings of the members and Board of Directors.

ARTICLE 12

FISCAL YEAR

The fiscal year shall begin the first day of October of each year.

ARTICLE 13

LOANS TO DIRECTORS AND OFFICERS

In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the Corporation shall not lend money to or use its credit to assist its directors or officers.

ARTICLE 14

PROTECTION FROM LIABILITY

The Corporation may maintain in full force and effect standard policies of directors and officers liability insurance and comprehensive business insurance covering all directors and officers of the Corporation, insuring them against liability for any action taken or not taken by them in their capacity as directors and officers to the extent set forth in the policies.

ARTICLE 15

AMENDMENT

These Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky by Goodwill Industries of Kentucky, Inc., the sole member of the Corporation.

HISTORICAL TABLE

These By-laws were initially adopted on the 22nd day of June 2004 and amended the 1st day of February 2006.

AMENDMENTS

<u>Date</u>	<u>Article & Section Number</u>
February 1, 2006	Article 8, Section 8.1 Deleted General Counsel, Section 8.2 Deleted General Counsel, Section 8.7 Deleted entire General Counsel Section, Renumbered following sections.

THESE BYLAWS APPROVED AND ADOPTED ON THIS THE FIRST DAY OF FEBRUARY, 2006, BY THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION

Secretary