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ENVELOPE

Form 990C 1-8 2008 Return of Organization Exempt From Income Tax

OMB No 1545-0047

2008

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

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 2008 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization GOODWILL INDUSTRIES OF CENTRAL ARIZONA, INC.		D Employer identification number 86-0104415
		Doing Business As		E Telephone number 602-535-4000
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2626 W. BERYL AVENUE		G Gross receipts \$ 60,534,885.
		City or town, state or country, and ZIP + 4 PHOENIX, AZ 85021		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
F Name and address of principal officer: JAMES TETER SAME AS C ABOVE				
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: WWW.GOODWILLAZ.ORG				
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other				
L Year of formation: 1947 M State of legal domicile: AZ				

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: OUR MISSION IS TO SERVE PEOPLE WITH DISABILITIES OR PEOPLE WHO WOULD OTHERWISE FACE OBSTACLES TO		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	24
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	24
Revenue	5	Total number of employees (Part V, line 2a)	5	4059
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Expenses	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	355,789.	73,256.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	56,113,209.	60,064,458.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	46,248.	17,990.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,151.	204,871.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	56,526,397.	60,360,575.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		544,023.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	30,899,693.	33,333,772.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		
	16b	Total fundraising expenses (Part IX, column (D), line 25)		
Net Assets or Fund Balances	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	25,452,052.	27,999,882.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	56,351,745.	61,877,677.
	19	Revenue less expenses. Subtract line 18 from line 12	174,652.	-1,517,102.
	20	Total assets (Part X, line 16)	Beginning of Year	End of Year
21	Total liabilities (Part X, line 26)	35,394,851.	34,783,779.	
22	Net assets or fund balances Subtract line 21 from line 20	27,575,563.	29,753,302.	
		7,819,288.	5,030,477.	

Part II Signature Block

Sign Here	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.		
	Signature of officer James C. Teter	Date 11/13/09	
Paid Preparer's Use Only	Preparer's signature JAMES TETER, PRESIDENT & CEO		
	Firm's name (or yours if self-employed), address, and ZIP + 4 GOODWILL INDUSTRIES OF CENTRAL ARIZONA, INC.	Date 11/13/09	Check if self-employed <input type="checkbox"/>
		Preparer's identifying number (see instructions) 11111111	EIN 86-0104415
			Phone no. 602-535-4000

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

☐ Yes ☒ No

832001 12-18-08

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2008)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

SCANNED JAN 07 2010

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Part III Statement of Program Service Accomplishments (see instructions)

1. Briefly describe the organization's mission: **SEE SCHEDULE O FOR CONTINUATION**
WE PUT PEOPLE TO WORK! GOODWILL INDUSTRIES IS NORTH AMERICA'S LEADING
NONPROFIT PROVIDER OF EMPLOYMENT TRAINING, JOB PLACEMENT SERVICES AND
OTHER CRITICAL COMMUNITY-BASED SERVICES FOR PEOPLE WHO HAVE A
DISABILITY, PEOPLE WHO LACK EDUCATION OR JOB EXPERIENCE, HOUSEHOLDS
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 exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 458,583.7, including grants of \$) (Revenue \$ 543,825.71.)
DONATED GOODS AND RETAIL PROGRAM SERVICES: GOODWILL INDUSTRIES UTILIZES
ITS RETAIL STORES TO PROVIDE ON-THE-JOB TRAINING TO PEOPLE WITH
DISABILITIES, PEOPLE WITH DISADVANTAGES AND OTHERS HAVING A HARD TIME
FINDING EMPLOYMENT. GOODWILL ACCEPTS CLOTHING AND OTHER HOUSEHOLD
DONATED GOODS FROM THE PUBLIC AND SELLS THESE DONATIONS IN GOODWILL
COMMUNITY-BASED RETAIL STORES. REVENUE FROM THE SALE OF THESE GOODS
GOES DIRECTLY TOWARD SUPPORTING AND GROWING CRITICAL COMMUNITY-BASED
PROGRAMS AND JOB PLACEMENT SERVICES.

4b (Code:) (Expenses \$ 6,715,834., including grants of \$ 544,023.) (Revenue \$ 4,857,137.)
WORKFORCE DEVELOPMENT PROGRAM SERVICES: GOODWILL PROVIDES EDUCATION AND
CAREER SERVICES, AS WELL AS JOB PLACEMENT OPPORTUNITIES AND
POST-EMPLOYMENT SUPPORT TO INDIVIDUALS WITH DISABILITIES AND OTHER
CHALLENGES TO EMPLOYMENT SO THAT THEY CAN FIND AND KEEP GOOD JOBS.
INDIVIDUALS CAN ACHIEVE GREATER LEVELS OF SELF-SUFFICIENCY AND ECONOMIC
SUCCESS THROUGH GOODWILL'S FAMILY STRENGTHENING AND WORKFORCE
DEVELOPMENT SERVICES - SUCH AS EMPLOYMENT TRAINING AND EDUCATION, WORK
EXPERIENCE, EMPLOYMENT RETENTION SERVICES, TRANSITIONAL HOUSING,
FINANCIAL LITERACY TRAINING, AND YOUTH-BASED PROGRAMS. GOODWILL
PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE INDEPENDENCE
AND DIGNITY FOR PEOPLE WHO NEED IT.

4c (Code:) (Expenses \$ 1,268,390., including grants of \$) (Revenue \$ 824,750.)
CONTRACTS/INDUSTRIAL SERVICES PROGRAM SERVICES: GOODWILL INDUSTRIES
CREATES EMPLOYMENT AND JOB-TRAINING OPPORTUNITIES FOR PEOPLE WHO HAVE
SIGNIFICANT DISABILITIES OR OTHER CHALLENGES TO EMPLOYMENT BY PROVIDING
CONTRACT WORK FOR BUSINESSES; FEDERAL, STATE, AND LOCAL GOVERNMENT; AND
OTHER COMMUNITY PARTNERS. THESE CONTRACTS OFFER OPPORTUNITIES IN A
VARIETY OF WORK EXPERIENCE AND TRAINING ENVIRONMENTS, INCLUDING
CUSTODIAL SERVICES, GROUNDSKEEPING, AND LANDSCAPING.

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ► \$ 53,842,761. (Must equal Part IX, Line 25, column (B).)

GOODWILL INDUSTRIES OF

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CENTRAL ARIZONA, INC.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	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? <i>If "Yes," complete Schedule F, Part II</i>		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? <i>If "Yes," complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3) 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>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		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>	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee.		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.	100	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	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.	4059	
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 this return (see instructions).	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	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: <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
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 question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Did the organization solicit any contributions that were not tax deductible?	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 provide goods or services in exchange for any quid pro quo contribution of more than \$75?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
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, during the year, 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	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Section 501(c)(3) and other 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 N/A		
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 N/A		
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 N/A	12b	

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

	Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.		
1a Enter the number of voting members of the governing body	24	
1b Enter the number of voting members that are independent	24	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
a The organization's CEO, Executive Director, or top management official?	X	
b Other officers or key employees of the organization?	X	
Describe the process in Schedule O. (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

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

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. **JAMES BURNS, CFO - 602-535-4000**
2626 W. BERYL AVENUE, PHOENIX, AZ 85021

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• 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 the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
TIMOTHY LASOTA BOARD MEMBER	1.00	X						0.	0.	0.
ART MACIAS BOARD MEMBER	1.00	X						0.	0.	0.
STEVE TWIST BOARD MEMBER	1.00	X						0.	0.	0.
MARGARET ROBERTSON BOARD MEMBER	1.00	X						0.	0.	0.
DON BEAVER BOARD MEMBER	1.00	X						0.	0.	0.
RON COHEN BOARD MEMBER	1.00	X						0.	0.	0.
REBECCA BROOKSON BOARD MEMBER	1.00	X						0.	0.	0.
KEVIN EASLER BOARD MEMBER	1.00	X						0.	0.	0.
ROB FEILER BOARD MEMBER	1.00	X						0.	0.	0.
LAYA GAVIN BOARD MEMBER	1.00	X						0.	0.	0.
MOLLY GREENE BOARD MEMBER	1.00	X						0.	0.	0.
PATRICK HOWLEY BOARD MEMBER	1.00	X						0.	0.	0.
PAT LEVIN BOARD MEMBER	1.00	X						0.	0.	0.
DENNY MITCHEM BOARD MEMBER	1.00	X						0.	0.	0.
ROB FEUERSTEIN BOARD MEMBER	1.00	X						0.	0.	0.
BARBARA GOMEZ BOARD MEMBER	1.00	X						0.	0.	0.
JIM HOLLAND BOARD MEMBER	1.00	X						0.	0.	0.

GOODWILL INDUSTRIES OF

Form 990 (2008)

CENTRAL ARIZONA, INC.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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			
MARTA WILLIAMS BOARD MEMBER	1.00	X						0.	0.	0.
JIM MCGOVERN BOARD MEMBER	1.00	X						0.	0.	0.
DAVID MAYER BOARD MEMBER	1.00	X						0.	0.	0.
JACK MILLIGAN VICE CHAIR-BOARD OF DIRE	1.00	X						0.	0.	0.
SARA GORDON CHAIR-BOARD OF DIRECTORS	1.00	X						0.	0.	0.
LLOYD LEVIDOW TREASURER-BOARD OF DIREC	1.00	X						0.	0.	0.
ROB DALAGER SECRETARY-BOARD OF DIREC	1.00	X						0.	0.	0.
JAMES TETER PRESIDENT AND CEO	50.00	X		X				135,163.	0.	9,501.
JAMES BURNS CFO	50.00			X				204,914.	0.	32,478.
TIMOTHY O'NEAL PRESIDENT	50.00				X			200,065.	0.	18,093.
1b Total								1,929,083.	0.	137,204.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization

12

- 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 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

(A) Name and business address	(B) Description of services	(C) Compensation
PARK & CO, 4144 N. 44TH ST, SUITE A2, PHOENIX, AZ 85018	ADVERTISING/MEDIA	1,786,664.
THE FLOOR CREW 707 E. PALOMINO DRIVE, GILBERT, AZ 85296	FLOOR MAINTENANCE	374,013.
LGE CORPORATION 740 N. 52ND ST, #200, PHOENIX, AZ 85008	CONSTRUCTION CONTRACTOR	235,919.
TUMBLEWEED CENTER FOR YOUTH 1419 N. 3RD ST, #102, PHOENIX, AZ 85004	SUBGRANTEE - CASE MGMT	223,573.
FRIENDLY HOUSE PO BOX 3695, PHOENIX, AZ 85030	SUBGRANTEE - CASE MGMT	120,604.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization

5

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Form 990 (2008)

**GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Form 990 (2008)

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Part VIII Statement of Revenue

				(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	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above						
	g Noncash contributions included in lines 1a-1f \$	1f	73,256.				
	h Total. Add lines 1a-1f			73,256.			
Program Service Revenue	2 a <u>THRIFT OPERATIONS</u>	Business Code	453310	54,382,571.			54,382,571.
	b <u>WORKFORCE DEVELOPMENT</u>		624100	4857137.	4857137.		
	c <u>COMMERCIAL SVC CONTRAC</u>		900099	824,750.	824,750.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			60,064,458.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			17,990.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross Rents		(i) Real	(ii) Personal				
b Less: rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses							
c Gain or (loss)							
d Net gain or (loss)							
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		a	322130.				
b Less: direct expenses		b	174310.				
c Net income or (loss) from fundraising events				147,820.			147,820.
9 a Gross income from gaming activities See Part IV, line 19		a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a 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							
Miscellaneous Revenue			Business Code				
11 a <u>OTHER REVENUE</u>		900099	57,051.	57,051.			
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			57,051.				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			60,360,575.	5738938.	0.	54,548,381.	

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) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	544,023.	544,023.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	600,213.		600,213.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	27,786,320.	24,293,840.	3,492,480.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	105,086.	51,438.	53,648.	
9 Other employee benefits	1,877,595.	1,588,279.	289,316.	
10 Payroll taxes	2,964,558.	2,587,294.	377,264.	
11 Fees for services (non-employees).				
a Management				
b Legal	17,599.		17,599.	
c Accounting	70,950.		70,950.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	736,713.	322,115.	414,598.	
12 Advertising and promotion	2,205,075.	2,070,267.	134,808.	
13 Office expenses	3,542,040.	3,003,848.	538,192.	
14 Information technology	253,623.		253,623.	
15 Royalties				
16 Occupancy	12,730,380.	12,325,084.	405,296.	
17 Travel	1,623,075.	1,348,030.	275,045.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	1,829,498.	1,217,069.	612,429.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,683,506.	1,842,898.	840,608.	
23 Insurance	785,624.	653,467.	132,157.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>NEW GOODS/SNACKS PURCHA</u>	557,869.	557,869.		
b <u>MISCELLANEOUS</u>	374,747.	187,047.	187,700.	
c <u>CLIENT ASSISTANCE</u>	301,849.	222,246.	79,603.	
d <u>GOODWILL INDUSTRIES INT</u>	149,372.	149,372.		
e <u>TRASH AND DUMPAGE FEES</u>	137,962.	133,195.	4,767.	
f All other expenses		745,380.	-745,380.	
25 Total functional expenses. Add lines 1 through 24f	61,877,677.	53,842,761.	8,034,916.	0.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

GOODWILL INDUSTRIES OF

Form 990 (2008)

CENTRAL ARIZONA, INC.

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	774,237.	1	1,441,389.
	2 Savings and temporary cash investments		2	331,943.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	997,922.	4	898,964.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L.		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L.		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	3,083,630.	8	3,388,470.
	9 Prepaid expenses and deferred charges	296,457.	9	211,119.
	10a Land, buildings, and equipment: cost basis	10a 37,158,569.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 12,027,788.		
		25,530,496.	10c	25,130,781.
	11 Investments - publicly traded securities	3,857,116.	11	2,500,758.
	12 Investments - other securities. See Part IV, line 11.		12	
	13 Investments - program-related. See Part IV, line 11.		13	
	14 Intangible assets	409,690.	14	376,066.
15 Other assets. See Part IV, line 11.	445,303.	15	504,289.	
16 Total assets. Add lines 1 through 15 (must equal line 34).	35,394,851.	16	34,783,779.	
Liabilities	17 Accounts payable and accrued expenses	4,959,207.	17	4,742,847.
	18 Grants payable		18	
	19 Deferred revenue		19	138,343.
	20 Tax-exempt bond liabilities		20	19,649,157.
	21 Escrow account liability. Complete Part IV of Schedule D.		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.	675,000.	22	675,000.
	23 Secured mortgages and notes payable to unrelated third parties	20,590,155.	23	1,966,287.
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D.	1,351,201.	25	2,581,668.
	26 Total liabilities. Add lines 17 through 25.	27,575,563.	26	29,753,302.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	7,460,690.	27	4,738,253.
	28 Temporarily restricted net assets	0.	28	40,000.
	29 Permanently restricted net assets	358,598.	29	252,224.
	Organizations that do not follow SFAS 117, 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	7,819,288.	33	5,030,477.
	34 Total liabilities and net assets/fund balances	35,394,851.	34	34,783,779.

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to lines 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?
- 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?

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

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

OMB No. 1545-0047

2008

Open to Public Inspection

Employer identification number
86-0104415

The organization is not a private foundation because it is: (Please check only **one** organization)

- 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).** (Attach Schedule H)

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 the Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).** (see instructions)

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 - Other

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?

h ☐ Provide the following information about the organizations the organization supports

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2008

GOODWILL INDUSTRIES OF

Schedule A (Form 990 or 990-EZ) 2008 **CENTRAL ARIZONA, INC.**

86-0104415 Page 2

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	326,791.	492,487.	320,659.	355,789.	73,256.	1,568,982.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	326,791.	492,487.	320,659.	355,789.	73,256.	1,568,982.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						1,568,982.

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	326,791.	492,487.	320,659.	355,789.	73,256.	1,568,982.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	11,833.	31,597.	28,656.	46,248.	17,990.	136,324.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	144,164.	122,103.	151,899.	11,151.	204,871.	634,188.
11 Total support. Add lines 7 through 10						2,339,494.
12 Gross receipts from related activities, etc. (see instructions)					12 228,529,654.	

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 ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	67.07 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	69.01 %
16a 33 1/3% support test - 2008. 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 - 2007. 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 - 2008. 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 - 2007. 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"/>		

Schedule A (Form 990 or 990-EZ) 2008

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.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 - 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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) **15** %

16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g **16** %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) **17** %

18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h **18** %

19a 33 1/3% support tests - 2008. 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 - 2007. 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 explanation required by Part II, line 10, Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. (see instructions)

PART II - LINE 10 "OTHER INCOME" - INCLUDES OTHER MISCELLANEOUS REVENUE
SOURCES SUCH AS NET REVENUE FROM SPECIAL EVENTS AND VENDING MACHINES.

Schedule D.
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization **GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Employer identification number
86-0104415

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a-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 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	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, 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 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

3 Using the organization's 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 XIV

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 Trust, Escrow and Custodial Arrangements. Complete if 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 XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if 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	358,598.				
b Contributions					
c Investment earnings or losses	-106,374.				
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	252,224.				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ .00 %
 b Permanent endowment ▶ 100.00 %
 c Term endowment ▶ .00 %

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		5,951,968.		5,951,968.
b Buildings		11,638,991.	1,370,847.	10,268,144.
c Leasehold improvements		9,227,246.	4,229,675.	4,997,571.
d Equipment		9,639,446.	6,102,377.	3,537,069.
e Other		700,918.	324,889.	376,029.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				25,130,781.

Schedule D (Form 990) 2008

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**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
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Col (b) should 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
Total. (Col (b) should 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
Total. (Column (b) should equal Form 990, Part X, col (B) line 15.) ▶	

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

(a) Description of liability	(b) Amount
Federal income taxes	
INTEREST RATE SWAP LIABILITY	1,444,595.
DEFERRED RENT PAYABLE	1,137,073.
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ▶	
	2,581,668.

In Part XIV, 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

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	60,360,575.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	61,877,677.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-1,517,102.
4	Net unrealized gains (losses) on investments	4	-110,071.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-1,161,638.
9	Total adjustments (net) Add lines 4-8	9	-1,271,709.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	-2,788,811.

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

1	Total revenue, gains, and other support per audited financial statements	1	64,440,415.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	4,079,840.
e	Add lines 2a through 2d	2e	4,079,840.
3	Subtract line 2e from line 1	3	60,360,575.
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 XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	60,360,575.

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

1	Total expenses and losses per audited financial statements	1	67,229,226.
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	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	5,351,549.
e	Add lines 2a through 2d	2e	5,351,549.
3	Subtract line 2e from line 1	3	61,877,677.
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 XIV)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	61,877,677.

Part XIV 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, Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

PART V, LINE 4: GOODWILL'S ENDOWMENT CONSISTS OF TWO INDIVIDUAL FUNDS

ESTABLISHED FOR TWO PURPOSES: (1) SCHOLARSHIP FUNDS AND (2) EXPENDED IN UNRESTRICTED NET ASSETS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

LOSS ON ABANDONMENT OF ASSETS: -294836.

CHANGE IN VALUE OF INTEREST RATE SWAPS: -1026589.

CHANGE IN NET ASSETS OF RELATED ENTITIES: 159787.

Part XIV Supplemental Information (continued)

PART XII, LINE 2D - OTHER ADJUSTMENTS:

UNREALIZED LOSS ON INVESTMENT: -110071.

RELATED ENTITIES REVENUE IN CONSOLIDATED FINANCIAL STATEMENT: 4189911.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON ABANDONMENT OF ASSETS: 294836.

CHANGE IN VALUE OF INTEREST RATE SWAPS: 1026589.

RELATED ENTITIES EXPENSES IN CONSOLIDATED FINANCIAL STATEMENT: 4030124.

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, line 15, or line 16.

OMB No. 1545-0047

2008

Open to Public Inspection

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.

86-0104415

1 For grantmakers. 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 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
SUB-SAHARAN AFRICA	0	0	PROGRAM SERVICES	THRIFT SALVAGE	0.
Totals					

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

Schedule F (Form 990) 2008

Use Schedule F-1 (Form 990) if additional space is needed.

[illegible]

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2008

Open To Public Inspection

Name of the organization **GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Employer identification number
86-0104415

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

- a ☐ Mail solicitations
- b ☐ Email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2 a 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. Form 990-EZ filers are not required to complete this table.

(i) Name 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			
Total						

Total

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

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

Schedule G (Form 990 or 990-EZ) 2008

GOODWILL INDUSTRIES OF

Schedule G (Form 990 or 990-EZ) 2008

CENTRAL ARIZONA, INC.

86-0104415 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		FUNDRAISER (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	322,130.			322,130.
	2 Less. Charitable contributions				
	3 Gross revenue (line 1 minus line 2)	322,130.			322,130.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs	74,419.			74,419.
	7 Other direct expenses	99,891.			99,891.
	8 Direct expense summary. Add lines 4 through 7 in column (d)				(174,310.)
	9 Net income summary. Combine lines 3 and 8 in column (d)				147,820.

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 Non-cash 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 lines 1 and 7 in column (d)				

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?

b If "No," Explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," Explain

11 Does the organization operate gaming activities with nonmembers?

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
9a		
10a		
11		
12		

Schedule G (Form 990 or 990-EZ) 2008

**GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Schedule G (Form 990 or 990-EZ) 2008

86-0104415 Page **3**

13 Indicate the percentage of gaming activity operated in

a The organization's facility

13a %

b An outside facility

13b %

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a

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:

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?

17a

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Schedule G (Form 990 or 990-EZ) 2008

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

OMB No. 1545-0047

2008

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

► Attach to Form 990.

Open to Public
Inspection

Name of the organization **GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Employer identification number
86-0104415

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" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) 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
TUMBLEWEED CENTER FOR YOUTH 1419 N. 3RD ST, #102 PHOENIX, AZ 85004	501(C)(3)		204,120.	0.			HOMELESS YOUTH
SOUTHWEST INSTITUTE 5111 N. SCOTTSDALE RD, #151 SCOTTSDALE, AZ 85250	501(C)(3)		71,726.	0.			YOUTH WITH DISABILITIES
CHILD & FAMILY RESOURCES 2800 E. BROADWAY BLVD TUCSON, AZ 85716	501(C)(3)		43,170.	0.			PREGNANT AND PARENTING TEENS
ARIZONA CALL A TEEN 649 N. SIXTH AVENUE PHOENIX, AZ 85003	501(C)(3)		117,222.	0.			YOUTH OFFENDER
FRIENDLY HOUSE PO BOX 3695 PHOENIX, AZ 85030	501(C)(3)		107,785.	0.			YOUTH OFFENDER

2 Enter total number of section 501(c)(3) and government organizations

5.

3 Enter total number of other organizations

►

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

Schedule I (Form 990) 2008

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.

86-0104415

Schedule I (Form 990) 2008

Page 2

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.
Use Schedule I-1 (Form 990) 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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.**

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization **GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Employer identification number
86-0104415

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 type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

b If line 1a is 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 organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- 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 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

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Schedule J (Form 990) 2008

**GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
<u>JAMES BURNS</u>	(i) 162,356.	33,000.	9,558.	20,177.	12,301.	237,392.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<u>TIMOTHY O'NEAL</u>	(i) 171,031.	21,750.	7,284.	5,672.	12,421.	218,158.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<u>NOBUMICHI HARA</u>	(i) 131,471.	24,000.	1,785.	0.	9,854.	167,110.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<u>NEAL GOODRICH</u>	(i) 126,125.	22,000.	596.	9,164.	6,435.	164,320.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<u>JACKIE HALLEEN</u>	(i) 115,092.	21,000.	5,494.	5,543.	9,542.	156,671.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<u>DIANNE HANSON</u>	(i) 333,182.	0.	636.	60.	5,793.	339,671.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
<u>DARYL MASON</u>	(i) 353,125.	0.	676.	69.	5,594.	359,464.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No. 1545-0047

2008

Open to Public Inspection

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.

86-0104415

[illegible]

SCHEDULE K
(Form 990)
Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

► Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.
Provide descriptions, explanations, and any additional information on Schedule O (Form 990)

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

**GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Employer identification number
86-0104415

Part I Bond Issues (Required for 2008) SEE SCHEDULE O FOR COLUMN (F) CONTINUATIONS

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
							Yes	No	Yes	No
A	INDUST.DEVELOP.AUTH.CITY OF SOMERTON, AZ	81-0620931	NONE	07/01/03	4700000.	RENOVATIONS OF MAIN CAMPUS/EQUIPMENT		X		X
B	INDUST.DEVELOP.AUTH.CITY OF SOMERTON, AZ	81-0620931	NONE	12/01/05	9025000.	CONSTRUCT 3 NON-PROFIT THRIFT R		X		X
C	INDUST.DEVELOP.AUTH.OF TOWN OF FLORENCE, AZ	34-1975556	NONE	12/01/07	5016000.	PURCHASE OF BUILDING FOR AGENCY		X		X
D										
E										

Part II Proceeds (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1	Total proceeds of issue									
2	Gross proceeds in reserve funds									
3	Proceeds in refunding or defeasance escrows									
4	Other unspent proceeds									
5	Issuance costs from proceeds									
6	Working capital expenditures from proceeds									
7	Capital expenditures from proceeds									
8	Year of substantial completion									
9	Were the bonds issued as part of a current refunding issue?									
10	Were the bonds issued as part of an advance refunding issue?									
11	Has the final allocation of proceeds been made?									
12	Does the organization maintain adequate books and records to support the final allocation of proceeds?									

Part III Private Business Use (Optional for 2008)

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38a or 40b.

OMB No 1545-0047

2008
Open To Public
Inspection

Name of the organization **GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.**

Employer identification number
86-0104415

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$ _____

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
DONALD H ELLIS -	X		300,000.	300,000.		X	X		X	
DANIEL G ELLIS -	X		225,000.	225,000.		X	X		X	
PATRICIA Y ELLIS	X		100,000.	100,000.		X	X		X	
ESTATE OF KURT BU	X		50,000.	50,000.		X	X		X	
Total				▶ \$ 675,000.						

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

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

Schedule L (Form 990 or 990-EZ) 2008

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**▶ Attach to Form 990. To be completed by organizations to provide
additional information for responses to specific questions for the
Form 990 or to provide any additional information.

OMB No 1545-0047

2008Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.Employer identification number
86-0104415FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ENTERING THE WORKFORCE. IN ADDITION TO OUR RETAIL INITIATIVES, OUR
PROGRAMS PROVIDE JOB SKILLS, TRAINING, EDUCATION, LIFE SKILLS, AND
EMPLOYMENT SERVICES, AS WELL AS JOB PLACEMENT OPPORTUNITIES AND
POST-EMPLOYMENT SUPPORT SERVICES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FACING ECONOMIC CHALLENGES, AND OTHERS IN NEED.

FORM 990, PART VI, SECTION A, LINE 10: THE FORM 990 IS FIRST REVIEWED BY
THE ORGANIZATION'S INDEPENDENT AUDIT FIRM AND THEN BY THE CHIEF EXECUTIVES
OF THE ORGANIZATION (INCLUDING THE CHIEF EXECUTIVE OFFICER AND CHIEF
FINANCIAL OFFICER). THE FORM 990 IS THEN PRESENTED TO THE BOARD FINANCE
COMMITTEE FOR APPROVAL PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: BOARD MEMBERS ARE REQUIRED TO SIGN
AN ANNUAL CERTIFICATION REPORTING ANY CONFLICTS. KEY EMPLOYEES ARE REQUIRED
BY THE EMPLOYEE HANDBOOK TO IMMEDIATELY REPORT ANY CONFLICT OF INTEREST TO
THEIR MANAGER. THEIR OBLIGATION IS REINFORCED BY A SIGNED COMMITMENT TO THE
ORGANIZATION'S ETHICS POLICY, WHICH INCLUDES PROHIBITION OF INTEREST
CONFLICTS. MANAGERS MONITOR COMPLIANCE. IN ADDITION, ALL NEW VENDORS ARE
REVIEWED FOR ANY POTENTIAL CONFLICTS. ALL NEW AND RENEWAL CONTRACTS FOR THE
PURCHASE OF GOODS OR SERVICES ARE REVIEWED BY THE COMPLIANCE OFFICER AND
CHIEF FINANCIAL OFFICER.

FORM 990, PART VI, SECTION B, LINE 15: A MARKET COMPENSATION ANALYSIS WAS

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

Schedule O (Form 990) 2008

832211
12-18-08

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**▶ Attach to Form 990. To be completed by organizations to provide
additional information for responses to specific questions for the
Form 990 or to provide any additional information.

OMB No. 1545-0047

2008Open to Public
Inspection

Name of the organization

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.

Employer identification number

86-0104415

COMPLETED BY THE VP OF HUMAN CAPITAL AND THE ORGANIZATIONS EXECUTIVE SEARCH
CONSULTANT IN PREPARATION FOR RECRUITING A NEW CEO DURING 2007-2008. BASED
ON EXTENSIVE MARKET COMPARISONS, THE ORGANIZATION HAS ESTABLISHED PAY
GRADES FOR EACH JOB TITLE. ADJUSTMENTS MAY BE MADE ACROSS THE BOARD BASED
ON INFLATION AND OTHER MARKET-BASED FACTORS.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS
GOVERNANCE DOCUMENTS AVAILABLE ON WWW.AZ.GOV. IT MAKES FORM 990 AND
FINANCIAL STATEMENTS AVAILABLE ON ITS WEBSITE AT WWW.GOODWILLAZ.ORG. IT
ALSO PROVIDES DOCUMENTS UPON REQUEST.

FORM 990, PART XI, LINE 2B AND C:

THE FINANCIAL STATEMENTS OF GOODWILL INDUSTRIES OF CENTRAL ARIZONA AND
RELATED ENTITIES ARE AUDITED BY AN INDEPENDENT ACCOUNTANT AND REPORTED
ON AS CONSOLIDATED FINANCIAL STATEMENTS.

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: INDUST.DEVELOP.AUTH.CITY OF SOMERTON, AZ

(F) DESCRIPTION OF PURPOSE:

CONSTRUCT 3 NON-PROFIT THRIFT RETAIL STORES

(A) ISSUER NAME: INDUST.DEVELOP.AUTH.OF TOWN OF FLORENCE, AZ

(F) DESCRIPTION OF PURPOSE:

PURCHASE OF BUILDING FOR AGENCY HEADQUARTERS

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

GOODWILL INDUSTRIES OF
CENTRAL ARIZONA, INC.

Employer identification number
86-0104415

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: DONALD H ELLIS

(A) PURPOSE OF LOAN: REAL ESTATE

(A) NAME OF PERSON: DANIEL G ELLIS

(A) PURPOSE OF LOAN: REAL ESTATE

(A) NAME OF PERSON: PATRICIA Y ELLIS

(A) PURPOSE OF LOAN: REAL ESTATE

(A) NAME OF PERSON: ESTATE OF KURT BUNNEY

(A) PURPOSE OF LOAN: REAL ESTATE

Part III Identification of Related Organizations Taxable as a Partnership

[illegible]

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

[illegible]

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

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 (iv) rent from a controlled entity

b Gift, grant, or capital contribution to other organization(s)

c Gift, grant, or capital contribution from other organization(s)

d Loans or loan guarantees to or for other organization(s)

e Loans or loan guarantees by other organization(s)

f Sale of assets to other organization(s)

g Purchase of assets from other organization(s)

h Exchange of assets

i Lease of facilities, equipment, or other assets to other organization(s)

j Lease of facilities, equipment, or other assets from other organization(s)

k Performance of services or membership or fundraising solicitations for other organization(s)

l Performance of services or membership or fundraising solicitations by other organization(s)

m Sharing of facilities, equipment, mailing lists, or other assets

n Sharing of paid employees

o Reimbursement paid to other organization for expenses

p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) E-CADEMIE, A CHARTER SCHOOL	I	130,585.
(2)		
(3)		
(4)		
(5)		
(6)		

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.

[illegible]

8868

Rev. April 2009)
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 ☒
- 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**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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization GOODWILL INDUSTRIES OF CENTRAL ARIZONA, INC.	Employer identification number 86-0104415
	Number, street, and room or suite no. If a P.O. box, see instructions 2626 W. BERYL AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHOENIX, AZ 85021	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

FINANCE

- The books are in the care of ► **2626 W. BERYL AVENUE - PHOENIX, AZ 85021**
Telephone No. ► **602-535-4000** FAX No. ► **602-416-6385**

- 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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► ☒ calendar year **2008** or
 ► ☐ tax year beginning _____, and ending _____.

- 2 If this tax year 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 or 990-T, 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, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ N/A

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

- 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 extended due date for filing the return. See instructions	Name of Exempt Organization GOODWILL INDUSTRIES OF CENTRAL ARIZONA, INC.	Employer identification number 86-0104415
	Number, street, and room or suite no. If a P.O. box, see instructions 2626 W. BERYL AVENUE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions PHOENIX, AZ 85021	

Check type of return to be filed (File a separate application for each return)

- ☒ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
☐ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

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

FINANCE

- The books are in the care of **2626 W. BERYL AVENUE - PHOENIX, AZ 85021**
 Telephone No. **602-535-4000** FAX No. **602-416-6385**
- 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 **NOVEMBER 15, 2009.**
- 5 For calendar year **2008**, or other tax year beginning _____, and ending _____
- 6 If this tax year 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 NEEDED TO GATHER ALL 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	\$
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	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ N/A

Signature and Verification

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 **Sarah Lambie** Title **CPA**

Date **8/13/09**