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EXTENSION GRANTED THROUGH FEBRUARY 15, 2010

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009

B Check if applicable:
- ☐ Address change
- ☒ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

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

C Name of organization
GOODWILL KEYSTONE AREA

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1150 GOODWILL DRIVE

City or town, state or country, and ZIP + 4
HARRISBURG, PA 17101

D Employer identification number
23-1365338

E Telephone number
717-232-1831

G Gross receipts $ 37,121,826.

F Name and address of principal officer: RONALD KRATOFIL
SAME AS C ABOVE

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

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶ 3385

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

J Website: ▶ WWW.YOURGOODWILL.ORG

K Type of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1948 M State of legal domicile: PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: PROVIDE JOB TRAINING AND SUPPORT FOR THOSE WITH BARRIERS TO EMPLOYMENT. SEE PAGE 2, PART III.

2 Check this box ▶ ☐ 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	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of employees (Part V, line 2a)	5	2382
6	Total number of volunteers (estimate if necessary)	6	250
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	3,338,920.	170,762.
9	Program service revenue (Part VIII, line 2g)	7,554,611.	36,152,192.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		-84,919.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	227,142.	656,220.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,120,673.	36,894,255.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,235,335.	22,935,225.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 211,224.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	5,537,652.	13,378,948.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	11,772,987.	36,314,173.
19	Revenue less expenses. Subtract line 18 from line 12	-652,314.	580,082.

		Beginning of Year	End of Year
20	Total assets (Part X, line 16)	6,439,251.	33,229,141.
21	Total liabilities (Part X, line 26)	1,966,648.	17,483,056.
22	Net assets or fund balances. Subtract line 21 from line 20	4,472,603.	15,746,085.

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OGDEN, UT
E1-64 IRS-OSC

SCANNED FEB 18 2010

Part II Signature Block

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

Sign Here

Colleen McCauliffe
Signature of officer

1/28/10
Date

COLLEEN MCAULIFFE, CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature: Jane L McCurdy
Date: 1/21/10
Check if self-employed ▶ ☐
Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4:
MCKONLY & ASBURY, LLP
415 FALLOWFIELD ROAD
CAMP HILL, PA 17011

EIN ▶

Phone no. ▶ 7177617910

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION
GOODWILL KEYSTONE AREA SUPPORTS PERSONS WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE IN ACHIEVING THEIR FULLEST POTENTIAL AS WORKERS AND AS MEMBERS OF THE BROADER COMMUNITY. GOODWILL BELIEVES THAT WORK IS, AND WILL CONTINUE TO BE, A FUNDAMENTAL BUILDING BLOCK OF

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.
SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code:) (Expenses $ 23,072,955. including grants of $) (Revenue $ 27,797,739.)
DONATED GOODS AND RETAIL PROGRAM-GOODWILL ACCEPTS DONATIONS OF CLOTHING AND OTHER HOUSEHOLD GOODS FROM THE PUBLIC AND SELLS THESE DONATIONS IN GOODWILL COMMUNITY-BASED RETAIL STORES AND DONATION CENTERS. GOODWILL KEYSTONE AREA UTILIZES ITS RETAIL AND DONATION CENTERS TO PROVIDE ON-THE-JOB TRAINING AND EMPLOYMENT TO PEOPLE WITH DISABILITIES, PEOPLE WITH DISADVANTAGES AND OTHERS HAVING BARRIERS TO FINDING EMPLOYMENT. SERVICES WERE PROVIDED TO 258 PEOPLE. IN ADDITION, 1,152 PEOPLE WERE EMPLOYED, MANY OF WHOM WERE PERSONS WITH DISABILITIES OR OTHER BARRIERS TO EMPLOYMENT. REVENUE FROM THE SALE OF DONATED GOODS GOES DIRECTLY TOWARD SUPPORTING AND GROWING CRITICAL COMMUNITY-BASED SERVICES AND OTHER EMPLOYMENT RELATED SUPPORTS. GOODWILL PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE SELF-SUFFICIENCY AND DIGNITY FOR

4b (Code:) (Expenses $ 6,716,680. including grants of $) (Revenue $ 6,336,544.)
WORKFORCE DEVELOPMENT PROGRAM SERVICES - GOODWILL KEYSTONE AREA PROVIDES EDUCATION AND CAREER SERVICES, JOB PLACEMENT OPPORTUNITIES, POST-EMPLOYMENT SUPPORT, AND PERSONAL DEVELOPMENT TO INDIVIDUALS WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE. INDIVIDUALS CAN ACHIEVE GREATER LEVELS OF SELF-SUFFICIENCY AND ECONOMIC SUCCESS THROUGH GOODWILL'S WORKFORCE DEVELOPMENT AND COMMUNITY INTEGRATION SERVICES. GOODWILL PROVIDED THESE SERVICES TO 3,593 PEOPLE. IN ADDITION, 161 INDIVIDUALS WERE EMPLOYED, MANY OF WHOM WERE PERSONS WITH DISABILITIES OR OTHER BARRIERS TO EMPLOYMENT. SPECIFIC SERVICES INCLUDE ASSESSMENT, EMPLOYMENT TRAINING AND EDUCATION, WORK EXPERIENCE, EMPLOYMENT RETENTION, AND PERSONAL DEVELOPMENT. GOODWILL PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE SELF-SUFFICIENCY AND DIGNITY FOR

4c (Code:) (Expenses $ 2,608,663. including grants of $) (Revenue $ 2,017,909.)
BUSINESS SERVICES PROGRAM SERVICES - GOODWILL KEYSTONE AREA CREATES PAID EMPLOYMENT EXPERIENCES AND JOB TRAINING OPPORTUNITIES FOR PEOPLE WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE BY PROVIDING CONTRACT WORK FOR COMMERCIAL BUSINESSES, STATE AND LOCAL GOVERNMENT AND OTHER COMMUNITY PARTNERS. THESE BUSINESS SERVICE OPPORTUNITIES PROVIDE A VARIETY OF WORK EXPERIENCE AND TRAINING ENVIRONMENTS IN GOODWILL FACILITIES AND IN THE COMMUNITY. SERVICES WERE PROVIDED TO 447 PEOPLE. SPECIFIC BUSINESS SERVICES INCLUDE CUSTODIAL, SREDDING, PACKAGING AND ASSEMBLY, MAILING, LABOR FULFILLMENT AND LASER CARTRIDGE RE-MANUFACTURING. GOODWILL PROGRAMS STRENGTHEN COMMUNITIES AND FAMILIES AND PROMOTE SELF-SUFFICIENCY AND DIGNITY FOR THOSE WE SERVE.

4d Other program services (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses ▶ $** 32,398,298. *(Must equal Part IX, Line 25, column (B).)*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		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? *If "Yes," complete Schedule C, Part III*	5		
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? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	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? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?	14a		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.? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	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? *If "Yes," answer questions 24b-24d and complete Schedule K. If "No", go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		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? *If "Yes," complete Schedule L, Part III*	27		X

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)? *If "Yes," complete Schedule L, Part IV*	28a		X
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		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? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X

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	1a	77		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	2382		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions)				
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: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to 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	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, 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	1a 15		
b	Enter the number of voting members that are independent	1b 15		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a		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?	9b		
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	10	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*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:			
a	The organization's CEO, Executive Director, or top management official?	15a	X	
b	Other officers or key employees of the organization?	15b	X	
	Describe the process in Schedule O. (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," 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?	16b		

Section C. Disclosure

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

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: ▶

RON KRATOFIL, PRESIDENT - 717-232-1831
1150 GOODWILL DRIVE, HARRISBURG, PA 17101

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			
MERRILL A. YOHE, JR. BUSINESS DEVELOPMENT CHA	1.00	X						0.	0.	0.
RICHARD W. CONLEY BOARD MEMBER	1.00	X						0.	0.	0.
MARION C. ALEXANDER MARKETING AND COMMUNITY	1.00	X						0.	0.	0.
HARRIS BOOKER BOARD VICE CHAIR	4.00	X						0.	0.	0.
BARRY LANDIS RETAIL CHAIR	1.00	X						0.	0.	0.
JAMES M. LOWE FINANCE CHAIR	1.00	X						0.	0.	0.
JANE PINKERTON HUMAN RESOURCE & BOARD C	3.00	X						0.	0.	0.
ROGER ULRICH WFD CHAIR	1.00	X						0.	0.	0.
THOMAS E. WOOD, ESQ BOARD-MEMBER	1.00	X						0.	0.	0.
TONY BYRNE BOARD-MEMBER	1.00	X						0.	0.	0.
TIMOTHY HANLON BOARD-MEMBER	1.00	X						0.	0.	0.
DENNIS J. J. MCGEE JR. BOARD VICE CHAIR	1.00	X						0.	0.	0.
ANDRE W. RENNA BOARD-MEMBER	1.00	X						0.	0.	0.
WILLIAM GRANT BOARD MEMBER	1.00	X						0.	0.	0.
MARK KOELLNER BOARD MEMBER	1.00	X						0.	0.	0.
RON KRATOFIL PRESIDENT & CEO	40.00			X				202,719.	0.	5,834.
TONYA HOLLINGER ASSISTANT CORPORATE SECR	40.00			X				43,784.	0.	8,297.

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			
LESLIE FLEIG VP RISK MANAGEMENT	40.00			X				84,973.	0.	15,770.
JOHN MCHENRY SR VP MARKETING & DEVELO	40.00			X				134,324.	0.	6,133.
RICK MOSER VP RETAIL	40.00			X				97,560.	0.	10,099.
SHARON SCHWAB BUSINESS DEVELOPMENT	40.00			X				81,087.	0.	7,630.
SUSAN SODERBURG VP WORKFORCE DEVELOPMENT	40.00			X				84,450.	0.	9,297.
MANON YEAGER VP HUMAN RESOURCES	40.00			X				82,446.	0.	9,562.
COLLEEN MCAULIFFE CFO	40.00			X				79,527.	0.	6,077.
LEONA MYERS CORPORATE SECRETARY	40.00			X				65,993.	0.	15,347.
1b Total ▶								956,863.	0.	94,046.

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

		Yes	No
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*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
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*	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. NONE

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

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 0

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	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) 1e				
	f All other contributions, gifts, grants, and similar amounts not included above 1f 170,762.				
	g Noncash contributions included in lines 1a-1f $ 9792702.				
	h **Total.** Add lines 1a-1f ▶	170,762.			
Program Service Revenue		Business Code			
	2a RETAIL SALES-DONATED	900099	27797739.	27797739.	
	b WORKFORCE DEVELOPMENT	900099	6,336,544.	6,336,544.	
	c BUSINESS SERVICES	900099	2,017,909.	2,017,909.	
	d				
	e				
	f All other program service revenue				
	g **Total.** Add lines 2a-2f ▶		36152192.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		136,162.		136,162.
	4 Income from investment of tax-exempt bond proceeds ▶				
	5 Royalties ▶				
		(i) Real	(ii) Personal		
	6a Gross Rents	85,705.			
	b Less: rental expenses				
	c Rental income or (loss)	85,705.			
	d Net rental income or (loss) ▶		85,705.		85,705.
		(i) Securities	(ii) Other		
	7a Gross amount from sales of assets other than inventory				
	b Less: cost or other basis and sales expenses	162,324.	58,757.		
	c Gain or (loss)	-162324.	-58,757.		
	d Net gain or (loss) ▶		-221,081.		-221,081.
	8a Gross income from fundraising events (not including $ 14,887. of contributions reported on line 1c). See Part IV, line 18 a	16,259.			
	b Less: direct expenses b	6,490.			
	c Net income or (loss) from fundraising events ▶		9,769.	9,769.	
	9a Gross income from gaming activities. See Part IV, line 19 a				
	b Less: direct expenses b				
	c Net income or (loss) from gaming activities ▶				
	10a Gross sales of inventory, less returns and allowances a				
	b Less: cost of goods sold b				
	c Net income or (loss) from sales of inventory ▶				
	Miscellaneous Revenue	Business Code			
	11a MANAGEMENT FEE REVENUE	900099	300,861.	300,861.	
	b INCOME FROM PREPETUAL	900099	180,000.		180,000.
	c RECYCLING REVENUE	900099	33,114.	33,114.	
	d All other revenue	900099	46,771.	46,771.	
	e **Total.** Add lines 11a-11d ▶		560,746.		
	12 **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶		36894255.	36542707.	0. 180,786.

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				
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	1,050,910.	935,207.	108,427.	7,276.
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	17,723,829.	15,761,748.	1,831,626.	130,455.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	418,935.	375,396.	42,503.	1,036.
9 Other employee benefits	2,290,672.	2,052,608.	232,400.	5,664.
10 Payroll taxes	1,450,879.	1,300,092.	147,199.	3,588.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	402,965.	97,066.	300,603.	5,296.
12 Advertising and promotion	255,957.	149,629.	82,127.	24,201.
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	6,361,246.	6,244,732.	116,802.	-288.
17 Travel	1,032,729.	951,382.	75,636.	5,711.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	38,012.	22,235.	9,458.	6,319.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,114,504.	972,292.	142,001.	211.
23 Insurance				
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 SUPPLIES	1,973,075.	1,896,416.	74,498.	2,161.
b MAINTENANCE AND REPAIRS	528,732.	514,985.	13,747.	0.
c BANK CHARGES	401,053.	226,884.	169,074.	5,095.
d POSTAGE	257,913.	239,288.	18,278.	347.
e TELEPHONE	217,365.	175,751.	41,608.	6.
f All other expenses	795,397.	482,587.	298,664.	14,146.
25 **Total functional expenses.** Add lines 1 through 24f	36,314,173.	32,398,298.	3,704,651.	211,224.
26 **Joint Costs.** Check here ▶ ☐ 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				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		234,359.	1	
	2	Savings and temporary cash investments			2	9,699,053.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		918,304.	4	1,487,394.
	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		308,721.	8	1,071,361.
	9	Prepaid expenses and deferred charges		87,551.	9	489,986.
	10a	Land, buildings, and equipment: cost basis	10a 24,171,650.			
	b	Less: accumulated depreciation Complete Part VI of Schedule D	10b 11,133,282.	4,890,316.	10c	13,038,368.
	11	Investments - publicly traded securities			11	1,244,601.
	12	Investments - other securities. See Part IV, line 11			12	
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		0.	15	6,198,378.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		6,439,251.	16	33,229,141.
Liabilities	17	Accounts payable and accrued expenses		481,515.	17	1,903,527.
	18	Grants payable			18	
	19	Deferred revenue		164,845.	19	66,812.
	20	Tax-exempt bond liabilities			20	
	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			22	
	23	Secured mortgages and notes payable to unrelated third parties		524,958.	23	3,560,702.
	24	Unsecured notes and loans payable			24	
	25	Other liabilities. Complete Part X of Schedule D		795,330.	25	11,952,015.
	26	**Total liabilities.** Add lines 17 through 25		1,966,648.	26	17,483,056.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		4,379,026.	27	15,659,664.
	28	Temporarily restricted net assets		93,577.	28	86,421.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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		4,472,603.	33	15,746,085.
	34	Total liabilities and net assets/fund balances		6,439,251.	34	33,229,141.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
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?	2c	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
b	If "Yes," did the organization undergo the required audit or audits?	3b	X	

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

Name of the organization	Employer identification number
GOODWILL KEYSTONE AREA	23-1365338

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

The organization is not a private foundation because it is: (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?

		Yes	No
(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.

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

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.")						
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						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 15 %

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 ▶ ☐

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 ▶ ☐

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 ▶ ☐

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 ▶ ☐

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 ▶ ☐

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.")	3650907.	2604053.	2818747.	3338920.	170,762.	12583389.
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	5724598.	6935275.	7762979.	7554611.	36542734.	64520197.
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	9375505.	9539328.	10581726.	10893531.	36713496.	77103586.
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)						77103586.

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	9375505.	9539328.	10581726.	10893531.	36713496.	77103586.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	7,208.	37,823.	33,900.	38,184.	221,867.	338,982.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	7,208.	37,823.	33,900.	38,184.	221,867.	338,982.
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.)	30,321.	182,279.	178,628.	189,300.	180,000.	760,528.
13 **Total support** (Add lines 9, 10c, 11, and 12)						78203096.

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	98.59 %
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	98.51 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2008** (line 10c, column (f) divided by line 13, column (f))	17	.43 %
18 Investment income percentage from **2007** Schedule A, Part IV-A, line 27h	18	.40 %

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 ▶ ☐

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 KEYSTONE AREA

Employer identification number

23-1365338

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? ☐ Yes ☐ 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? ☐ Yes ☐ 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).

☐ Preservation of land for public use (e.g., recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of certified historic structure

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
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

b If "Yes," explain the arrangement in Part 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					
b	Contributions					
c	Investment earnings or losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

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

a Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ _____ %
c Term endowment ▶ _____ %

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

		Yes	No
(i)	unrelated organizations	3a(i)	
(ii)	related organizations	3a(ii)	
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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		2,279,096.		2,279,096.
b Buildings		13,508,036.	5,275,004.	8,233,032.
c Leasehold improvements		1,384,411.	847,887.	536,524.
d Equipment		7,000,107.	5,010,391.	1,989,716.
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)*			▶	13,038,368.

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
DUE FROM AFFILIATE	6,154,521.
DEFERRED FINANCING FEES	43,857.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	6,198,378.

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

(a) Description of liability	(b) Amount
Federal income taxes	
DUE TO AFFILIATE	11,952,015.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	11,952,015.

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	36,894,255.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	36,314,173.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	580,082.
4	Net unrealized gains (losses) on investments	4	-79,581.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	10,772,981.
9	Total adjustments (net). Add lines 4-8	9	10,693,400.
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	11,273,482.

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	36,821,164.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	-79,581.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	6,490.		
e	Add lines **2a** through **2d**			2e	-73,091.
3	Subtract line **2e** from line **1**			3	36,894,255.
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	36,894,255.

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

1	Total expenses and losses per audited financial statements			1	36,320,663.
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	6,490.		
e	Add lines **2a** through **2d**			2e	6,490.
3	Subtract line **2e** from line **1**			3	36,314,173.
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	36,314,173.

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 XI, LINE 8 - OTHER ADJUSTMENTS:

INCREASE IN NET ASSETS DUE TO MERGER OF GOODWILL ENTITIES

7/1/2009

PART XII, LINE 2D - OTHER ADJUSTMENTS:

GOODWILL TREASURE EXPENSES: 6490.

Part XIV Supplemental Information *(continued)*

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

GOODWILL TREASURE EXPENSES: 6490.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

▶ 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 KEYSTONE AREA

Employer identification number

23-1365338

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

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? Yes	(iii) No	(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
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.

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 GOODWILL TREASURES (event type)	(b) Event #2 (event type)	(c) Other Events NONE (total number)	(d) Total Events (Add col. (a) through col. (c))
Revenue	1 Gross receipts	31,146.			31,146.
	2 Less: Charitable contributions	14,887.			14,887.
	3 Gross revenue (line 1 minus line 2)	16,259.			16,259.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	6,490.			6,490.
	8 Direct expense summary. Add lines 4 through 7 in column (d) ▶				(6,490.)
	9 Net income summary. Combine lines 3 and 8 in column (d) ▶				9,769.

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	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ 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) ▶				

		Yes	No
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? 9a		
b	If "No," Explain:		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? 10a		
b	If "Yes," Explain:		
11	Does the organization operate gaming activities with nonmembers? 11		
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? 12		

			Yes	No
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 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 KEYSTONE AREA

Employer identification number

23-1365338

Part I Questions Regarding Compensation

			Yes	No
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.			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ 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	1b		
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?	2		
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.			
	☐ Compensation committee	☒ Written employment contract		
	☐ Independent compensation consultant	☒ Compensation survey or study		
	☒ Form 990 of other organizations	☒ 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?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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	7	X	
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	8		X

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				
RON KRATOFIL	(i)	190,219.	12,500.	0.	0.	5,834.	208,553.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

PART I, LINE 7: THE ORGANIZATION PAID $12,500 FOR A DISCRETIONARY, BOARD-APPROVED BONUS.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

GOODWILL KEYSTONE AREA

Employer identification number

23-1365338

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods	X		9,792,702.	FMV-THRIFT SHOP SALES
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution (historic structures)				
14	Qualified conservation contribution (other)				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

			Yes	No
29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment	29		
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		X
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.			

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 KEYSTONE AREA

Employer identification number

23-1365338

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

COMMUNITY. EMPLOYMENT PROVIDES ECONOMIC INDEPENDENCE, AS WELL AS THE SECONDARY GAINS OF PREVENTING AND MINIMIZING OTHER SOCIAL PROBLEMS. IT EMPOWERS EACH PERSON TO DEVELOP A BROADER ROLE WITHIN THE COMMUNITY.

GOODWILL KEYSTONE AREA IS A MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL, THE WORLD'S LARGEST PROVIDER OF EMPLOYMENT TRAINING, JOB PLACEMENT AND OTHER CRITICAL COMMUNITY-BASED SERVICES FOR PEOPLE WHO HAVE A DISABILITY, PEOPLE WHO LACK EDUCATION OR JOB EXPERIENCE, AND OTHERS IN NEED.

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

THOSE WE SERVE.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS

THOSE WE SERVE.

FORM 990, PART VI, SECTION A, LINE 10: INDEPENDENT AUDITORS SHALL PREPARE THE FORM 990 AND IT WILL BE REVIEWED BY THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER AND THE AUDIT COMMITTEE OF THE BOARD. THE AUDIT COMMITTEE ALSO MEETS WITH A REPRESENTATIVE OF THE ACCOUNTING FIRM THAT PREPARED THE FORM 990 AND RELATED SCHEDULES TO DISCUSS THE CONTENT AND ANSWER ANY QUESTIONS OF THE AUDIT COMMITTEE. FINAL CHANGES, IF ANY, ARE THEN MADE TO THE FORM 990 AND RELATED SCHEDULES. THE AUDIT COMMITTEE APPROVES THE FINAL COPY OF THE IRS FORM 990 AND RELATED SCHEDULES AND THE FULL BOARD WILL RECEIVE A COPY OF THE FORM 990 BEFORE IT IS FILED WITH THE

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 KEYSTONE AREA

Employer identification number

23-1365338

IRS.

FORM 990, PART VI, SECTION B, LINE 12C: SIGNED DISCLOSURE STATEMENTS AND DISCUSSION OF POTENTIAL CONFLICTS AT THE ANNUAL BOARD MEETING.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION IS ADMINISTERED BY THE EXECUTIVE COMMITTEE FOR THE CEO, AND BY THE CEO FOR SENIOR MANAGEMENT/OFFICERS. BOARD POLICIES DICTATE THE SALARIES FOR THE ABOVE POSITIONS BE TARGETED AT THE MEDIAN OF COMPARABLE MARKET DATA FOR THE CEO AND OFFICERS. SUCH DATA IS DERIVED FROM VARIOUS SOURCES INCLUDING SPECIFIC TRADE ASSOCIATION SURVEYS AND HUMAN RESOURCES COMPENSATION DATA. EVALUATIONS ARE CONDUCTED ANNUALLY AT THE END OF THE FISCAL YEAR FOR THE CEO AND ALL SENIOR MANAGEMENT/OFFICERS. EVALUATIONS FOR ALL OFFICERS AND THE CEO WERE PERFORMED DURING THE 08-09 FISCAL YEAR.

FORM 990, PART VI, SECTION C, LINE 19: SUCH RECORDS ARE AVAILABLE BY REQUEST AT THE ORGANIZATION'S MAIN OFFICE AT 1150 GOODWILL DRIVE, HARRISBURG, PA 17101.

PART IV LINE 12 AND PART XI, LINE 2C

GOODWILL KEYSTONE AREA WAS INCLUDED IN CONSOLIDATED AUDITED FINANCIAL STATEMENTS. THE AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT.

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 KEYSTONE AREA

Employer identification number

23-1365338

FORM 990, ITEM B, NAME CHANGE

GOODWILL KEYSTONE AREA HAS CHANGED ITS NAME FROM GOODWILL INDUSTRIES OF CENTRAL PENNSYLVANIA EFFECTIVE 7/1/2009. THIS CHANGE IS A RESULT OF A MERGER TAKING PLACE ON THE SAME DATE. MERGER DOCUMENTS AND NAME CHANGE FILINGS ARE ATTACHED.

PART VIII, LINE 1G

THE NON-CASH CONTRIBUTIONS REPRESENT DONATED GOODS USED IN OUR DONATED GOODS AND RETAIL PROGRAM. THE AMOUNT ON LINE 1G IS INCLUDED IN PROGRAM SERVICE REVENUE ON LINE 2A.

SCHEDULE R, PART II IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

PRIMARY ACTIVITY OF GOODWILL SERVICES INC.

GOODWILL SERVICES INC. SUPPORTS PERSONS WITH SEVERE DISABILITIES IN ACHIEVING THEIR FULLEST POTENTIAL AS WORKERS AND AS MEMBERS OF THE BROADER COMMUNITY. GOODWILL BELIEVES THAT WORK IS, AND WILL CONTINUE TO BE, A FUNDAMENTAL BUILDING BLOCK OF COMMUNITY. EMPLOYMENT PROVIDES ECONOMIC INDEPENDENCE, AS WELL AS THE SECONDARY GAINS OF PREVENTING AND MINIMIZING OTHER SOCIAL PROBLEMS. IT EMPOWERS EACH PERSON TO DEVELOP A BROADER ROLE WITHIN THE COMMUNITY.

GOODWILL SERVICES INC. IS A WHOLLY OWNED SUBSIDIARY OF GOODWILL KEYSTONE AREA. GOODWILL KEYSTONE AREA IS A MEMBER OF GOODWILL INDUSTRIES INTERNATIONAL, THE WORLD'S LARGEST PROVIDER OF EMPLOYMENT TRAINING, JOB PLACEMENT AND OTHER CRITICAL COMMUNITY-BASED SERVICES FOR PEOPLE WHO HAVE A DISABILITY, PEOPLE WHO LACK EDUCATION OR JOB

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 KEYSTONE AREA

Employer identification number

23-1365338

EXPERIENCE, AND OTHERS IN NEED.

SCHEDULE R, PART II IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS

PRIMARY ACTIVITY OF GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION

THE GOODWILL KEYSTONE AREA FOUNDATION PROVIDES SUPPORT FOR INNOVATIVE SERVICES FOR INDIVIDUALS WITH DISABILITIES AND OTHER BARRIERS TO INDEPENDENCE, HELPING THEM TO REACH THEIR FULLEST POTENTIAL AS WORKERS AND AS MEMBERS OF THE BROADER COMMUNITY. THE FOUNDATION SEEKS FINANCIAL RESOURCES FOR SERVICES PROVIDED BY GOODWILL KEYSTONE AREA AND SIMILAR NON-PROFIT ORGANIZATIONS THROUGHOUT 22 COUNTIES IN PENNSYLVANIA.

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

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
▶ See separate instructions.

OMB No 1545-0047
2008
Open to Public Inspection

Name of the organization
GOODWILL KEYSTONE AREA

Employer identification number
23-1365338

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
GOODWILL SERVICES, INC. - 25-1726588 1150 GOODWILL DRIVE HARRISBURG, PA 17101	SUPPORT PERSONS WITH SEVERE DISABILITIES THROUGH EMPLOYMENT OPPORTUNITIES	PENNSYLVANIA	501(C)(3)	9	
GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION - 20-0946375, 1150 GOODWILL DRIVE, HARRISBURG, PA 17101	FUNDRAISING TO SUPPORT PROGRAMS FOR THOSE WITH BARRIERS TO EMPLOYMENT	PENNSYLVANIA	501(C)(3)	11	

Part III **Identification of Related Organizations Taxable as a Partnership**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V **Transactions With Related Organizations**

			Yes	No
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	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b	X	
c	Gift, grant, or capital contribution from other organization(s)	1c	X	
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k	X	
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n	Sharing of paid employees	1n		X
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

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

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION	B	100,000.
(2) GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION	C	275,818.
(3) GOODWILL INDUSTRIES KEYSTONE AREA FOUNDATION	K	60,000.
(4) GOODWILL SERVICES INC	K	240,861.
(5)		
(6)		

Part VI **Unrelated Organizations Taxable as a Partnership**

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations? Yes	(D) No	(E) Share of end-of-year assets	(F) Disproportionate allocations? Yes	(F) No	(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner? Yes	(H) No

RESOLUTIONS OF

GOODWILL INDUSTRIES KEYSTONE AREA

WHEREAS, Goodwill Industries Keystone Area (the "**Corporation**") is the sole member of each of the following entities: Goodwill Industries of Central Pennsylvania, Inc. ("**Harrisburg Goodwill**"), Goodwill Industries of Southeastern Pennsylvania ("**Lancaster Goodwill**") and Goodwill Industries of Mid-Eastern Pennsylvania ("**Reading Goodwill**").

WHEREAS, the Board of Directors believes it is in the best interest of Harrisburg Goodwill that its Articles of Incorporation be amended to: (i) change its name to "Goodwill Keystone Area;" and (ii) provide that it shall have no members.

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation that the Corporation enter into an Agreement and Plan of Merger with Harrisburg Goodwill, Lancaster Goodwill and Reading Goodwill whereby the Corporation, Lancaster Goodwill and Reading Goodwill will be merged with and into Harrisburg Goodwill with Harrisburg Goodwill surviving (the "**Transaction**").

NOW THEREFORE, BE IT:

RESOLVED, that Article 1. of Harrisburg Goodwill's Articles of Incorporation be, and hereby are, amended to provide that the name of Harrisburg Goodwill shall be "Goodwill Keystone Area".

RESOLVED, that Article 7. of Harrisburg Goodwill's Articles of Incorporation be, and hereby are, amended to provide that "The Corporation shall have no members."

RESOLVED, that the Agreement and Plan of Merger, in the form presented to the directors of the Corporation at this meeting, or in such substantially comparable form as any officer of the Corporation may approve (such approval to be evidenced by his or her execution thereof) (the "**Merger Agreement**"), and the Transaction provided for therein, and the execution and delivery of the Merger Agreement by any officer of the Corporation, causing the Corporation to be a party thereto, are hereby approved, adopted, ratified and confirmed.

RESOLVED, that the Corporation, in its capacity as sole member of Harrisburg Goodwill, Lancaster Goodwill, and Reading Goodwill, hereby consents to the approval and adoption of the Merger Agreement by each of those entities.

RESOLVED, that the officers of the Corporation are hereby severally authorized to take all actions necessary on behalf of the Corporation to perform the Merger Agreement and consummate the Transaction including, but not limited to: (i) obtaining the consent, approval or non-objection of the Attorney General of the Commonwealth of Pennsylvania to the extent necessary or desirable in order to consummate the Transaction, as advised by legal counsel to the Corporation; (ii) executing and filing Articles of Merger with the Pennsylvania Department of State, Corporation Bureau; (iii) obtaining any necessary or desirable landlord consents or other consents required by contracts to which the Corporation is a party; and (iv) obtaining the

consent, approval or non-objection of the Internal Revenue Service to the extent necessary or desirable in order to consummate the Transaction.

RESOLVED, that the officers of the Corporation be, and they hereby are, severally authorized, empowered and directed to make any and all such amendments, modifications and supplements to the Merger Agreement on behalf of the Corporation as they may, in the exercise of their discretion, determine to be necessary, desirable and appropriate.

RESOLVED, that to the extent they deem such action necessary or desirable, the officers of the Corporation are hereby severally authorized, empowered and directed to grant any consent or waive any condition precedent to the Corporation's obligation under, or enter into any agreement or take any other action in connection with, the Merger Agreement and the Transaction, provided that each consent, waiver, agreement or other action shall be in writing.

RESOLVED, that the officers of the Corporation are hereby severally authorized, empowered and directed to do any acts and things, to execute any and all certificates, documents and papers and to make all payments deemed by them necessary or appropriate to carry out the intent of the foregoing resolutions including, but not limited to, compliance with applicable federal and state laws, rules and regulations.

RESOLVED, that the officers of the corporation be, and hereby are, authorized, empowered and directed to execute a unanimous consent on behalf of the Corporation, as sole member of Harrisburg Goodwill, Lancaster Goodwill and Reading Goodwill, approving the Merger Agreement.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of this 29th day of October, 2007, by and between **Goodwill Industries of Central Pennsylvania, Inc.** ("**Survivor**"), a Pennsylvania non-profit corporation, and **Goodwill Industries Keystone Area** (individually "**GIKA**"), a Pennsylvania non-profit corporation, **Goodwill Industries of Southeastern Pennsylvania** (individually "**Goodwill Lancaster**"), a Pennsylvania non-profit corporation, and **Goodwill Industries of Mid-Eastern Pennsylvania** (individually "**Goodwill Reading**"), a Pennsylvania non-profit corporation (collectively, GIKA, Goodwill Lancaster and Goodwill Reading are referred to herein as the "**Terminating Corporations**").

WHEREAS, Survivor is a Pennsylvania non-profit corporation organized and existing under Pennsylvania law, its Articles of Incorporation having originally been filed with the Pennsylvania Department of State, Corporation Bureau, on February 16, 1948; and

WHEREAS, GIKA is Pennsylvania non-profit corporation organized and existing under Pennsylvania law, its Articles of Incorporation having been filed with the Pennsylvania Department of State, Corporation Bureau, on June 28, 2001, effective July 1, 2001; and

WHEREAS, Goodwill Lancaster is Pennsylvania non-profit corporation organized and existing under Pennsylvania law, its Articles of Incorporation having originally been filed with the Pennsylvania Department of State, Corporation Bureau, on November 8, 1968; and

WHEREAS, Goodwill Reading is Pennsylvania non-profit corporation organized and existing under Pennsylvania law, its Articles of Incorporation having originally been filed with the Pennsylvania Department of State, Corporation Bureau, on October 5, 1970; and

WHEREAS, GIKA is the sole member of Survivor, Goodwill Lancaster, and Goodwill Reading (sometimes hereinafter referred to as "Sole Member"); and

WHEREAS, in all respects, GIKA, as sole member of Survivor, Goodwill Lancaster, and Goodwill Reading, and the respective Boards of Directors of Survivor and Terminating Corporations deem it advisable and to the advantage, welfare and best interests of such corporations to merge the Terminating Corporations with and into Survivor pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "**PaNCL**"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, intending to be legally bound, the parties hereby agree to approve, adopt, certify, execute and acknowledge this Agreement and Plan of Merger as follows:

1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the PaNCL, Terminating Corporations shall, at the Effective Date (as hereinafter defined), be merged (the "**Merger**") with and into Survivor, which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "**Surviving Corporation**") under the name "**Goodwill Keystone Area,**" to be governed by the provisions of the PaNCL. The separate existence of Terminating Corporations shall cease at the Effective Date, in accordance with the provisions of the PaNCL.

2. Certificate of Incorporation. The Articles of Incorporation of Survivor, in the amended form attached hereto, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the provisions of the PaNCL.

3. Bylaws. The Bylaws of Survivor, in the amended form attached hereto, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and in the manner prescribed by the provisions of the PaNCL.

4. Board of Directors. From and after the Effective Date, the current directors of GIKA shall be the Directors of the Surviving Corporation, to hold such office, subject to the provisions of the PaNCL and Bylaws of the Surviving Corporation, until their successors are duly elected and qualified.

5. Officers. From and after the Effective Date, the current officers of GIKA shall be the officers of the Surviving Corporation, to hold such offices, subject to the provisions of the PaNCL and the Bylaws of the Surviving Corporation, at the pleasure of the Board of Directors of the Surviving Corporation.

6. Authorization. The Sole Member and the respective directors of Survivor and Terminating Corporations have adopted resolutions approving this Agreement and Plan of Merger subject to the officers of the respective corporations obtaining: (i) the consent, approval or non-objection of the Attorney General of the Commonwealth of Pennsylvania, (ii) any necessary or desirable landlord consents or other consents required by contracts to which the Survivor and/or the Terminating Corporations are a party; and (iii) the consent, approval or non-objection of the Internal Revenue Service.

7. Effective Date. Articles of Merger will be executed and filed in accordance with the PaNCL at such time as is directed by the President of Survivor and the respective Presidents of the Terminating Corporations. The Merger shall become effective on the date specified in said Articles of Merger (the "**Effective Date**").

8. Effect of Merger. Upon the Effective Date of the Merger, the effect of the Merger shall be as set forth in the PaNCL.

9. Further Acts. In the event that this Agreement and Plan of Merger shall have been fully approved on behalf of Survivor and Terminating Corporations in the manner

prescribed by the provisions of the PaNCL, Survivor and Terminating Corporations will cause to be executed and filed or recorded any document prescribed by the law of the Commonwealth of Pennsylvania and will cause to be performed all necessary acts to effectuate the Merger. The Board of Directors and the proper officers of Survivor and Terminating Corporations, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger.

10. Termination and Abandonment. Notwithstanding the approval of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated, and the Merger may be abandoned, at any time prior to the filing of the Articles of Merger in Pennsylvania by an instrument in writing signed by an authorized officer of Survivor and Terminating Corporations, and upon authorization of the Sole Member and Boards of Directors of Survivor and Terminating Corporations.

11. Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts and by any of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same document.

[signature page follows]

IN WITNESS WHEREOF, Survivor and Terminating Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and Sole Member, have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

Goodwill Industries of Central Pennsylvania, Inc.

By: Richard W Corley, Chair

Goodwill Industries Keystone Area

By: Richard W Corley, Chair

Goodwill Industries of Southeastern Pennsylvania

By: Richard W Corley, Chair

Goodwill Industries of Mid-Eastern Pennsylvania

By: Richard W Corley, Chair

Form **8868** (Rev. April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	GOODWILL KEYSTONE AREA	23-1365338
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3155	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HARRISBURG, PA 17105	

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

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ RON KRATOFIL, PRESIDENT
  1150 GOODWILL DRIVE - HARRISBURG, PA 17101
  Telephone No. ▶ 717-232-1831 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2008, and ending JUN 30, 2009.

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.