

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information —enter all requested information
1a Name of plan GOODWILL INDUSTRIES, INC. OMAHA RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 01/16/1998
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) GOODWILL INDUSTRIES, INC. 4805 N. 72ND STREET OMAHA, NE 68134	2b Employer Identification Number (EIN) 47-0378996 2c Plan Sponsor's telephone number 402-341-4609 2d Business code (see instructions) 624310

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2023	STEPHANIE FEYMA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☐ Same as Plan Sponsor FUTUREPLAN FIDUCIARY SERVICES LLC PO BOX 55757 BOSTON, MA 02205	3b Administrator's EIN 82-3719843 3c Administrator's telephone number 855-711-5283
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 766
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 722 6a(2) 738 6b 6 6c 220 6d 964 6e 0 6f 964 6g 349 6h 22
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2L 2M 2G 2T b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ 1 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A Name of plan GOODWILL INDUSTRIES, INC. OMAHA RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 GOODWILL INDUSTRIES, INC.	D Employer Identification Number (EIN) 47-0378996

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
VARIABLE ANNUITY LIFE INSURANCE CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	664T4T	309	01/01/2022	12/31/2022

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end.....	4	296
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year **7b** 191932

c	Additions: (1) Contributions deposited during the year	7c(1)	174	
	(2) Dividends and credits.....	7c(2)	0	
	(3) Interest credited during the year.....	7c(3)	5408	
	(4) Transferred from separate account.....	7c(4)	508	
	(5) Other (specify below)	7c(5)	0	

(6) Total additions..... **7c(6)** 6090

d Total of balance and additions (add lines **7b** and **7c(6)**)..... **7d** 198022

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	4333	
(2) Administration charge made by carrier.....	7e(2)	0	
(3) Transferred to separate account.....	7e(3)	0	
(4) Other (specify below)	7e(4)	21	

▶ **CONTACT SURRENDER CHARGES**

(5) Total deductions..... **7e(5)** 4354

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 193668

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan GOODWILL INDUSTRIES, INC. OMAHA RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 GOODWILL INDUSTRIES, INC.	D Employer Identification Number (EIN) 47-0378996	

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

 Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b

 If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VOYA RETIREMENT INSURANCE
71-0294708

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	RECORDKEEPER	16918	Yes ☒ No ☐	Yes ☒ No ☐	186	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ASCENSUS

PO BOX 734602
CHICAGO, IL 60673

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	TPA	0	Yes ☒ No ☐	Yes ☐ No ☒	16066	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

HUB INVESTMENT ADVISORS, INC

20-1113894

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☐ No ☒	8394	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SILVERSTONE ASSET MANAGEMENT INC

11516 MIRACLE HILLS DR STE 100
OMAHA, NE 68154

20-1113894

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	BROKER	4287	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FUTUREPLAN BY ASCENSUS

PO BOX 734602
CHICAGO, IL 60673

82-3719843

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 63 68	TPA	65	Yes ☒ No ☐	Yes ☒ No ☐	1001	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

VOYA RETIREMENT INSURANCE AND ANNUI

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	49	16066
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VOYA RETIREMENT INSURANCE AND ANNUITY 71-0294708	OTHER SERVICES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
HUB INVESTMENT ADVISORS, INC	99	8394
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VOYA RETIREMENT INSURANCE AND ANNUITY 71-0294708	OTHER FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan GOODWILL INDUSTRIES, INC. OMAHA RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GOODWILL INDUSTRIES, INC.		
D Employer Identification Number (EIN) 47-0378996		

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VOYA SEPARATE ACCOUNT D		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4918662
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>GOODWILL INDUSTRIES, INC. OMAHA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GOODWILL INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>47-0378996</u>	

Part I	Asset and Liability Statement
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.	
Assets	(a) Beginning of Year (b) End of Year
a Total noninterest-bearing cash.....	1a
b Receivables (less allowance for doubtful accounts):	
(1) Employer contributions.....	1b(1)
(2) Participant contributions.....	1b(2)
(3) Other.....	1b(3)
c General investments:	
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)
(2) U.S. Government securities	1c(2)
(3) Corporate debt instruments (other than employer securities):	
(A) Preferred	1c(3)(A)
(B) All other	1c(3)(B)
(4) Corporate stocks (other than employer securities):	
(A) Preferred	1c(4)(A)
(B) Common.....	1c(4)(B)
(5) Partnership/joint venture interests	1c(5)
(6) Real estate (other than employer real property)	1c(6)
(7) Loans (other than to participants).....	1c(7)
(8) Participant loans.....	1c(8)
(9) Value of interest in common/collective trusts.....	1c(9)
(10) Value of interest in pooled separate accounts	1c(10)
(11) Value of interest in master trust investment accounts.....	1c(11)
(12) Value of interest in 103-12 investment entities	1c(12)
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)
(15) Other	1c(15)

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6580538	5309859

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6580538	5309859
---	-----------	---------	---------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	135074	
(B) Participants	2a(1)(B)	297999	
(C) Others (including rollovers)	2a(1)(C)	27768	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		460841
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	793	
(F) Other	2b(1)(F)	5286	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6079
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	171388	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		171388
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-276810
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-917512
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-556014
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	682170	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		682170
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	32495	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		32495
j Total expenses. Add all expense amounts in column (b) and enter total	2j		714665
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1270679
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HBE, LLP

(2) EIN: 47-0677245

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan GOODWILL INDUSTRIES, INC. OMAHA RETIREMENT PLAN		B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 GOODWILL INDUSTRIES, INC.		D Employer Identification Number (EIN) 47-0378996
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 31-1592130 71-0294708 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:	
a	The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a
b	The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b
c	The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:	
a	The corresponding number for the plan year immediately preceding the current plan year.....	15a
b	The corresponding number for the second preceding plan year.....	15b
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:	
a	Enter the number of employers who withdrew during the preceding plan year	16a
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐	

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

***Goodwill Industries, Inc. Omaha Retirement Plan
Omaha, Nebraska***

December 31, 2022 and 2021

***Financial Statements
and
Independent Auditor's Report***



CPAs & Consultants | Wealth Management

Goodwill Industries, Inc. Omaha Retirement Plan

Years ended December 31, 2022 and 2021

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Schedule of Assets (Held at End of Year)	14-15





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INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor and Investment Committee of
Goodwill Industries, Inc. Omaha Retirement Plan
Omaha, Nebraska

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Goodwill Industries, Inc. Omaha Retirement Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Goodwill Industries, Inc. Omaha Retirement Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note H to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section.

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Goodwill Industries, Inc. Omaha Retirement Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill Industries, Inc. Omaha Retirement Plan's ability to continue as a going concern for one year after the date that the financial statements are issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Goodwill Industries, Inc. Omaha Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill Industries, Inc. Omaha Retirement Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter — Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2022 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

ABE LLP

Lincoln, Nebraska
October 6, 2023

Goodwill Industries, Inc. Omaha Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

ASSETS

	<u>2022</u>	<u>2021</u>
Investments, at fair value (notes B, C and H)	<u>\$ 5,298,171</u>	<u>\$ 6,544,886</u>
Receivables (note B)		
Participant Contributions	-	11,238
Employer contributions	-	5,055
Notes receivable from participants (note A)	<u>11,688</u>	<u>19,359</u>
Total Receivables	<u>11,688</u>	<u>35,652</u>
Net assets available for benefits	<u>\$ 5,309,859</u>	<u>\$ 6,580,538</u>



See accompanying notes to financial statements.

Goodwill Industries, Inc. Omaha Retirement Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2022

Additions to net assets attributed to:	
Dividends	\$ 171,388
Interest Income	<u>5,286</u>
Total investment income	<u>176,674</u>
Interest income on notes receivable from participants	<u>793</u>
Contributions (note A)	
Employer contributions	135,074
Participants' contributions	297,999
Participants' rollovers	<u>27,768</u>
Total contributions	<u>460,841</u>
Total additions	<u>638,308</u>
Deductions from net assets attributed to:	
Benefits paid directly to participants (note A)	682,170
Net depreciation in fair value of investments (note H)	1,194,322
Administrative expense (note B)	<u>32,495</u>
Total deductions	<u>1,908,987</u>
NET DECREASE IN NET ASSETS	(1,270,679)
Net assets available for benefits:	
Beginning of year	<u>6,580,538</u>
End of year	<u>\$ 5,309,859</u>

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following brief description of Goodwill Industries, Inc. Omaha Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan, which became effective January 16, 1998, and was most recently amended September 7, 2020, is a defined contribution plan with a 403(b) arrangement covering all non-highly compensated employees of Goodwill Industries, Inc. (the Company) on the first day in which they are employed by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Investment Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan's investment offerings, and monitors investment performance.

Elective Contributions. Each year eligible employees may make pre-tax salary and Roth reduction contributions to the Plan not to exceed Internal Revenue Code limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 27 mutual funds, held in a pooled separate account, as investment options for participants. The 30 funds held with Variable Annuity Life Insurance Company are not current investment options for participants. Balances in those funds are remaining balances from former employees.

Employer Contributions. The Company may make a discretionary matching contribution on behalf of each eligible participant. Discretionary matching contributions are determined on a pay-period basis and are based on elective deferrals. Any discretionary contributions made are on behalf of all participants with at least one year of eligible service and attaining the age of 21. In 2022, the Company made a matching contribution of an amount equal to 100% of the first 4% of each participant's elective deferral. During the year ended December 31, 2022, the total discretionary matching contribution was \$135,074.

Participant Accounts. Each participant's account is credited with the participant's contribution, and allocations of the Company's contributions and Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 20% vested after one year of credited service, 40% after two years, 60% after three years, 80% after four years and 100% vested after five years of credited service, if they reach normal retirement age during employment, upon death, or total permanent disability.

Notes Receivable from Participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested interest in the Plan. The loans are secured by the balance in the participant's account. The loan interest rate is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - CONTINUED

Payment of Benefits. On separation of service due to death, disability, retirement, or termination, a participant may elect to receive a cash distribution in the form of: (a) a lump sum, (b) substantially equal installments, or (c) partial withdrawals with no minimum required. Distributions may be made to a participant who has not separated from service upon reaching normal retirement age. Distributions may be made as soon as administratively feasible at the participant's election.

Termination of employment prior to normal retirement requires distribution if the account balance does not exceed \$1,000. The participant can elect to receive: (a) a direct rollover to an IRA or another qualified retirement plan or (b) a payment in cash, subject to federal tax withholding and generally a penalty tax if under age 59½. If no election is made, the benefit will be rolled over to an IRA. If the account balance is less than \$1,000, the distribution will be paid in cash. If the vested account balance is greater than \$5,000, the participant may defer distribution until normal retirement age or further defer to age 72.

Forfeited Accounts. Forfeiture accounts are used to reduce the Company's discretionary contribution and pay administrative expenses. At December 31, 2022 and 2021, these accounts totaled \$11,623 and \$4,021 respectively. During the year ended December 31, 2022, \$4,547 of forfeitures were used to reduce the Company's discretionary contribution.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition. The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan utilizes a framework to prioritize the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full-term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Investment Valuation and Income Recognition – Continued.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Transfers between levels shall occur at the actual date of the event or change in circumstances that caused the transfer. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation in net assets includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced, and a benefit payment is recorded.

Employer Contribution Receivable. Employer contribution receivable is measured at the amount owed to participants by the Company at December 31, 2022 and 2021.

Payment of Benefits. Benefits are recorded when paid.

Expenses. Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Expenses incurred for the administration of the Plan are the responsibility of the Plan and are included in administrative expenses on the statement of changes in net assets available for benefits. Other indirect expenses are included in net depreciation of fair value of investments.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE C - FAIR VALUE

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used during the years ended December 31, 2022 and 2021.

Pooled separate accounts and annuity funds: Calculated as a unit value for each separate account investment based on the underlying assets, which are a mix of mutual funds. All underlying investment options are valued daily. This daily price is considered the selling price for transfers and withdrawals and is calculated each day the principal market is open. The investment options are available for trading each day the principal market is open.

Fixed annuity account: Calculated as a unit value for each separate account investment based on the underlying assets, which are a mix of mutual funds. All underlying investment options are valued daily. This daily price is considered the selling price for transfers and withdrawals and is calculated each day the principal market is open. The investment options are available for trading each day the principal market is open. The annuity is an obligation of Voya's general account and has guaranteed earnings.

Guaranteed interest accounts: Valued at fair value, which is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

Goodwill Industries, Inc. Omaha Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE C - FAIR VALUE - CONTINUED

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021.

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2022</u>				
Pooled separate accounts	\$4,918,662	\$ -	\$ 4,918,662	\$ -
Fixed annuity account	296	-	296	-
Annuity funds	186,856	-	186,856	-
Guaranteed interest accounts	192,357	-	192,357	-
Total	<u>\$5,298,171</u>	<u>\$ -</u>	<u>\$ 5,298,171</u>	<u>\$ -</u>
<u>December 31, 2021</u>				
Pooled separate accounts	\$6,103,192	\$ -	\$ 6,103,192	\$ -
Annuity funds	248,281	-	248,281	-
Guaranteed interest accounts	193,413	-	193,413	-
Total	<u>\$6,544,886</u>	<u>\$ -</u>	<u>\$ 6,544,886</u>	<u>\$ -</u>

NOTE D – INVESTMENT CONTRACT

The Plan's investment in the guaranteed interest account with VALIC is not considered to be a fully benefit responsive investment contract. The underlying investments of the guaranteed investment contract are backed by the general account of VALIC. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed by the Plan.

The interest rate depends on the date the participant established his/her account. The minimum guaranteed interest rate is 1.00%. VALIC states that the average yield of the fund and the average yield credited to the participants is one and the same. Average interest yield based on amounts credited to participant accounts in 2022 and 2021 was 1.24%.

NOTES TO FINANCIAL STATEMENTS

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

NOTE F - TAX STATUS

The Plan is based on a Volume Submitter 403(b) Plan of Goldleaf Partners, which received a determination letter from the IRS dated March 31, 2017, stating that the Volume Submitter Plan was designed in accordance with provisions of the Internal Revenue Code (IRC). The Plan Administrator and the Plan's tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

For the years ended December 31, 2022 and 2021, the Plan had no tax liability on unrelated business activity. The Plan believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements. The Plan's Federal Returns for December 31, 2022, 2021, and 2020 are subject to examination by the IRS, generally for three years after they were filed.

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE H - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, and net depreciation in fair value of investments and interest for the year ended December 31, 2022, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Nationwide Trust Company for the period January 1, 2022 to May 9, 2022, Voya Financial for the period May 10, 2022 to December 31, 2022 and Variable Annuity Life Insurance Company for the period January 1, 2022 to December 31, 2022 (the custodians of the Plan).

Goodwill Industries, Inc. Omaha Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE H - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS - CONTINUED

Accordingly, the custodians have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	December 31,	
	2022	2021
Investments, at fair value	\$ 5,298,171	\$ 6,544,886
	Year Ended December 31, 2022	
Investment return		
Net depreciation in fair value of investments	\$ 1,194,322	
Dividend income	171,388	
Interest income	5,286	
Total investment return	\$ 1,370,996	

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE I - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Plan receives custodial services from Voya Financial (beginning May 10, 2022) and Variable Annuity Life Insurance Company and their affiliates, the custodians as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The Company also received custodial services from Nationwide Trust Company from January 1, 2022 until May 9, 2022, and these transactions also qualify as party-in-interest transactions. The Plan paid Nationwide \$16,918, Voya Financial \$15,324, and VALIC \$253 for custodial services, which is included in administrative expense on the statement of changes in net assets available for benefits. Other indirect payments for investment advisory and administrative services are included in net depreciation in fair value of investments. The Plan Sponsor pays directly any other fees related to the Plan's operations.

NOTE J - SUBSEQUENT EVENTS

Subsequent events have been evaluated through the audit report date, the date the financial statements were available to be issued.

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SUPPLEMENTAL INFORMATION

Goodwill Industries, Inc. Omaha Retirement Plan

SUPPLEMENTAL SCHEDULE

Federal Identification Number 47-0378996

Plan Number 001

FORM 5500 - SCHEDULE H, Line 4i
SCHEDULE OF ASSETS (Held at End of Year)
as of December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
<i>Guaranteed Interest Accounts</i>				
*	Variable Annuity Life Insurance Company	Fixed Account Plus	**	\$ 183,497
*	Variable Annuity Life Insurance Company	Short Term Fixed Asset	**	8,860
<i>Total guaranteed interest accounts</i>				192,357
<i>Annuity Funds</i>				
*	Variable Annuity Life Insurance Company	Ariel Fund	**	13,524
*	Variable Annuity Life Insurance Company	Blue Chip Growth Fund	**	41
*	Variable Annuity Life Insurance Company	Core Bond Fund	**	3,509
*	Variable Annuity Life Insurance Company	Dividend Value	**	152
*	Variable Annuity Life Insurance Company	Emerging Economies	**	5,643
*	Variable Annuity Life Insurance Company	Global Real Estate Fund	**	1,165
*	Variable Annuity Life Insurance Company	Government Money Market I	**	3,847
*	Variable Annuity Life Insurance Company	Growth Fund	**	23,570
*	Variable Annuity Life Insurance Company	High Yield Bond Fund	**	848
*	Variable Annuity Life Insurance Company	Inflation Protected Fund	**	872
*	Variable Annuity Life Insurance Company	International Equities Index	**	6,251
*	Variable Annuity Life Insurance Company	International Value	**	5,925
*	Variable Annuity Life Insurance Company	Intl Opportunities (Small Cap Equity)	**	2,275
*	Variable Annuity Life Insurance Company	Intl Socially Responsible Fund	**	511
*	Variable Annuity Life Insurance Company	Large Cap Strategic Gwth	**	19,385
*	Variable Annuity Life Insurance Company	Mid Cap Index Fund	**	5,452
*	Variable Annuity Life Insurance Company	Mid Cap Strategic Gwth	**	2,608
*	Variable Annuity Life Insurance Company	Mid Cap Value Fund	**	14,543
*	Variable Annuity Life Insurance Company	Moderate Growth Lifestyle	**	7,251
*	Variable Annuity Life Insurance Company	NASDAQ-100® Index Fund	**	4,653
*	Variable Annuity Life Insurance Company	Science & Technology Fund	**	24,074
*	Variable Annuity Life Insurance Company	Small Cap Index Fund	**	269
*	Variable Annuity Life Insurance Company	Small Cap Value Fund	**	1,893
*	Variable Annuity Life Insurance Company	Stock Index Fund	**	30,159
*	Variable Annuity Life Insurance Company	US Socially Responsible Fund	**	3,740
*	Variable Annuity Life Insurance Company	Systematic Core Fund	**	103
*	Variable Annuity Life Insurance Company	Vanguard Long-Term Treasury	**	103
*	Variable Annuity Life Insurance Company	Vanguard Windsor II	**	4,490
<i>Total annuity funds</i>				186,856
<i>Pooled Separate Accounts</i>				
*	Voya Investment Management Co. LLC (US)	American Century Small Cap Value	**	72,393
*	Voya Investment Management Co. LLC (US)	American Funds Small Cap R6	**	8,599
*	Voya Investment Management Co. LLC (US)	American Funds Europacific Growth	**	28,649
*	Voya Investment Management Co. LLC (US)	Federated Government Obligations Fund	**	58,425
*	Voya Investment Management Co. LLC (US)	Federated Total Return Bond Fund	**	5,899
*	Voya Investment Management Co. LLC (US)	Fidelity Small Cap Index	**	932
*	Voya Investment Management Co. LLC (US)	Invesco Small Cap Growth	**	9,984
*	Voya Investment Management Co. LLC (US)	JPMorgan LgCo Grw Fnd R6	**	15,461

Goodwill Industries, Inc. Omaha Retirement Plan

SUPPLEMENTAL SCHEDULE

Federal Identification Number 47-0378996
Plan Number 001

FORM 5500 - SCHEDULE H, Line 4i
SCHEDULE OF ASSETS (Held at End of Year)
as of December 31, 2022

*	Voya Investment Management Co. LLC (US)	Voya Gv Mny Mkt F A (Hld Acct)	**	8,618
*	Voya Investment Management Co. LLC (US)	Prudential High Yield Z	**	50,648
*	Voya Investment Management Co. LLC (US)	Vanguard Equity Income	**	143,209
*	Voya Investment Management Co. LLC (US)	Vanguard Midcap Index Fund Adm	**	895
*	Voya Investment Management Co. LLC (US)	VY TRwPr Divr MdCp Gr Pt R6	**	49,147
*	Voya Investment Management Co. LLC (US)	Vanguard Select Value	**	7,217
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2020	**	807,903
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2025	**	488,881
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2030	**	292,599
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2035	**	374,966
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2040	**	275,892
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2045	**	922,539
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2050	**	115,799
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2055	**	243,902
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2060	**	88,203
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2065	**	21,924
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement Income	**	707,088
*	Voya Investment Management Co. LLC (US)	Vanguard Total Stock Market Index Fund	**	118,890
<i>Total pooled separate accounts</i>				<u>4,918,662</u>
<i>Fixed annuity account</i>				
*	Voya Investment Management Co. LLC (US)	Voya Fixed Account	**	<u>296</u>
<i>Total</i>				<u>5,298,171</u>
Loans to participants with interest rate of				
*	Participant notes receivable	4.25% - 8.50% maturing 2023 - 2027	- 0 -	<u>11,688</u>
<i>Total</i>				<u>\$ 5,309,859</u>
*	<i>Party-in-interest</i>			
**	<i>The cost of participant-directed investments is not required to be disclosed.</i>			

***Goodwill Industries, Inc. Omaha Retirement Plan
Omaha, Nebraska***

December 31, 2022 and 2021

***Financial Statements
and
Independent Auditor's Report***



CPAs & Consultants | Wealth Management

Goodwill Industries, Inc. Omaha Retirement Plan

Years ended December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor and Investment Committee of
Goodwill Industries, Inc. Omaha Retirement Plan
Omaha, Nebraska

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Goodwill Industries, Inc. Omaha Retirement Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Goodwill Industries, Inc. Omaha Retirement Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note H to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section.

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Goodwill Industries, Inc. Omaha Retirement Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill Industries, Inc. Omaha Retirement Plan's ability to continue as a going concern for one year after the date that the financial statements are issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Goodwill Industries, Inc. Omaha Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Goodwill Industries, Inc. Omaha Retirement Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter — Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2022 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

ABE LLP

Lincoln, Nebraska
October 6, 2023

Goodwill Industries, Inc. Omaha Retirement Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

ASSETS

	<u>2022</u>	<u>2021</u>
Investments, at fair value (notes B, C and H)	\$ 5,298,171	\$ 6,544,886
Receivables (note B)		
Participant Contributions	-	11,238
Employer contributions	-	5,055
Notes receivable from participants (note A)	<u>11,688</u>	<u>19,359</u>
Total Receivables	<u>11,688</u>	<u>35,652</u>
Net assets available for benefits	<u>\$ 5,309,859</u>	<u>\$ 6,580,538</u>



See accompanying notes to financial statements.

Goodwill Industries, Inc. Omaha Retirement Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2022

Additions to net assets attributed to:	
Dividends	\$ 171,388
Interest Income	<u>5,286</u>
Total investment income	<u>176,674</u>
Interest income on notes receivable from participants	<u>793</u>
Contributions (note A)	
Employer contributions	135,074
Participants' contributions	297,999
Participants' rollovers	<u>27,768</u>
Total contributions	<u>460,841</u>
Total additions	<u>638,308</u>
Deductions from net assets attributed to:	
Benefits paid directly to participants (note A)	682,170
Net depreciation in fair value of investments (note H)	1,194,322
Administrative expense (note B)	<u>32,495</u>
Total deductions	<u>1,908,987</u>
NET DECREASE IN NET ASSETS	(1,270,679)
Net assets available for benefits:	
Beginning of year	<u>6,580,538</u>
End of year	<u>\$ 5,309,859</u>

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following brief description of Goodwill Industries, Inc. Omaha Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan, which became effective January 16, 1998, and was most recently amended September 7, 2020, is a defined contribution plan with a 403(b) arrangement covering all non-highly compensated employees of Goodwill Industries, Inc. (the Company) on the first day in which they are employed by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Investment Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan's investment offerings, and monitors investment performance.

Elective Contributions. Each year eligible employees may make pre-tax salary and Roth reduction contributions to the Plan not to exceed Internal Revenue Code limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 27 mutual funds, held in a pooled separate account, as investment options for participants. The 30 funds held with Variable Annuity Life Insurance Company are not current investment options for participants. Balances in those funds are remaining balances from former employees.

Employer Contributions. The Company may make a discretionary matching contribution on behalf of each eligible participant. Discretionary matching contributions are determined on a pay-period basis and are based on elective deferrals. Any discretionary contributions made are on behalf of all participants with at least one year of eligible service and attaining the age of 21. In 2022, the Company made a matching contribution of an amount equal to 100% of the first 4% of each participant's elective deferral. During the year ended December 31, 2022, the total discretionary matching contribution was \$135,074.

Participant Accounts. Each participant's account is credited with the participant's contribution, and allocations of the Company's contributions and Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 20% vested after one year of credited service, 40% after two years, 60% after three years, 80% after four years and 100% vested after five years of credited service, if they reach normal retirement age during employment, upon death, or total permanent disability.

Notes Receivable from Participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested interest in the Plan. The loans are secured by the balance in the participant's account. The loan interest rate is set at 1% above the prime rate, as defined. Principal and interest is paid ratably through bi-weekly payroll deductions.

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - CONTINUED

Payment of Benefits. On separation of service due to death, disability, retirement, or termination, a participant may elect to receive a cash distribution in the form of: (a) a lump sum, (b) substantially equal installments, or (c) partial withdrawals with no minimum required. Distributions may be made to a participant who has not separated from service upon reaching normal retirement age. Distributions may be made as soon as administratively feasible at the participant's election.

Termination of employment prior to normal retirement requires distribution if the account balance does not exceed \$1,000. The participant can elect to receive: (a) a direct rollover to an IRA or another qualified retirement plan or (b) a payment in cash, subject to federal tax withholding and generally a penalty tax if under age 59½. If no election is made, the benefit will be rolled over to an IRA. If the account balance is less than \$1,000, the distribution will be paid in cash. If the vested account balance is greater than \$5,000, the participant may defer distribution until normal retirement age or further defer to age 72.

Forfeited Accounts. Forfeiture accounts are used to reduce the Company's discretionary contribution and pay administrative expenses. At December 31, 2022 and 2021, these accounts totaled \$11,623 and \$4,021 respectively. During the year ended December 31, 2022, \$4,547 of forfeitures were used to reduce the Company's discretionary contribution.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition. The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan utilizes a framework to prioritize the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full-term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Investment Valuation and Income Recognition – Continued.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Transfers between levels shall occur at the actual date of the event or change in circumstances that caused the transfer. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs. See Note C for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation in net assets includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced, and a benefit payment is recorded.

Employer Contribution Receivable. Employer contribution receivable is measured at the amount owed to participants by the Company at December 31, 2022 and 2021.

Payment of Benefits. Benefits are recorded when paid.

Expenses. Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Expenses incurred for the administration of the Plan are the responsibility of the Plan and are included in administrative expenses on the statement of changes in net assets available for benefits. Other indirect expenses are included in net depreciation of fair value of investments.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE C - FAIR VALUE

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used during the years ended December 31, 2022 and 2021.

Pooled separate accounts and annuity funds: Calculated as a unit value for each separate account investment based on the underlying assets, which are a mix of mutual funds. All underlying investment options are valued daily. This daily price is considered the selling price for transfers and withdrawals and is calculated each day the principal market is open. The investment options are available for trading each day the principal market is open.

Fixed annuity account: Calculated as a unit value for each separate account investment based on the underlying assets, which are a mix of mutual funds. All underlying investment options are valued daily. This daily price is considered the selling price for transfers and withdrawals and is calculated each day the principal market is open. The investment options are available for trading each day the principal market is open. The annuity is an obligation of Voya's general account and has guaranteed earnings.

Guaranteed interest accounts: Valued at fair value, which is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

Goodwill Industries, Inc. Omaha Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE C - FAIR VALUE - CONTINUED

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021.

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2022</u>				
Pooled separate accounts	\$4,918,662	\$ -	\$ 4,918,662	\$ -
Fixed annuity account	296	-	296	-
Annuity funds	186,856	-	186,856	-
Guaranteed interest accounts	192,357	-	192,357	-
Total	<u>\$5,298,171</u>	<u>\$ -</u>	<u>\$ 5,298,171</u>	<u>\$ -</u>
<u>December 31, 2021</u>				
Pooled separate accounts	\$6,103,192	\$ -	\$ 6,103,192	\$ -
Annuity funds	248,281	-	248,281	-
Guaranteed interest accounts	193,413	-	193,413	-
Total	<u>\$6,544,886</u>	<u>\$ -</u>	<u>\$ 6,544,886</u>	<u>\$ -</u>

NOTE D – INVESTMENT CONTRACT

The Plan's investment in the guaranteed interest account with VALIC is not considered to be a fully benefit responsive investment contract. The underlying investments of the guaranteed investment contract are backed by the general account of VALIC. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed by the Plan.

The interest rate depends on the date the participant established his/her account. The minimum guaranteed interest rate is 1.00%. VALIC states that the average yield of the fund and the average yield credited to the participants is one and the same. Average interest yield based on amounts credited to participant accounts in 2022 and 2021 was 1.24%.

NOTES TO FINANCIAL STATEMENTS

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

NOTE F - TAX STATUS

The Plan is based on a Volume Submitter 403(b) Plan of Goldleaf Partners, which received a determination letter from the IRS dated March 31, 2017, stating that the Volume Submitter Plan was designed in accordance with provisions of the Internal Revenue Code (IRC). The Plan Administrator and the Plan's tax counsel believe the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

For the years ended December 31, 2022 and 2021, the Plan had no tax liability on unrelated business activity. The Plan believes that it has appropriate support for any tax positions taken, and as such, does not have any uncertain tax positions that are material to the financial statements. The Plan's Federal Returns for December 31, 2022, 2021, and 2020 are subject to examination by the IRS, generally for three years after they were filed.

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE H - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2022 and 2021, and net depreciation in fair value of investments and interest for the year ended December 31, 2022, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Nationwide Trust Company for the period January 1, 2022 to May 9, 2022, Voya Financial for the period May 10, 2022 to December 31, 2022 and Variable Annuity Life Insurance Company for the period January 1, 2022 to December 31, 2022 (the custodians of the Plan).

Goodwill Industries, Inc. Omaha Retirement Plan

NOTES TO FINANCIAL STATEMENTS

NOTE H - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS - CONTINUED

Accordingly, the custodians have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	December 31,	
	2022	2021
Investments, at fair value	\$ 5,298,171	\$ 6,544,886
	Year Ended December 31, 2022	
Investment return		
Net depreciation in fair value of investments	\$ 1,194,322	
Dividend income	171,388	
Interest income	5,286	
Total investment return	\$ 1,370,996	

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE I - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Plan receives custodial services from Voya Financial (beginning May 10, 2022) and Variable Annuity Life Insurance Company and their affiliates, the custodians as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The Company also received custodial services from Nationwide Trust Company from January 1, 2022 until May 9, 2022, and these transactions also qualify as party-in-interest transactions. The Plan paid Nationwide \$16,918, Voya Financial \$15,324, and VALIC \$253 for custodial services, which is included in administrative expense on the statement of changes in net assets available for benefits. Other indirect payments for investment advisory and administrative services are included in net depreciation in fair value of investments. The Plan Sponsor pays directly any other fees related to the Plan's operations.

NOTE J - SUBSEQUENT EVENTS

Subsequent events have been evaluated through the audit report date, the date the financial statements were available to be issued.

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SUPPLEMENTAL INFORMATION

Goodwill Industries, Inc. Omaha Retirement Plan

SUPPLEMENTAL SCHEDULE

Federal Identification Number 47-0378996

Plan Number 001

FORM 5500 - SCHEDULE H, Line 4i
SCHEDULE OF ASSETS (Held at End of Year)
as of December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
<i>Guaranteed Interest Accounts</i>				
*	Variable Annuity Life Insurance Company	Fixed Account Plus	**	\$ 183,497
*	Variable Annuity Life Insurance Company	Short Term Fixed Asset	**	8,860
<i>Total guaranteed interest accounts</i>				192,357
<i>Annuity Funds</i>				
*	Variable Annuity Life Insurance Company	Ariel Fund	**	13,524
*	Variable Annuity Life Insurance Company	Blue Chip Growth Fund	**	41
*	Variable Annuity Life Insurance Company	Core Bond Fund	**	3,509
*	Variable Annuity Life Insurance Company	Dividend Value	**	152
*	Variable Annuity Life Insurance Company	Emerging Economies	**	5,643
*	Variable Annuity Life Insurance Company	Global Real Estate Fund	**	1,165
*	Variable Annuity Life Insurance Company	Government Money Market I	**	3,847
*	Variable Annuity Life Insurance Company	Growth Fund	**	23,570
*	Variable Annuity Life Insurance Company	High Yield Bond Fund	**	848
*	Variable Annuity Life Insurance Company	Inflation Protected Fund	**	872
*	Variable Annuity Life Insurance Company	International Equities Index	**	6,251
*	Variable Annuity Life Insurance Company	International Value	**	5,925
*	Variable Annuity Life Insurance Company	Intl Opportunities (Small Cap Equity)	**	2,275
*	Variable Annuity Life Insurance Company	Intl Socially Responsible Fund	**	511
*	Variable Annuity Life Insurance Company	Large Cap Strategic Gwth	**	19,385
*	Variable Annuity Life Insurance Company	Mid Cap Index Fund	**	5,452
*	Variable Annuity Life Insurance Company	Mid Cap Strategic Gwth	**	2,608
*	Variable Annuity Life Insurance Company	Mid Cap Value Fund	**	14,543
*	Variable Annuity Life Insurance Company	Moderate Growth Lifestyle	**	7,251
*	Variable Annuity Life Insurance Company	NASDAQ-100® Index Fund	**	4,653
*	Variable Annuity Life Insurance Company	Science & Technology Fund	**	24,074
*	Variable Annuity Life Insurance Company	Small Cap Index Fund	**	269
*	Variable Annuity Life Insurance Company	Small Cap Value Fund	**	1,893
*	Variable Annuity Life Insurance Company	Stock Index Fund	**	30,159
*	Variable Annuity Life Insurance Company	US Socially Responsible Fund	**	3,740
*	Variable Annuity Life Insurance Company	Systematic Core Fund	**	103
*	Variable Annuity Life Insurance Company	Vanguard Long-Term Treasury	**	103
*	Variable Annuity Life Insurance Company	Vanguard Windsor II	**	4,490
<i>Total annuity funds</i>				186,856
<i>Pooled Separate Accounts</i>				
*	Voya Investment Management Co. LLC (US)	American Century Small Cap Value	**	72,393
*	Voya Investment Management Co. LLC (US)	American Funds Small Cap R6	**	8,599
*	Voya Investment Management Co. LLC (US)	American Funds Europacific Growth	**	28,649
*	Voya Investment Management Co. LLC (US)	Federated Government Obligations Fund	**	58,425
*	Voya Investment Management Co. LLC (US)	Federated Total Return Bond Fund	**	5,899
*	Voya Investment Management Co. LLC (US)	Fidelity Small Cap Index	**	932
*	Voya Investment Management Co. LLC (US)	Invesco Small Cap Growth	**	9,984
*	Voya Investment Management Co. LLC (US)	JPMorgan LgCo Grw Fnd R6	**	15,461

Goodwill Industries, Inc. Omaha Retirement Plan

SUPPLEMENTAL SCHEDULE

Federal Identification Number 47-0378996
Plan Number 001

FORM 5500 - SCHEDULE H, Line 4i
SCHEDULE OF ASSETS (Held at End of Year)
as of December 31, 2022

*	Voya Investment Management Co. LLC (US)	Voya Gv Mny Mkt F A (Hld Acct)	**	8,618
*	Voya Investment Management Co. LLC (US)	Prudential High Yield Z	**	50,648
*	Voya Investment Management Co. LLC (US)	Vanguard Equity Income	**	143,209
*	Voya Investment Management Co. LLC (US)	Vanguard Midcap Index Fund Adm	**	895
*	Voya Investment Management Co. LLC (US)	VY TRwPr Divr MdCp Gr Pt R6	**	49,147
*	Voya Investment Management Co. LLC (US)	Vanguard Select Value	**	7,217
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2020	**	807,903
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2025	**	488,881
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2030	**	292,599
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2035	**	374,966
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2040	**	275,892
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2045	**	922,539
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2050	**	115,799
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2055	**	243,902
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2060	**	88,203
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement 2065	**	21,924
*	Voya Investment Management Co. LLC (US)	Vanguard Target Retirement Income	**	707,088
*	Voya Investment Management Co. LLC (US)	Vanguard Total Stock Market Index Fund	**	118,890
<i>Total pooled separate accounts</i>				<u>4,918,662</u>
<i>Fixed annuity account</i>				
*	Voya Investment Management Co. LLC (US)	Voya Fixed Account	**	<u>296</u>
<i>Total</i>				<u>5,298,171</u>
Loans to participants with interest rate of				
*	Participant notes receivable	4.25% - 8.50% maturing 2023 - 2027	- 0 -	<u>11,688</u>
<i>Total</i>				<u>\$ 5,309,859</u>
*	<i>Party-in-interest</i>			
**	<i>The cost of participant-directed investments is not required to be disclosed.</i>			