



2011 / 2012 ANNUAL REPORT

Evolving brand, expanding impact.



Good360

GOODS FOR THE GREATER GOOD™

EVOLVING BRAND

FEBRUARY 2011



CHANGING DIAPERS, CHANGING LIVES CAMPAIGN AIMS TO DONATE DIAPERS TO FAMILIES IN NEED

Good360 kicked off the campaign aimed to distribute free Seventh Generation diapers to babies-in-need through \$5 text contributions.

OCTOBER 2011



GOOD360, NATIONAL LEAGUE OF CITIES AND THE HOME DEPOT FOUNDATION PARTNER TO DISTRIBUTE HOUSEWARMING AND TOOL KITS TO MILITARY VETERANS

Good360 continued its partnership with the National League of Cities (NLC) at the 2011 Congress of Cities & Exposition in Phoenix. Volunteers assembled housewarming and tool kits filled with product donated by The Home Depot Foundation and distributed them to U.S. VETS-Phoenix and nonprofits serving military veterans across the nation. The three partners went on to host a similar event at the 2012 Congress of Cities & Exposition in Boston.

JANUARY 2012



NEW RESEARCH PROVES THE BUSINESS CASE FOR PRODUCT GIVING

Good360 enlisted the help of Indiana University's School of Public and Environmental Affairs (SPEA) to provide the first detailed examination of the return on investment for donating merchandise as opposed to liquidating or destroying it. The results overwhelmingly demonstrated that donation is best for the corporate bottom line.

APRIL 2012



CARLY FIORINA JOINS GOOD360 AS NEW CHAIRMAN OF THE BOARD

Carly Fiorina, former chairman and chief executive officer of HP, took on the role of chairman of the board. Fiorina first shared the announcement on CNBC's "Squawk Box."

OCTOBER 2012



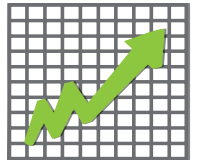
SUPERSTORM SANDY RELIEF

In response to Superstorm Sandy, Good360 raised \$31,829 from individual supporters to deliver \$2.1M worth of relief products donated by 19 generous companies to 30 recipient nonprofits working on the ground to assist in emergency relief and long-term recovery.

JANUARY 2011

GOOD360 BEGINS TO OFFER FREE REGISTRATION TO NONPROFITS VIA AN ONLINE REGISTRATION TOOL

With the elimination of membership fees, Good360's network of nonprofits began to grow exponentially. Between January 2011 and December 2012, membership grew 385% - from 7,000 nonprofit members to almost 34,000.



APRIL 2011

GIFTS IN KIND INTERNATIONAL ANNOUNCES NAME CHANGE TO GOOD360



Gifts In Kind International changed its name to Good360, signifying a strategic organizational transformation that will evolve the field of product philanthropy. One of the most significant aspects of this transition includes a new online donation marketplace that will effectively connect those who have with those who need.



NOVEMBER 2011

GOOD360 IS RANKED #6 ON FORBES TOP 20 MOST EFFICIENT LARGE US CHARITIES



MARCH 2012

GOOD360 OPENS NATIONAL DISTRIBUTION AND SORTING CENTER IN OMAHA, NEBRASKA

With the support of The UPS Foundation and The Home Depot Foundation, Good360 consolidated product donations that were previously stored in 12 different cities throughout the United States and Canada in Omaha, Nebraska in an effort to streamline its supply chain and reduce the cost of logistics. Good360 provides training via Nebraska's welfare reform program.



JUNE 2012

GOOD360 RECEIVES 2012 EXCELLENCE AWARD FOR EXEMPLARY PARTNERSHIP WITH THE HOME DEPOT



The Committee Encouraging Corporate Philanthropy (CECP) recognized Good360 as the recipient of its 2012 Directors' Award, in partnership with The Home Depot for their collaborative Framing Hope Product Donation Program. The award honors an exemplary partnership between a corporation and a nonprofit and was a part of CECP's 12th Annual Excellence Awards in Corporate Philanthropy.

NOVEMBER 2012

GOOD360 RECEIVES KNIGHT FOUNDATION SUPPORT TO ENGAGE COMMUNITIES THROUGH TECHNOLOGY

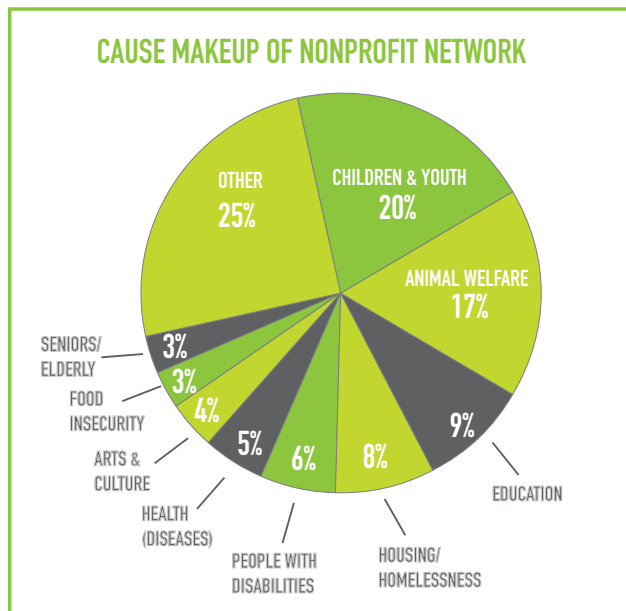


Good360 announced that it will use a grant from the John S. and James L. Knight Foundation to engage communities, individuals and companies through its new online product exchange platform. The support was part of Knight's Technology for Engagement Initiative, founded on the ideal that technology has the power to transform our democracy. The initiative funds projects that experiment with ways people can engage with and take action on issues they care about.

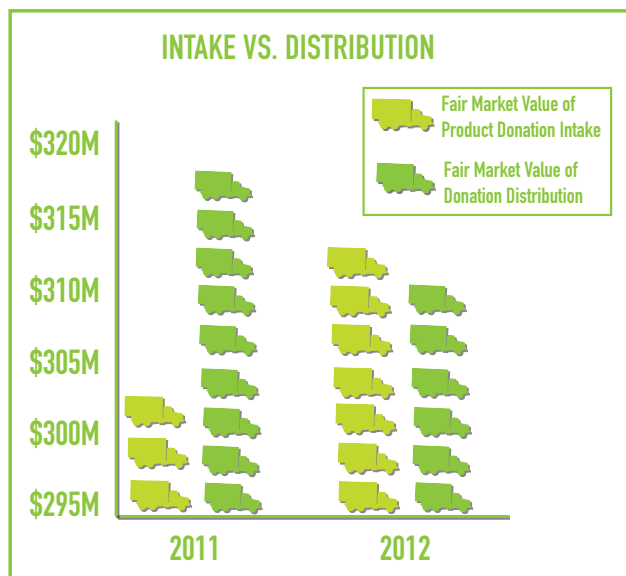
EXPANDING IMPACT

Between January 2011 and December 2012, Good360 distributed \$627 million worth of donated product to dedicated nonprofits around the world. Connecting these nonprofits with donated product from America's top brands saved them in excess of \$604 million – money that went to support, and in some cases, expand their programs in underserved communities.

THE CAUSES WE SUPPORT



VOLUME OF DONATED PRODUCT



NONPROFIT NETWORK

Due to the elimination of membership fees in early 2011, Good360 was able to expand its nonprofit reach by more than 300%. By the end of 2012, more than 33,000 qualified charities, schools and libraries were able to access product donations through a variety of distribution channels.



IMPACT IN NUMBERS



Community Redistribution Partners operated warehouses across the United States, enabling Good360 to help thousands of community-based organizations.



Retail stores were matched to local nonprofits that picked up donated products directly, creating lasting community partnerships.



Countries received vital product resources from America's top brands.



Truckloads of donated product were delivered to nonprofits, instead of being disposed of in a landfill.

HOW GOODS BECOME GREAT



Employee giving programs designed and implemented by Good360 encourage employees to impact the community by donating their company's products. For the past nine years, HP has been helping their employees provide new technology

to qualified U.S. educational and nonprofit organizations where they work and live. HP employees contribute just **25 percent** of the equipment's list price and the remaining **75 percent** is matched by the company. Good360 then verifies the recipients' eligibility, processes the donation request and provides customer service and order support for the product donations. In 2012 alone, **\$4.7 million** of HP technology product donations were donated to more than **1,300** charities and schools across the United States.

"With the HP/Good360 matching contribution this combined donation allowed us to replace 56 student and teacher computers at our campus, almost all of which were more than seven years old. Please know that the fantastic contributions from HP employees and the overwhelming generosity of HP's 3:1 matching are having a substantial, positive impact on the 500 students presently enrolled in Meadows Elementary, and that this impact will continue through this decade and beyond."

-Connie Harrington, principal of Meadows Elementary School



MATTEL Mattel's Philanthropy Programs, focused on improving the lives of children in need, was able to expand their giving program in 2011 due to Good360's one-of-a-kind online donation catalog. As a result of the increased nonprofit network accessibility, Mattel was able to donate more than a half a million toys globally in 2011 and 2012, worth approximately **\$5.3 million**. These toys reached nearly **1,800** charities and hospitals serving children.

"Not only do toys allow therapists to engage the children in pretend play and enhance fine-motor and social skills, they provide a desirable reward that motivates our students. The simplest wrestler action figure can provide focus, inspiration and enjoyment and we are very thankful for the toys Mattel provides."

-Emily Cabrera, Volunteer & External Resources Coordinator at Horace Mann Educational Associates (HMEA)



Sleep is essential to a person's health and wellbeing. According to the National Sleep Foundation, at least **40 million** Americans suffer from sleep disorders and **69 percent** of children experience sleep problems.

Having a bed to sleep on allows children to be well rested and able to focus in school, provides wounded veterans a place to heal and enable shelters and transitional housing programs to open their doors to more in need. In 2011 and 2012, Good360 was able to deliver tens of thousands of Tempur-Pedic mattresses to more than **100** nonprofit groups that are using them in shelters or distributing them to families in need.

"Our goal is to impact each child physically, emotionally, academically and spiritually by helping them get a good night's sleep. We have distributed more than 200 mattresses through the Tempur-Pedic program and we are so grateful."

-Rani Lange, Beds for Every Body



Disney Store is the founding donor of Good360's retail donation program, and has partnered with Good360 since 1998. Disney Store has donated millions of dollars worth of Disney merchandise, extending their core

principles of brightening the lives of kids and families in need, and helping to strengthen communities around the world. Through the years, Good360 has noticed that Disney Store Cast Members have created long-standing relationships with local nonprofit organizations. These relationships continue to help the nonprofits make a difference in the communities. More than **200** Disney Store locations across the country are matched with Good360 nonprofits.

"I selected Disney as a retail partner to offer children, families and programs contributions that would enhance the goals of our mission. Throughout the year, KEYS is able to share the excitement and happiness that plays into the hearts of young children when fun times are made possible, particularly in a time when their lives are faced with the hardships, hurt and despair of homelessness."

-Valerie Guste Johnson, President and Founding Director of KEYS for the Homeless Foundation, Inc.



In April 2012, ANN INC., the parent company of Ann Taylor and LOFT, announced a

partnership that aimed to facilitate the donation of reusable products to local charities that support women and children. In less than a year, more than 100 donations amounting to more than **40,000** lbs of materials were placed with **90** different nonprofits in 36 states across the US.

"Our stores, operated by individuals with developmental disabilities, are able to use the fixtures donated by ANN INC. to replace the broken displays we currently use without having to spend money. "

-Marie Tino, Freedom Work Opportunities Inc.



In November of 2012, PetSmart announced the launch of its hard goods donation program across its more than **1,200** stores in the United States, Puerto Rico and Canada. The program aimed to save approximately **3,000** dumpsters of usable cat and dog products annually from going into landfills and benefit over **900** animal welfare organizations in local communities. Through the program, tested in August 2011 with ten PetSmart stores and expanded to a **140**-store pilot in February 2012, over **1.2** million items have been donated to-date valuing over **\$990,000**.

“This partnership allows the Humane Society of Southern New Mexico (HSSNM) to work directly with our PetSmart, Inc. store to receive donations of discontinued products such as dog/cat beds, bowls, toys, collars and leads to offset the costs associated with running our programs and fulfilling our mission. The donated toys and accessories will be provided to participants of our youth programs to re-enforce pet owner responsibility, pet socialization and care. Other recipients include HSSNM pet foster parents for enhanced foster animal socialization and training.”

-Frank Bryce, President of The Humane Society of Southern New Mexico



Through a new partnership with Walmart in 2011, Good360 was able to connect nearly **800** truckloads of valuable product from return centers

in Las Vegas, NV and Johnstown, NY directly to 476 nonprofits by the end of 2012. Twenty-seven of these nonprofits were Good360 Community Distribution Partners – nonprofits able to accept large shipments, break down quantities and serve smaller organizations in the community. Together, **\$54M** worth of diapers, paper products and personal care items were distributed to those in need across the country – product that may have otherwise been disposed of in a landfill.

“The challenges we face are difficult. On the Sioux Reservations of South Dakota, unemployment rates are at 85 percent, 70 percent of the people have no transportation, the average life expectancy is 45 years of age, infant mortality is 10 times the national average and 31 percent of Native American children under the age of four are obese due to lack of proper nutrition. All the products we received from Walmart and Good360 help the quality of life for Native Americas and we want to thank you for your help making this possible.”

-Tim Curns, Operations Manager for the Native American Heritage Association (NAHA)



In conjunction with Earth Day 2012, JPMorgan Chase announced the launch of Tech Warehouse, a JPMorgan

Chase Technology for Social Good program that will assist nonprofit organizations and schools with contributions of the firm’s refurbished technology to enhance communities, improve individual productivity and address zero waste initiatives. This innovative program leverages the benefits of sustainable management of resources at their end of life in order to make a positive impact on the world. : To date, JPMorgan Chase has donated **1151** laptops, **682** desktops and **668** monitors to nearly **400** deserving nonprofits and schools.

“We had been looking at a new computer system that would allow us to track daily incidents, activity and medications as we provide 24-hour residential support to individuals with developmental disabilities. We had no way of obtaining the computers needed for the system until JPMorgan Chase made their laptops available through Good360. You have made our world a little better and our client service a little stronger.”

-Paul Steed, Executive Director of the Ron Wilson Center



By the end of 2012, Framing Hope had reached the **\$150M** milestone in product donations with **1,171** stores activated. The **\$37.7M** in product donated during 2012 alone benefited more than **60,000** homes and local facilities that help deserving families and individuals in their areas – **\$14M** of which went directly to support The Home Depot Foundation’s veteran’s initiative. Not only does the program impact thousands of lives each year,

it promotes sustainable environmental practices while fostering employee and community engagement as relationships form between the nonprofits and the local retail stores. In 2011 & 2012, Indiana University’s School of Public and Environmental Affairs also published research measuring the social, economic and environmental impact of the Framing Hope program. Results include:

- Social Impact:** Nearly **600,000** low income families reached.
- Economic Impact:** More than **\$56** million in embodied energy costs saved.
- Environmental Impact:** The Framing Hope program has helped families across the nation increase the sustainability of their homes by distributing ENERGY STAR products that help them save money on their energy bills. The program has also saved landfill space equivalent to approximately **6,000** garbage trucks.

“Building products received through the Framing Hope Product Donation program and our partnership with The Home Depot Foundation and Good360 have supported several of our veteran renovation and construction projects across the U.S. These products help us to stretch our budgets and to provide hundreds of veterans improved, safe and comfortable Permanent Supportive Housing.”

-Tim Cantwell, President of Cantwell Anderson Inc.’s Cloudbreak Communities for Veterans

FINANCIAL SUMMARY

Consolidated Financial Statement for the years ended December 31, 2011 and 2012.

Between January 2011 and December 2012, Good360 was able to deliver products and services for less than 1% of total expenses. This ranked Good360 #6 on *Forbes'* Top 20 Most Efficient Large US Charities list in 2011. Due to Good360's charitable commitment, we are proud to say that we are able to deliver, on average, \$70 worth of goods for every dollar donated.

For full financial statements, contact gerald@good360.org.

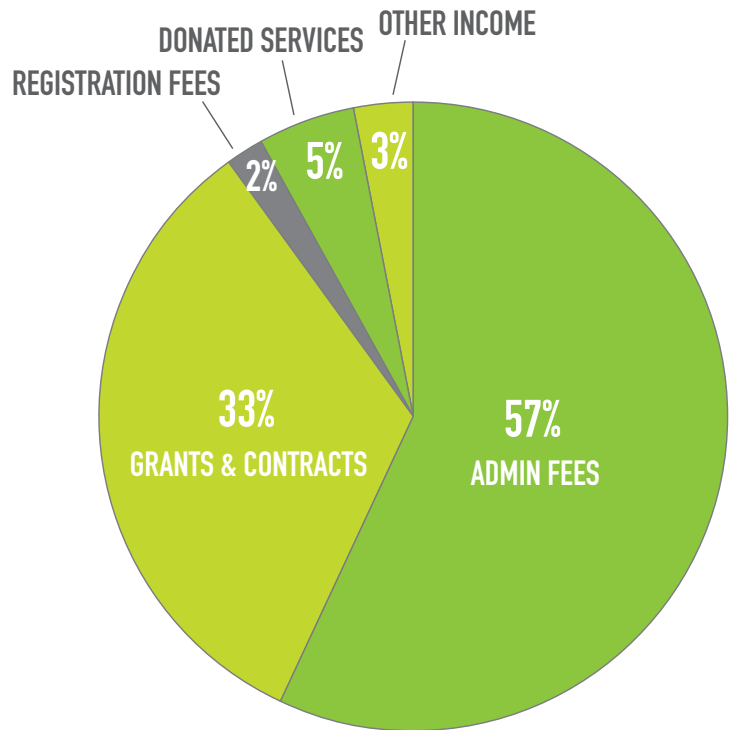
GOOD360
RANKED #6
BY Forbes
MOST EFFICIENT
CHARITIES 2011

\$70 worth of goods delivered, on average, for every dollar donated

SUPPORT & REVENUE	2011	2012
Product contributions	\$302,948,975	\$311,548,853
Shipping & handling fees	\$4,492,997	\$4,247,486
Grants, contract & contributions	\$2,913,205	\$2,194,033
Registration fees	\$190,559	\$110,106
Donated services & other	\$515,668	\$620,131
TOTAL SUPPORT & REVENUE	\$311,061,404	\$318,720,609

97% of all incoming contributions were product donations

CONTRIBUTIONS EXCLUDING PRODUCT IN 2011 & 2012



EXPENSES	2011	2012
Program Services		
Product distribution program	\$317,077,615	\$309,768,382
Supporting Services		
Management & general	\$2,157,724	\$1,899,220
Marketing & fundraising	\$1,085,233	\$624,900
TOTAL EXPENSES	\$320,320,572	\$312,292,448

BOARD

Carly Fiorina, Chair
Founder, *Carly Fiorina Enterprises*

Mikel Durham
Former Global Growth Officer,
PepsiCo Foodservice

Saul N. Ramirez, Jr.
Chief Executive Officer,
*National Association of Housing and
Redevelopment Officials*

Peter Resnick
Partner, Disputes & Investigations Leader,
*Grant Thornton LLP's Forensic and Valuation
Services practice*

Matthew Connelly
VP & GM of Network Operations, *UPS*

David Martin
Manager Partner, *Sterling Martin Associates*

Bob Schwartz
Managing Partner, *SchwartzGroup*

Matthew Shay
President & CEO, *National Retail Federation*

LEADERSHIP

Cindy Hallberlin
President & CEO

Kim Baich
Chief Operating Officer

Gerald Borenstein
Chief Financial Officer

Melissa Trumpower
Chief Marketing Officer & EVP,
Strategic Partnerships

Shabab Gruberg
Chief Information Officer

Chris Blake
EVP, Development

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NONPROFIT LEADER IN PRODUCT
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