

**GOODWILL INDUSTRIES OF THE SOUTHERN RIVERS, INC.
AND AFFILIATE COMPANIES
STATEMENT OF GUIDELINES WITH RESPECT TO
POTENTIAL CONFLICTS OF INTEREST AND STATEMENTS OF INDEPENDENCE**

Goodwill Industries of the Southern Rivers, Inc. and Affiliate Companies (GWISR), is a non-profit, charitable organization whose primary mission is to strive to achieve the full participation in society of disabled people and other individuals with barriers to employment by expanding their opportunities and occupational capabilities through a network of nonprofit, community-based organizations operating throughout the world in response to local needs. Under applicable laws and its own by-laws, ultimate authority for managing GWISR's affairs reside with its Board of Directors, which is composed of volunteers.

In view of the purposes of GWISR, and the nature of its activities, it appears unlikely that members of the Board of Directors will often, if ever, find themselves in a situation where an outside business, investment of professional interest, conflicts with their fiduciary duty to GWISR. In the hope of avoiding even theoretical or perceived conflicts of interest and to set an example for other organizations that may look to GWISR, for guidance with respect to the conduct of their own affairs, GWISR adopts the following guidelines with respect to participation by members of the Board of Directors in matters coming before them in which they may have a duality or potential conflict of interest:

1. No member of the Board of Directors shall knowingly take any action or make any statement intended to influence the conduct of Goodwill Industries of the Southern Rivers, Inc., in such a way as to confer any benefit on such member or family member, or on any corporation in which he or she has a significant interest as stockholder, director or officer.
2. In the event that a matter for consideration or decision comes before the Board of Directors that raises a potential conflict of interest for any member of the Board, the member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting. The member shall not be physically present during the Board's final discussion and vote on the issue.
3. Any member of the Board of Directors who is aware of a potential conflict of interest with respect to any matter coming before the Board shall not vote in connection with the matter.
4. These guidelines shall not be construed as preventing or discouraging any member of the Board of Directors from disclosing relevant information with respect to any matter as to which he or she has knowledge or from answering questions or stating his or her position with respect to any such matter.

These guidelines are to be adhered to in conjunction with the duties imposed on members of the Board of Directors in Article VI Section 1 of the Goodwill Industries of the Southern Rivers, Inc., By-laws. The guidelines supplement, but do not replace, the by-law standards.

1. Do you have a family member that is currently employed by Goodwill Industries and/or Affiliate Companies?

YES NO

2. In the past three years, have you been employed by Goodwill Industries and/or Affiliate Companies?

YES NO

3. In the past three years, have you:

A. Received payments to you, a family member, or your place of employment from Goodwill Industries and/or Affiliate Companies?

YES NO

B. Benefited from compensation paid to a family member who is an employee/trainee of Goodwill Industries and/or Affiliate Companies?

YES NO

5. Have you or your place of employment in the past three years received payments for goods or services purchased by Goodwill Industries and/or Affiliate Companies?

YES NO

CERTIFICATE of COMPLIANCE

I, _____, a member of the Board of Directors of

Goodwill Industries of the Southern Rivers, Inc., have answered the STATEMENTS OF INDEPENDENCE and certify my responses to be accurate and true and have read the STATEMENTS OF GUIDELINES WITH RESPECT TO POTENTIAL CONFLICTS OF INTEREST and agree to comply therewith.

Dated _____, 2008

Signed _____

Print Name _____