

**ALTERNATIVE REPORTING AND DISCLOSURE STATEMENT FOR BENEFIT  
PLANS FOR CERTAIN SELECTED EMPLOYEES**

TO THE SECRETARY OF LABOR:

This document serves as the requisite notice of compliance with the requirements of the Alternative Method of Reporting and Disclosure under Part 1 of Title 1 of the Employee Retirement Income Security Act of 1974 for unfunded or insured pension plan for a select group of management of highly compensated employees as specified in the Department of Labor Regulations, 29 C.F.R. Section 2520.104-23. The following information is provided by the undersigned employer.

Goodwill Industries of Central Indiana, Inc. ("Employer") entered into a Supplemental Retirement Agreement for James McClelland ("Agreement") effective January 1, 1994 for the purpose of providing certain deferred compensation for Mr. McClelland. The Agreement was amended and restated in April, 2000. Mr. McClelland is a management and highly compensated employee. Benefits under the Agreement are funded through the general assets of the Employer. The employee may elect to purchase an annuity with certain of the benefits paid. There is not another arrangement of this type for employees of the Employer, and Mr. McClelland is the only employee covered under this arrangement.

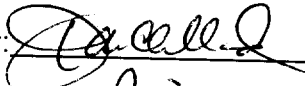
Name and Address of the Employer:

Goodwill Industries of Central Indiana, Inc.  
1635 W. Michigan Street  
Indianapolis, IN 46222

Employer Identification Number: 35-0893506

Dated: May, 2000

Goodwill Industries of Central Indiana, Inc.

By:   
Title: President

U.S. DEPT. OF LABOR  
OFFICE OF PUBLIC DISCLOSURE  
00 MAY 24 PM 2:04

**ICE  
MILLER  
DONADIO  
& RYAN**

May 17, 2000

Direct Phone (317) 236-2413  
Direct Fax (317) 592-4616  
Internet: Braitman@imdr.com

**CERTIFIED: Return Receipt Requested**

Top Hat Plan Exemption  
Pension and Welfare Benefits Administration  
Room N-5644  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

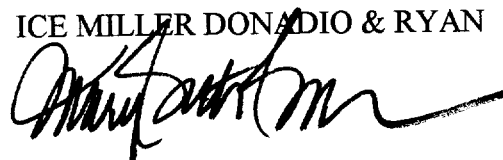
Dear Sirs:

Goodwill Industries of Central Indiana, Inc. ("Employer") has amended and restated a supplemental retirement agreement that it maintains for one of its management employees. Benefits under the Agreement will be paid as needed solely from the general assets of the Employer. Enclosed is the statement required by 29 CFR 2520.104-23.

If you have any questions concerning the plan, please do not hesitate to call or write.

Very truly yours,

ICE MILLER DONADIO & RYAN



Mary Beth Braitman

MBB:ddd  
Enclosure  
cc: James McClelland  
634363.1

