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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE GOODNIGHT EDUCATIONAL FOUNDATION		A Employer identification number 56-6533546	
Number and street (or P O box number if mail is not delivered to street address) 100 SAS CAMPUS DRIVE		B Telephone number (see instructions) (919) 677-8000	
City or town, state, and ZIP code CARY, NC 27513		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 114,433,769		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	70,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	257,654	257,654		
	4 Dividends and interest from securities.	1,138,333	1,138,333		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	657,099			
	b Gross sales price for all assets on line 6a <u>6,286,824</u>				
	7 Capital gain net income (from Part IV, line 2)		657,099		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-856			
	12 Total. Add lines 1 through 11	72,052,230	2,053,086		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,300	2,300		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,172	23,172		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23	23		
	24 Total operating and administrative expenses. Add lines 13 through 23	25,495	25,495		0
	25 Contributions, gifts, grants paid	667,000			667,000
	26 Total expenses and disbursements. Add lines 24 and 25	692,495	25,495		667,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	71,359,735			
	b Net investment income (if negative, enter -0-)		2,027,591		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	26,896,398	21,932,757
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges	59,086	
	10a	Investments—U S and state government obligations (attach schedule)	9,964 	7,143
	b	Investments—corporate stock (attach schedule)	10,826,124 	84,407,754
	c	Investments—corporate bonds (attach schedule)	3,245,875 	6,077,125
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		49,644 
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	41,037,447	112,474,423
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)	 100,447 	177,688
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	100,447	177,688
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	40,937,000	112,296,735
	30	Total net assets or fund balances (see page 17 of the instructions)	40,937,000	112,296,735
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	41,037,447	112,474,423

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	40,937,000
2	Enter amount from Part I, line 27a	2	71,359,735
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	112,296,735
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	112,296,735

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	657,099
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	390,394

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	455,000	13,693,595	0 033227
2010	395,000	10,475,808	0 037706
2009	397,677	7,059,519	0 056332
2008	419,443	7,867,883	0 053311
2007	410,013	8,716,814	0 047037

2	Total of line 1, column (d).	2	0 227613
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 045523
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	48,740,986
5	Multiply line 4 by line 3.	5	2,218,836
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	20,276
7	Add lines 5 and 6.	7	2,239,112
8	Enter qualifying distributions from Part XII, line 4.	8	667,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	40,552
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	40,552
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	40,552
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,300	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	18,300
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	22,252
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DONALD PARKER Telephone no ▶(919) 531-6803 Located at ▶100 SAS CAMPUS DRIVE CARY NC ZIP +4 ▶27513			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

[illegible]

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1		
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	31,050,742
b	Average of monthly cash balances.	1b	18,432,493
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	49,483,235
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	49,483,235
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	742,249
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,740,986
6	Minimum investment return. Enter 5% of line 5.	6	2,437,049

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,437,049
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	40,552
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	40,552
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,396,497
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,396,497
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,396,497

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	667,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	667,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	667,000
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,396,497
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			665,772	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 667,000				
a Applied to 2011, but not more than line 2a			665,772	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,228
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				2,395,269
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

See Additional Data Table

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	667,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	257,654		
4 Dividends and interest from securities.			14	1,138,333		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory			18	657,099		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
ATLAS RESOURCE PARTNERS	480000	-27				
11 Other revenue a LP						
b ATLAS ENERGY LP	480000	-829				
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e). .		-856		2,053,086		
13 Total. Add line 12, columns (b), (d), and (e).						2,052,230

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

2013-05-06

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☐

Yes

☒

No

Paid Preparer Use Only

Print/Type preparer's name

GEOFFREY E WIGGINS

Preparer's Signature

GEOFFREY E WIGGINS

Date

2013-05-14

Check if self-employed

☒

PTIN

Firm's name

ROMEO WIGGINS & COMPANY LLP

Firm's EIN

Firm's address

110 IOWA LN STE 104

Phone no

(919) 467-2050

CARY, NC 27511

Form 990-PF (2012)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FIDELITY Z85-467731 DETAIL ON FILE	P		
FIDELITY Z85-467731 DETAIL ON FILE	P		
FIDELITY - Z85-467731 PUTS	P		
FIDELITY - Z85-467731 CALLS	P		
ATLAS ENERGY LP	P		
ATLAS ENERGY LP	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,704,630		2,582,111	122,519
3,189,497		2,927,773	261,724
238,061		63,707	174,354
149,655		56,132	93,523
2			2
		2	-2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			122,519
			261,724
			174,354
			93,523
			2
			-2

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES H GOODNIGHT 	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
ANN BAGGETT GOODNIGHT 	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
LEAH A GOODNIGHT 	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
SUSAN G ELLIS 	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
DONALD R PARKER 	DIRECTOR 1 00	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

JAMES H GOODNIGHT
ANN B GOODNIGHT

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS CLUB OF WAKE COUNTY BOYS CLUB OF WAKE COUNTY 701 N RALEIGH BLVD 701 N RALEIGH BLVD RALEIGH,NC 27610	NONE	501(C)(3)	UNRESTRICTED	5,000
COMMUNITIES IN SCHOOLS OF WAKE COUN COMMUNITIES IN SCHOOLS OF WAKE COUNTY 871 HARP ST 871 HARP ST RALEIGH,NC 27604	NONE	501(C)(3)	UNRESTRICTED	10,000
CONTEMPORARY ART FOUNDATION CONTEMPORARY ART FOUNDATION 409 W MARTIN ST 409 W MARTIN STREET RALEIGH,NC 27603	NONE	501(C)(3)	SLICK FAMILY FOUNDATION CHALLENGE	100,000
FOUNDATION FOR EXCELLENCE IN EDUC FOUNDATION FOR EXCELLENCE IN EDUC 215 S MONROE ST STE 420 215 S MONROE ST STE 420 TALLAHASSEE,FL 32302	NONE	501(C)(3)	UNRESTRICTED	10,000
LUCY DANIELS CENTER FOR EARLY CHILD LUCY DANIELS CENTER FOR EARLY CHILDHOOD 9003 WESTON PARKWAY 9003 WESTON PARKWAY CARY,NC 275132201	NONE	501(C)(3)	UNRESTRICTED	5,000
MARBLES KIDS MUSEUM MARBLES KIDS MUSEUM 201 E HARGETT ST 201 E HARGETT ST RALEIGH,NC 27601	NONE	501(C)(3)	UNRESTRICTED	10,000
MEDICAL FOUNDATION OF NC INC MEDICAL FOUNDATION OF NORTH CAROLINA INC CAMPUS BOX 7237 CAMPUS BOX 7237 CHAPEL HILL,NC 275997237	NONE	501(C)(3)	UNRESTRICTED	10,000
MEREDITH COLLEGE MEREDITH COLLEGE 3800 HILLSBOROUGH ST 3800 HILLSBOROUGH ST RALEIGH,NC 276075298	NONE	501(C)(3)	MINORITY TEACHING SCHOLARSHIP	15,000
NC MUSEUM OF ART FOUNDATION NC MUSEUM OF ART FOUNDATION 4630 MAIL SERVICE CENTER 4630 MAIL SERVICE CENTER RALEIGH,NC 27699	NONE	501(C)(3)	UNRESTRICTED	50,000
NC MUSEUM OF HISTORY FOUNDATION NC MUSEUM OF HISTORY FOUNDATION 5 EAST EDENTON ST 5 EAST EDENTON ST RALEIGH,NC 27601	NONE	501(C)(3)	UNRESTRICTED	5,000
NC MUSEUM OF NATURAL SCIENCES NC MUSEUM OF NATURAL SCIENCES 11 WEST JONES ST 11 WEST JONES ST RALEIGH,NC 27601	NONE	501(C)(3)	EDUCATORS OF EXCELLENCE FUND	10,000
NC POTTERY MUSEUM INC NC POTTERY MUSEUM INC P O BOX 531 P O BOX 531 SEAGROVE,NC 27341	NONE	501(C)(3)	UNRESTRICTED	3,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7801 CAMPUS BOX 7801 RALEIGH,NC 27695	NONE	501(C)(3)	COLLEGE OF EDUCATION	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7016 CAMPUS BOX 7016 RALEIGH,NC 27695	NONE	501(C)(3)	CHASS DEAN'S DISCRETIONARY FUND	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7801 CAMPUS BOX 7801 RALEIGH,NC 27695	NONE	501(C)(3)	FRIDAY INSTITUTE	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 8201 CAMPUS BOX 8201 RALEIGH,NC 27695	NONE	501(C)(3)	PAMS DEAN'S DISCRTIONARY FUND	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7401 CAMPUS BOX 7401 RALEIGH,NC 27695	NONE	501(C)(3)	GENERAL H HUGH SHELTON INITIATIVE	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7006 CAMPUS BOX 7006 RALEIGH,NC 27695	NONE	501(C)(3)	KENAN FELLOWS	5,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7801 CAMPUS BOX 7801 RALEIGH,NC 27695	NONE	501(C)(3)	SUZANNE MONTAGUE RIDGILL SCHOLARSHIP	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7001 CAMPUS BOX 7001 RALEIGH,NC 27695	NONE	501(C)(3)	CHANCELLOR'S DISCRETIONARY FUND	15,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7302 CAMPUS BOX 7302 RALEIGH,NC 27695	NONE	501(C)(3)	GOODNIGHT SCHOLARS	166,000
PUBLIC SCHOOL FORUM OF NC PUBLIC SCHOOL FORUM OF NC 3739 NATIONAL DR 3739 NATIONAL DR STE 100 RALEIGH,NC 27612	NONE	501(C)(3)	UNRESTRICTED FUNDS	20,000
RALEIGH SCHOOL INC RALEIGH SCHOOL INC 1141 RALEIGH SCHOOL DRIVE 1141 RALEIGH SCHOOL DRIVE RALEIGH,NC 27607	NONE	501(C)(3)	GRANDPARENT'S GIVING CHALLENGE	25,000
SALVATION ARMY SALVATION ARMY P O BOX 27584 P O BOX 27584 RALEIGH,NC 276117584	NONE	501(C)(3)	AFTER SCHOOL TUTORING	5,000
TAMMY LYNN MEMORIAL FOUNDATION TAMMY LYNN MEMORIAL FOUNDATION INC 730 CHAPPELL DRIVE 739 CHAPPELL DRIVE RALEIGH,NC 27606	NONE	501(C)(3)	UNRESTRICTED	3,000
THE NAVIGATORS THE NAVIGATORS P O BOX 6000 P O BOX 6000 COLORADO SPRINGS,CO 80934	NONE	501(C)(3)	URBAN HOPE-BRIDGING RESOURCES	5,000
THE NC CENTER FOR INT'L UNDERSTANDI THE NC CENTER FOR INT'L UNDERSTANDING COUNCIL 100 E SIX FORKS STE 300 100 E SIX FORKS STE 300 RALEIGH,NC 27609	NONE	501(C)(3)	UNRESTRICTED	20,000
HIGH FIVE REGIONAL PARTNER HIGH FIVE REGIONAL PARTNERSHIP P O BOX 1336 P O BOX 1336 SMITHFIELD,NC 27577	NONE	501(C)(3)	UNRESTRICTED	25,000
UNC AT GREENSBORO UNC AT GREENSBORO P O BOX 26170 P O BOX 26170 GREENSBORO,NC 274026170	NONE	501(C)(3)	UNRESTRICTED	10,000
UNIVERSITY OF NC AT CHAPEL HILL UNIVERSITY OF NC AT CHAPEL HILL 120 FRIDAY CENTER DRIVE 120 FRIDAY CENTER DRIVE CHAPEL HILL,NC 27517	NONE	501(C)(3)	THE AMERICAN GRADUATE PROJECT	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WAKE EDUCATION PARTNERSHIP WAKE EDUCATION PARTNERSHIP 706 HILLSBOROUGH STE A 706 HILLSBOROUGH STE A RALEIGH,NC 27603	NONE	501(C)(3)	UNRESTRICTED	5,000
YMCA OF THE TRIANGLE INC YMCA OF THE TRIANGLE INC 801 CORP CENTER STE 200 801 CORP CENTER STE 200 RALEIGH,NC 27607	NONE	501(C)(3)	CAMP SEA GULL/SEAFARER	50,000
Total  3a				667,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization THE GOODNIGHT EDUCATIONAL FOUNDATION	Employer identification number 56-6533546
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE GOODNIGHT EDUCATIONAL FOUNDATION	Employer identification number 56-6533546
--	---

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE GOODNIGHT EDUCATIONAL FOUNDATION	Employer identification number 56-6533546
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

TY 2012 Accounting Fees Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	2,300	2,300		

TY 2012 Compensation Explanation

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Person Name	Explanation
JAMES H GOODNIGHT	
ANN BAGGETT GOODNIGHT	
LEAH A GOODNIGHT	
SUSAN G ELLIS	
DONALD R PARKER	

TY 2012 Investments Corporate Bonds Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIDELITY - Z85-467731	6,077,125	7,001,375

TY 2012 Investments Corporate Stock Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY - Z85-467731	21,616,847	22,661,643
FIDELITY - Z85-467731	62,790,907	62,782,671

TY 2012 Investments Government Obligations Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

**US Government Securities - End of
Year Book Value:**

7,143

**US Government Securities - End of
Year Fair Market Value:**

5,679

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Other Assets Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION
EIN: 56-6533546

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SALES PROCEEDS RECEIVABLE		49,644	49,644

TY 2012 Other Expenses Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION
EIN: 56-6533546

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	23	23		

TY 2012 Other Income Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION
EIN: 56-6533546

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ATLAS RESOURCE PARTNERS LP	-27		
ATLAS ENERGY LP	-829		

TY 2012 Other Liabilities Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Description	Beginning of Year - Book Value	End of Year - Book Value
OPTIONS OUTSTANDING	100,447	177,688

TY 2012 Taxes Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	21,357	21,357		
FOREIGN INCOME TAX WITHHELD ON D	1,815	1,815		