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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 Good Works Foundation		A Employer identification number 95-4471685	
Number and street (or P O box number if mail is not delivered to street address) c/o GSO 15260 Ventura Blvd		B Telephone number (see instructions) (818) 990-0550	
City or town, state, and ZIP code Sherman Oaks, CA 91403		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 2,195,922		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ☐ (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)	992,322			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25	25	25	
	4 Dividends and interest from securities.	51,677	51,677	51,677	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-52,056			
	b Gross sales price for all assets on line 6a _____ 1,867,761				
	7 Capital gain net income (from Part IV , line 2)				
	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)				
	12 Total. Add lines 1 through 11	991,968	51,702	51,702	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,035			
	b Accounting fees (attach schedule)	18,158			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,784			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,264			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	39,241	0		0
	25 Contributions, gifts, grants paid	1,009,330			1,009,330
	26 Total expenses and disbursements. Add lines 24 and 25	1,048,571	0		1,009,330
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-56,603			
	b Net investment income (if negative, enter -0-)		51,702		
	c Adjusted net income (if negative, enter -0-)			51,702	

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	38,922	41,672	41,672
	2	Savings and temporary cash investments	902,289	92,164	92,164
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	891,336	1,424,180	1,515,700
	c	Investments—corporate bonds (attach schedule).	292,092	509,161	526,678
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	20,791	19,708	19,708
	14	Land, buildings, and equipment basis ▶ _____ 10,693 Less accumulated depreciation (attach schedule) ▶ _____ 10,693			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,145,430	2,086,885	2,195,922	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	2,375	2,375	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,375	2,375	
Net Assets or Fund Balances	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	2,143,055	2,084,510	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,143,055	2,084,510	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,145,430	2,086,885	

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 2,143,055
2	Enter amount from Part I, line 27a	2 -56,603
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 2,086,452
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,942
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 2,084,510

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)
1 a	VARIOUS NORTHERN TRUST LONG TERM	P	2011-03-03	2012-10-11
b	VARIOUS NORTHERN TRUST SHORT TERM	P	2012-01-04	2012-01-06
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 42,416		39,823	2,593
b 1,825,345		1,879,994	-54,649
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,593
b			-54,649
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	-52,056
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	-54,649

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	1,035,075	2,372,707	0 43624
2010	892,424	2,117,081	0 42154
2009	583,580	1,379,671	0 42299
2008	742,020	1,665,707	0 44547
2007	1,000,374	1,340,185	0 74645

2 Total of line 1, column (d).	2	2 47268
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 49454
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,254,163
5 Multiply line 4 by line 3.	5	1,114,762
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	517
7 Add lines 5 and 6.	7	1,115,279
8 Enter qualifying distributions from Part XII, line 4.	8	1,009,330

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	1,034
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	1,034
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	1,034
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	71	
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	71
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	14
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	977
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		No
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) _____			
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 ▶www goodworks org				
14	The books are in care of ▶CINDY CRYSTAL	Telephone no ▶(310) 828-1228		
Located at ▶2119 BANYAN DRIVE LOS ANGELES CA		ZIP +4 ▶90049		
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		No
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		No
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		No
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		No
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		No
	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?			
	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?			
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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
LAURA DONNELLEY	President	0		
2119 BANYAN DRIVE LOS ANGELES, CA 90049	3 00			
CINDY CRYSTAL	FOUNDATION ADMN	0		
2119 BANYAN DRIVE LOS ANGELES, CA 90049	20 00			
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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

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	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

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	1,675,128
b	Average of monthly cash balances.	1b	613,362
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,288,490
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,288,490
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,327
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,254,163
6	Minimum investment return. Enter 5% of line 5.	6	112,708

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	112,708
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,034
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,034
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	111,674
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	111,674
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	111,674

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	1,009,330
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	1,009,330
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	1,009,330
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		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2012			
a	From 2007.	935,977			
b	From 2008.	661,287			
c	From 2009.	515,190			
d	From 2010.	788,404			
e	From 2011.	917,152			
f Total of lines 3a through e.		3,818,010			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 1,009,330			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		0			
d		Applied to 2012 distributable amount.			
e		897,656			111,674
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		4,715,666			
b					
c					
d					
e					
f					
7					0
8		935,977			
9		3,779,689			
10		Analysis of line 9			
a	Excess from 2008.	661,287			
b	Excess from 2009.	515,190			
c	Excess from 2010.	788,404			
d	Excess from 2011.	917,152			
e	Excess from 2012.	897,656			

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) ☐ 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))

LAURA DONNELLEY

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 or e-mail of the person to whom applications should be addressed

CINDY CRYSTAL
2119 BANYAN DRIVE
LOS ANGELES, CA 90049
(310) 828-1288

b

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

SUBMIT A PERSONAL SIGNED LETTER AND DOCUMENTATION OF HOW FUNDS WILL BE USED

c

Any submission deadlines

QUARTERLY

d

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

THE FOUNDATION LIMITS THEIR CONTRIBUTIONS TO THOSE ORGANIZATIONS REPRESENTED IN THE AREAS OF EDUCATION, WELFARE, AND THE ARTS

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	1,009,330
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	25	
4	Dividends and interest from securities. . . .			14	51,677	
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	-52,056	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				-354	
13	Total. Add line 12, columns (b), (d), and (e).					-354

[illegible]

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?		Yes	No
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.			

[illegible]

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.

*****	2013-05-15	*****
Signature of officer or trustee	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	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00037487
	Alvin J Brown CPA	Alvin J Brown CPA			
	Firm's name ☐	GSO Business Management LLC		Firm's EIN ☐	
		15260 Ventura Blvd Suite 2100			
	Firm's address ☐	Sherman Oaks, CA 914035360		Phone no (818) 817-7407	

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 Paid during the year				
FOOTBALL CLUB LOS ANGELES 9543 CHEROKEE LANE BEVERLY HILLS,CA 90210	None	501(C)(3)	DONATION	1,000
FIREHOUSE THEATER COMPANY PO BOX 69913 LOS ANGELES,CA 90069	None	501(C)(3)	DONATION	3,000
INSIDE OUT WRITERS 1680 N VINE STREET SUITE 614 HOLLYWOOD,CA 90028	None	501(C)(3)	DONATION	1,500
LA YOUTH 5967 W THIRD STREET SUITE 301 LOS ANGELES,CA 90036	None	501(C)(3)	DONATION	5,000
TELLURIDE FILM FESTIVAL 800 JONES STREET BERKELEY,CA 94710	None	501(C)(3)	DONATION	3,800
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS,TN 38120	None	501(C)(3)	DONATION	5,000
THE MARK TWAIN RINGERS 2224 WALGROVE AVENUE LOS ANGELES,CA 90066	None	501(C)(3)	DONATION	1,000
PACT AN ADOPTION ALLIANCE 4179 PIEDMONT AVENUE SUITE 101 OAKLAND,CA 94611	None	501(C)(3)	DONATION	500
FRACTURED ATLAS 248 W 35th STREET 10th FLOOR NEWYORK,NY 10001	None	501(C)(3)	DONATION	11,000
THE GEFFEN PLAYHOUSE 10886 LE CONTE AVENUE LOS ANGELES,CA 90024	None	501(C)(3)	DONATION	500
SASSAS PO BOX 411453 LOS ANGELES,CA 90041	None	501(C)(3)	DONATION	5,000
THE BREAST CANCER RESEARCH FOUNDATI 60 EAST 56th STREET 8th FLOOR NEWYORK,NY 10022	None	501(C)(3)	DONATION	1,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202	None	501(C)(3)	DONATION	500
OTIS COLLEGE OF ART AND DESIGN 9045 LINCOLN BOULEVARD LOS ANGELES,CA 90045	None	501(C)(3)	DONATION	1,000
ROARING FORK CONSERVANCY PO BOX 3349 BASALT,CO 81621	None	501(C)(3)	DONATION	1,000

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>				
KCRW 1900 PICO BOULEVARD SANTA MONICA,CA 90405	None	501(C)(3)	DONATION	3,000
NEW ROADS SCHOOL 3131 OLYMPIC BLVD SANTA MONICA,CA 90404	None	501(C)(3)	DONATION	1,000
CONSERVE LAKE COUNTY 32492 N ALMOND RD GRAYSLAKE,IL 60030	None	501(C)(3)	DONATION	500
TALL TIMBERS 13093 HENRY BEADEL DRIVE TALLAHASSEE,FL 32312	None	501(C)(3)	DONATION	3,500
PALISADES CHARTER HIGH SCHOOL 15777 BOWDOIN STREET PACIFIC PALISADES,CA 90272	None	501(C)(3)	DONATION	1,500
ASPEN ART MUSEUM 590 NORTH MILL STREET ASPEN,CO 81611	None	501(C)(3)	DONATION	1,000
YOSEMITE CONSERVANCY 101 MONTGOMERY ST SUITE 1700 SAN FRANCISCO,CA 94104	None	501(C)(3)	DONATION	1,000
OJAI MUSIC FESTIVAL PO BOX 185 OJAI,CA 93024	None	501(C)(3)	DONATION	2,500
THE MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES,CA 90012	None	501(C)(3)	DONATION	2,500
NATURAL HISTORY MUSEUM OF LOS ANGEL 900 EXPOSITION BOULEVARD LOS ANGELES,CA 90007	None	501(C)(3)	DONATION	1,000
LEGAL MOMENTUM 395 HUDSON STREET NEW YORK,NY 10014	None	501(C)(3)	DONATION	500
THE RENAISSANCE SOCIETY 5811 SOUTH ELLIS AVENUE CHICAGO,IL 60637	None	501(C)(3)	DONATION	1,000
UNITED STATES ARTISTS 5757 WILSHIRE BOULEVARD SUITE 580 LOS ANGELES,CA 90036	None	501(C)(3)	DONATION	50,000
THE MUSEUM OF MODERN ART 11 WEST 53 STREET NEW YORK,NY 10019	None	501(C)(3)	DONATION	500
MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON,CT 06032	None	501(C)(3)	DONATION	1,000

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>				
LAXART 2640 SOUTH LA CIENEGA BOULEVARD LOS ANGELES, CA 90034	None	501(C)(3)	DONATION	5,000
MACHINE PROJECT 1200 D NORTH ALVARADO STREET LOS ANGELES, CA 90026	None	501(C)(3)	DONATION	10,000
HEAL THE BAY 1444 9th STREET SANTA MONICA, CA 90401	None	501(C)(3)	DONATION	1,000
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	None	501(C)(3)	DONATION	1,500
KCET 4401 SUNSET BOULEVARD LOS ANGELES, CA 90027	None	501(C)(3)	DONATION	1,000
LIGHTHAWK 304 MAIN STREET SUITE 14 LANDER, WY 82520	None	501(C)(3)	DONATION	1,000
FOUR WINDS WESTWARD HO PO BOX 140 DEER HARBOR, WA 98243	None	501(C)(3)	DONATION	1,000
SARAH LAWRENCE COLLEGE 1 MEAD WAY BRONXVILLE, NY 10708	None	501(C)(3)	DONATION	100,000
MSIA 3500 WADAMS BLVD LOS ANGELES, CA 90018	None	501(C)(3)	DONATION	1,000
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST SUITE 126 ASPEN, CO 81611	None	501(C)(3)	DONATION	1,000
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20th ST NEW YORK, NY 10011	None	501(C)(3)	DONATION	5,000
INTERNATIONAL MEDIA PROJECT 1714 FRANKLIN STREET 100-251 OAKLAND, CA 94612	None	501(C)(3)	DONATION	1,500
THE BROAD STAGE 1900 PICO BLVD SANTA MONICA, CA 90405	None	501(C)(3)	DONATION	1,500
CENTER FOR HUMANS AND NATURE 20 NORTH WACKER DRIVE SUITE 1422 CHICAGO, IL 60606	None	501(C)(3)	DONATION	15,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	None	501(C)(3)	DONATION	10,500

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>				
YO SAN UNIVERSITY 13315 W WASHINGTON BLVD LOS ANGELES, CA 90066	None	501(C)(3)	DONATION	1,000
ART MATTERS PO BOX 311 PRINCE STREET STATION NEW YORK, NY 10012	None	501(C)(3)	DONATION	301,880
GARDEN SCHOOL FOUNDATION 2187 W 24th STREET LOS ANGELES, CA 90018	None	501(C)(3)	DONATION	5,000
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET STE 240 LOS ANGELES, CA 90012	None	501(C)(3)	DONATION	1,000
NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	None	501(C)(3)	DONATION	10,000
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203	None	501(C)(3)	DONATION	1,000
MEPKIN ABBEY 1098 MEPKIN ABBEY MONCKS CORNER, SC 29461	None	501(C)(3)	DONATION	5,000
DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVENUE 2nd FLOOR NEW YORK, NY 10001	None	501(C)(3)	DONATION	2,500
ASPEN PUBLIC RADIO 110 EAST HALLAM SUITE 134 ASPEN, CO 81611	None	501(C)(3)	DONATION	1,000
AMREF USA 4 WEST 43rd STREET 2nd FLOOR NEW YORK, NY 10036	None	501(C)(3)	DONATION	2,500
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	None	501(C)(3)	DONATION	2,500
PLOUGHSHARES FUND 1808 Wedemeyer St 200 SAN FRANCISCO, CA 94129	None	501(C)(3)	DONATION	2,500
THE LAND INSTITUTE 2440 E WATER WELL ROAD SALINA, KS 67401	None	501(C)(3)	DONATION	5,000
INTERNATIONAL CRANE FOUNDATION E-11376 SHADY LANE ROAD BARABOO, WI 53913	None	501(C)(3)	DONATION	2,500
THE BUILDERS ASSOCIATION 453 BROOME STREET 4C NEW YORK, NY 10013	None	501(C)(3)	DONATION	5,000

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>				
GOODMAN THEATRE 170 NORTH DEARBORN CHICAGO,IL 60601	None	501(C)(3)	DONATION	15,000
STREBSLAM 51 NORTH 1st STREET BROOKLYN,NY 11211	None	501(C)(3)	DONATION	5,000
FIRST PRESBYTERIAN NURSERY SCHOOL 1248 SECOND STREET SANTA MONICA,CA 90401	None	501(C)(3)	DONATION	1,000
ASPEN MUSIC FESTIVAL SCHOOL 2 MUSIC SCHOOL ROAD ASPEN,CO 81611	None	501(C)(3)	DONATION	5,000
NEW VISIONS FOUNDATION 3131 OLYMPIC BLVD SANTA MONICA,CA 90404	None	501(C)(3)	DONATION	50,000
SLOW FOOD USA 68 SUMMIT STREET 2B BROOKLYN,NY 11231	None	501(C)(3)	DONATION	5,000
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES,CA 90024	None	501(C)(3)	DONATION	72,000
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE 0940 LA JOLLA,CA 92093	None	501(C)(3)	DONATION	1,500
UNIVERSITY OF SANTA MONICA 2107 WILSHIRE BLVD SANTA MONICA,CA 90403	None	501(C)(3)	DONATION	1,000
THE HEART PROJECT 1140 NORTH CITRUS AVENUE LOS ANGELES,CA 90038	None	501(C)(3)	DONATION	1,000
LA PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES,CA 90012	None	501(C)(3)	DONATION	15,000
ACES 100 PUPPY SMITH STREET ASPEN,CO 81611	None	501(C)(3)	DONATION	2,500
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVE BLDG G1 SANTA MONICA,CA 90404	None	501(C)(3)	DONATION	120,000
WYLY COMMUNITY ART CENTER 99 MIDLAND AVENUE BASALT,CO 81621	None	501(C)(3)	DONATION	1,000
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA,CA 91105	None	501(C)(3)	DONATION	30,000

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>				
NATIONAL PARKS CONSERVATION ASSOCAT 777 6th STREET NW SUITE 700 WASHINGTON,DC 20001	None	501(C)(3)	DONATION	1,000
THE CHILDREN'S NATURE INSTITUTE 1910 MAGNOLIA AVE 403 LOS ANGELES,CA 90007	None	501(C)(3)	DONATION	1,000
EVERYCHILD FOUNDATION PO BOX 1808 PACIFIC PALISADES,CA 90272	None	501(C)(3)	DONATION	5,000
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD STE 1400 LOS ANGELES,CA 90024	None	501(C)(3)	DONATION	11,000
NATURE OF WILDWORKS PO BOX 109 TOPANGA,CA 90290	None	501(C)(3)	DONATION	1,000
LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES,CA 90012	None	501(C)(3)	DONATION	49,650
Total  3a				1,009,330

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 Good Works Foundation	Employer identification number 95-4471685
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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).

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>3</u>	ZANE JEFFERSON MORTON CLUT C/O NORTHERN TR 50 S LASALLE CHICAGO, IL 60675	\$ 239,409	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	GAYLORD DONNELLEY CHARITABLE C/O NORTHERN TR 50 S LASALLE CHICAGO, IL 60675	\$ 375,202	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>1</u>	LAURA DONNELLEY FAMILY TRUST C/O GSO 15260 VENTURA BL 2100 SHERMAN OAKS, CA 91403	\$ 377,711	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Good Works Foundation	Employer identification number 95-4471685
--	---

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 Good Works Foundation	Employer identification number 95-4471685
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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 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,158	0	0	0

TY 2012 Land, Etc. Schedule

Name: The Good Works Foundation

EIN: 95-4471685

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	10,693	10,693		

TY 2012 Legal Fees Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,035	0	0	0

TY 2012 Other Decreases Schedule

Name: The Good Works Foundation

EIN: 95-4471685

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
NON-DEDUCTIBLE EXPENSES	1,142
FEDERAL TAXES PAID PY	800

TY 2012 Other Expenses Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	2,079			
INVESTMENT FEES	16,055			
DUES	124			
BANK FEES	6			

TY 2012 Taxes Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - STATE	160			
FOREIGN TAXES	1,624			