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Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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		Room/suite	B Telephone number (see instructions) (818) 990-0550
City or town, state or province, country, and ZIP or foreign postal 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) ☐ \$ 2,292,616		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)	779,639			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12	12	12	
	4 Dividends and interest from securities.	46,804	46,804	46,804	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	16,008			
	b Gross sales price for all assets on line 6a 1,213,327				
	7 Capital gain net income (from Part IV, line 2) . . .		16,008		
	8 Net short-term capital gain			5,396	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 -16,114			
	12 Total. Add lines 1 through 11	826,349	62,824	52,212	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 463			
	b Accounting fees (attach schedule)	 14,033			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 1,600			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 45,069			
	24 Total operating and administrative expenses. Add lines 13 through 23	61,165	0		0
	25 Contributions, gifts, grants paid	863,528			863,528
	26 Total expenses and disbursements. Add lines 24 and 25	924,693	0		863,528
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-98,344			
	b Net investment income (if negative, enter -0-)		62,824		
	c Adjusted net income (if negative, enter -0-)			52,212	

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	41,672	17,692	17,692
	2	Savings and temporary cash investments	92,164	363,270	363,270
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable		1,500	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)	1,424,180	1,025,276	1,316,625
	c	Investments—corporate bonds (attach schedule).	509,161	578,996	578,625
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	19,708	16,404	16,404
	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)	2,086,885	2,003,138	2,292,616	
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	4,858	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,375	4,858	
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	2,084,510	1,998,280	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,084,510	1,998,280	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,086,885	2,003,138	

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 2,084,510
2	Enter amount from Part I, line 27a	2 -98,344
3	Other increases not included in line 2 (itemize) ▶ _____	3 13,091
4	Add lines 1, 2, and 3	4 1,999,257
5	Decreases not included in line 2 (itemize) ▶ _____	5 977
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 1,998,280

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 #03-09345	P	2013-09-20	2013-12-17
b	VARIOUS NORTHERN TRUST #03-09345	P	2012-08-17	2013-12-17
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 800,096		794,700	5,396
b 413,231		402,619	10,612
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			5,396
b			10,612
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	16,008
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	5,396

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))
2012	1,009,330	2,254,163	0 44776
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

2 Total of line 1, column (d).	2	2 17399
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 43480
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,277,830
5 Multiply line 4 by line 3.	5	990,398
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	628
7 Add lines 5 and 6.	7	991,026
8 Enter qualifying distributions from Part XII, line 4. 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	8	863,528

Part VI Excise 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	1,256
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	1,256
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	1,256
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,300
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.	7	1,300
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	23
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ☐	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ☐	10	21
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 21 Refunded ☐	11	

Part VII-A Statements 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?	1a	Yes	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)? <i>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.</i>	1b		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation .</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 2013, 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	Yes	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  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 2013 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 2013.</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 2013?	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?

☐ 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

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

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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	1,967,235
b	Average of monthly cash balances.	1b	345,283
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,312,518
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	2,312,518
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,688
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,277,830
6	Minimum investment return. Enter 5% of line 5.	6	113,892

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	113,892
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,256
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,256
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	112,636
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	112,636
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	112,636

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	863,528
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	863,528
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	863,528
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				112,636
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	661,287			
b From 2009.	515,190			
c From 2010.	788,404			
d From 2011.	917,152			
e From 2012.	897,656			
f Total of lines 3a through e.	3,779,689			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 863,528				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				112,636
e Remaining amount distributed out of corpus	750,892			
5 Excess distributions carryover applied to 2013 (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	4,530,581			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
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 2008 not applied on line 5 or line 7 (see instructions). . . .	661,287			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,869,294			
10 Analysis of line 9				
a Excess from 2009. . . .	515,190			
b Excess from 2010. . . .	788,404			
c Excess from 2011. . . .	917,152			
d Excess from 2012. . . .	897,656			
e Excess from 2013. . . .	750,892			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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	863,528
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

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

Signature of officer or trustee

2014-05-15

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
Catherine Ridgeway
CPA

Preparer's Signature

Date

Check if self-employed ☐

PTIN
P00529956

Firm's name

GSO Business Management LLC

Firm's EIN

Firm's address

15260 Ventura Blvd Suite 2100 Sherman Oaks, CA 914035360

Phone no (818) 990-0550

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				
LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	None	501(C)(3)	DONATION	30,000
VISUAL UNDERSTANIDNG IN EDUCATION 14 MURRAY STREET BOX 143 NEWYORK,NY 10007	None	501(C)(3)	DONATION	25,000
UCLA FOUNDATION 10920 WILSHIRE BOULEVARD STE 1400 LOS ANGELES, CA 90024	None	501(C)(3)	DONATION	22,008
EVERYCHILD FOUNDATION PO BOX 1808 PACIFIC PALISADES,CA 90272	None	501(C)(3)	DONATION	5,000
SOUTHERN CALIFORNIA PUBLIC RADIO 474 SOUTH RAYMOND AVENUE PASADENA,CA 91105	None	501(C)(3)	DONATION	30,000
WYLY COMMUNITY ART CENTER PO BOX 4707 BASALT,CO 81621	None	501(C)(3)	DONATION	1,000
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVE BLDG G1 SANTA MONICA,CA 90404	None	501(C)(3)	DONATION	103,650
ACES 100 PUPPY SMITH STREET ASPEN,CO 81611	None	501(C)(3)	DONATION	2,500
LA PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES,CA 90012	None	501(C)(3)	DONATION	5,000
THE HEART PROJECT 1140 NORTH CITRUS AVENUE LOS ANGELES,CA 90038	None	501(C)(3)	DONATION	2,500
UNIVERSITY OF SANTA MONICA 2107 WILSHIRE BLVD SANTA MONICA,CA 90403	None	501(C)(3)	DONATION	1,000
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE 0940 LA JOLLA,CA 92093	None	501(C)(3)	DONATION	1,500
HAMMER MUSEUM 10899 WILSHIRE BLVD LOS ANGELES,CA 90024	None	501(C)(3)	DONATION	52,800
SLOW FOOD USA 68 SUMMIT STREET 2B BROOKLYN,NY 11231	None	501(C)(3)	DONATION	5,000
ASPEN MUSIC FESTIVAL SCHOOL 225 MUSIC SCHOOL ROAD ASPEN,CO 81611	None	501(C)(3)	DONATION	5,000
Total  3a				863,528

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				
FIRST PRESBYTERIAN NURSERY SCHOOL 1248 SECOND STREET SANTA MONICA,CA 90401	None	501(C)(3)	DONATION	1,000
STREBSLAM 51 NORTH 1st STREET BROOKLYN,NY 11211	None	501(C)(3)	DONATION	5,000
THE BUILDERS ASSOCIATION PO BOX 20421 GREELEY SQUARE STATION NEW YORK,NY 10001	None	501(C)(3)	DONATION	2,500
THE LAND INSTITUTE 2440 E WATER WELL ROAD SALINA,KS 67401	None	501(C)(3)	DONATION	2,500
PLOUGHSHARES FUND 1808 Wedemeyer St 200 SAN FRANCISCO,CA 94129	None	501(C)(3)	DONATION	2,500
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE,CA 90291	None	501(C)(3)	DONATION	2,000
AMREF USA 4 WEST 43rd STREET 2nd FLOOR NEW YORK,NY 10036	None	501(C)(3)	DONATION	5,000
MEPKIN ABBEY 1098 MEPKIN ABBEY MONCKS CORNER,SC 29461	None	501(C)(3)	DONATION	2,500
HEARTFELT FOUNDATION 2101 WILSHIRE BOULEVARD SUITE 117 SANTA MONICA,CA 90403	None	501(C)(3)	DONATION	1,000
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL ST NE WASHINGTON,DC 20002	None	501(C)(3)	DONATION	5,000
ART MATTERS PO BOX 311 PRINCE STREET STATION NEW YORK,NY 10012	None	501(C)(3)	DONATION	300,000
YO SAN UNIVERSITY 13315 W WASHINGTON BLVD LOS ANGELES,CA 90066	None	501(C)(3)	DONATION	1,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES,CA 90036	None	501(C)(3)	DONATION	5,000
CENTER FOR HUMANS AND NATURE 20 NORTH WACKER DRIVE SUITE 1422 CHICAGO,IL 60606	None	501(C)(3)	DONATION	15,000
INTERNATIONAL MEDIA PROJECT 1714 FRANKLIN STREET 100-251 OAKLAND,CA 94612	None	501(C)(3)	DONATION	1,000
Total  3a				863,528

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>				
THE ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO,IL 60603	None	501(C)(3)	DONATION	2,500
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20th ST NEWYORK,NY 10011	None	501(C)(3)	DONATION	5,000
OBERLIN COLLEGE 50 WEST LORAIN STREET OBERLIN,OH 44074	None	501(C)(3)	DONATION	25,000
SARAH LAWRENCE COLLEGE 1 MEAD WAY BRONXVILLE,NY 10708	None	501(C)(3)	DONATION	100,000
LIGHTHAWK 106 RAVINE DRIVE CIMBERLAND FORESIDE,ME 04110	None	501(C)(3)	DONATION	1,000
KCET 2900 WEST ALAMEDA AVE BURBANK,CA 91505	None	501(C)(3)	DONATION	500
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES,CA 90071	None	501(C)(3)	DONATION	1,000
UNITED STATES ARTISTS 5757 WILSHIRE BOULEVARD SUITE 580 LOS ANGELES,CA 90036	None	501(C)(3)	DONATION	40,000
THE MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES,CA 90012	None	501(C)(3)	DONATION	3,880
ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA,CA 91103	None	501(C)(3)	DONATION	1,000
PALISADES HIGH SCHOOL BOOSTER CLUB PO BOX 223 PACIFIC PALISADES,CA 90272	None	501(C)(3)	DONATION	1,000
THE WETLANDS INITIATIVE 53 WEST JACKSON BOULEVARD STE 1015 CHICAGO,IL 60604	None	501(C)(3)	DONATION	1,000
TALL TIMBERS 13093 HENRY BEADEL DRIVE TALLAHASSEE,FL 32312	None	501(C)(3)	DONATION	3,500
CONSERVE LAKE COUNTY 32492 N ALMOND RD GRAYSLAKE,IL 60030	None	501(C)(3)	DONATION	500
KCRW 3000 PICO BOULEVARD SANTA MONICA,CA 90405	None	501(C)(3)	DONATION	540
Total  3a				863,528

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				
ROARING FORK CONSERVANCY PO BOX 3349 BASALT,CO 81621	None	501(C)(3)	DONATION	1,500
SASSAS PO BOX 50386 LOS ANGELES,CA 90050	None	501(C)(3)	DONATION	5,000
TELLURIDE FILM FESTIVAL 800 JONES STREET BERKELEY,CA 94710	None	501(C)(3)	DONATION	3,900
LAKE FOREST COUNTRY DAY SCHOOL 145 SOUTH GREEN BAY ROAD LAKE FOREST,IL 60045	None	501(C)(3)	DONATION	1,000
ARTTABLE 1 EAST 53rd STREET 5th FLOOR NEWYORK,NY 10022	None	501 (C	DONATION	1,500
ALLIANCE FOR GLOBAL JUSTICE 1247 E ST SE WASHINGTON,DC 20003	None	501(C)(3)	DONATION	2,500
THE ROY AND EDNA DISNEYCALARTS THEA 631 WEST 2nd STREET LOS ANGELES,CA 90012	None	501(C)(3)	DONATION	1,000
WOMEN'S REPRODUCTIVE RIGHTS ASSISTA 2934 1/2 BEVERLY GLEN CIRCLE 169 LOS ANGELES,CA 90077	None	501(C)(3)	DONATION	1,000
SEE INNOVATION 22231 MULHOLLAND HWY SUITE 209 CALABASAS,CA 91302	None	501(C)(3)	DONATION	1,000
JACARANDA 1626 NORTH BENTON WAY LOS ANGELES,CA 90026	None	501(C)(3)	DONATION	2,500
ELLIOTT MUSEUM 825 NE OCEAN BOULEVARD STUART,FL 34996	None	501(C)(3)	DONATION	5,000
SANTA MONICA COLLEGE FOUNDATION 1900 PICO BOULEVARD SANTA MONICA,CA 90405	None	501(C)(3)	DONATION	1,000
THE SUN 107 N ROBERSON ST CHAPEL HILL,NC 27516	None	501(C)(3)	DONATION	250
YALE UNIVERSITY PO BOX 2038 NEW HAVEN,CT 06521	None	501(C)(3)	DONATION	5,000
USA PROJECTS 5757 WILSHIRE BOULEVARD STE 580 LOS ANGELES,CA 90036	None	501(C)(3)	DONATION	1,000
Total  3a				863,528

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>				
LOS ANGELES MISSION 303 EAST 5th STREET LOS ANGELES, CA 90013	None	501(C)(3)	DONATION	1,000
Total  3a				863,528

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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

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 for 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 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 its Form 990PF, Part I, line 2, 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>1</u>	LAURA DONNELLEY FAMILY TRUST C/O GSO 15260 VENTURA BL 2100 SHERMAN OAKS, CA 91403	\$ <u>247,145</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	GAYLORD DONNELLEY CHARITABLE C/O NORTHERN TR 50 S LASALLE CHICAGO , IL 60675	\$ <u>248,994</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	ZANE JEFFERSON MORTON CLUT C/O NORTHERN TR 50 S LASALLE CHICAGO , IL 60675	\$ <u>283,500</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization The Good Works Foundation	Employer identification number 95-4471685
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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 2013 Accounting Fees Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	14,033	0	0	0

TY 2013 Land, Etc. Schedule

Name: The Good Works Foundation

EIN: 95-4471685

Software ID: 13000170

Software Version: 2013v3.1

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

TY 2013 Legal Fees Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	463	0	0	0

TY 2013 Other Decreases Schedule

Name: The Good Works Foundation

EIN: 95-4471685

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
FEDERAL TAXES PAID PY	977

TY 2013 Other Expenses Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	25			
INVESTMENT FEES	16,535			
LEASED EMPLOYEES	25,167			
OFFICE EXPENSES	3,342			

TY 2013 Other Income Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-16,114		

TY 2013 Other Increases Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Amount
UNREALIZED GAINS NOT TAXABLE	13,091

TY 2013 Taxes Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,495			
TAXES - LICENSES	20			
TAXES - STATE	85			