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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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) 400 East Main Street Suite 2		B Telephone number (see instructions) (818) 990-0550	
City or town, state or province, country, and ZIP or foreign postal code Aspen, CO 81611		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) \$ 1,571,430	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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)	663,723			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	630	630	630	
	4 Dividends and interest from securities	32,655	32,655	32,655	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-41,022			
	b Gross sales price for all assets on line 6a 2,795,089				
	7 Capital gain net income (from Part IV, line 2)		0		
	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	655,986	33,285	33,285	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,747	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,546	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	24,293	0	0	0
	25 Contributions, gifts, grants paid	1,744,950			1,744,950
	26 Total expenses and disbursements. Add lines 24 and 25	1,769,243	0	0	1,744,950
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,113,257			
	b Net investment income (if negative, enter -0-)		33,285		
	c Adjusted net income (if negative, enter -0-)			33,285	

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	40,842	14,583	14,583
	2 Savings and temporary cash investments	400,509	35,632	35,632
	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 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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	2,006,135	1,521,215	1,521,215	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,447,486	1,571,430	1,571,430	
Liabilities	17 Accounts payable and accrued expenses	573	1,497	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	31,723	0	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	13,010	0	
	23 Total liabilities (add lines 17 through 22)	45,306	1,497	
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	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	2,402,180	1,569,933	
30 Total net assets or fund balances (see instructions)	2,402,180	1,569,933		
31 Total liabilities and net assets/fund balances (see instructions) .	2,447,486	1,571,430		

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	2,402,180
2 Enter amount from Part I, line 27a	2	-1,113,257
3 Other increases not included in line 2 (itemize) ▶ _____	3	300,335
4 Add lines 1, 2, and 3	4	1,589,258
5 Decreases not included in line 2 (itemize) ▶ _____	5	19,325
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,569,933

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 NORTHERN TRUST #9345 - SHORT TERM	P	2016-01-01	2016-12-28
b NORTHERN TRUST #9345 - LONG TERM	P	2015-01-01	2016-12-28
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 1,878,289		1,854,628	23,661
b 916,800		981,483	-64,683
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			23,661
b			-64,683
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-41,022
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	23,661

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 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))
2015	1,072,810	2,729,383	0.393060
2014	934,645	2,711,729	0.344668
2013	863,528	2,277,830	0.379101
2012	1,009,330	2,254,163	0.447763
2011	1,035,075	2,372,707	0.436242

2 Total of line 1, column (d)	2	2.000834
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	0.400167
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,306,035
5 Multiply line 4 by line 3	5	922,799
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	333
7 Add lines 5 and 6	7	923,132
8 Enter qualifying distributions from Part XII, line 4	8	1,744,950

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 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	333
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	0
3	Add lines 1 and 2.	3	333
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	333
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,200
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	1,200
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	867
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 867 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
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	
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) ☐ CA		
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 2016 or the taxable year beginning in 2016 (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? Website address <u>www.goodworks.org</u>	13	Yes	
14	The books are in care of <u>Reese Henry & Company Inc</u> Telephone no <u>(970) 925-3771</u>			

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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 2016, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <u> </u>	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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 2016 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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 4945(d)(4)(A)? (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)? ☐ Yes ☒ 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)	5b		
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? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
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? ☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Laura Donnelley C/O Reese Henry Company 400 E Main St Suite 2 Aspen, CO 81611	President 2 00	0	0	0
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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				0

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. ►		0

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 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	1,863,740
b	Average of monthly cash balances.	1b	477,412
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,341,152
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	0
3	Subtract line 2 from line 1d.	3	2,341,152
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	35,117
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,306,035
6	Minimum investment return. Enter 5% of line 5.	6	115,302

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	115,302
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	333
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	333
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	114,969
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	114,969
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	114,969

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	1,744,950
b	Program-related investments—total from Part IX-B.	1b	0
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	1,744,950
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	333
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,744,617

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				114,969
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	917,152			
b From 2012.	897,656			
c From 2013.	750,892			
d From 2014.	803,656			
e From 2015.	937,537			
f Total of lines 3a through e.	4,306,893			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,744,950</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				114,969
e Remaining amount distributed out of corpus	1,629,981			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,936,874			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	917,152			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,019,722			
10 Analysis of line 9				
a Excess from 2012.	897,656			
b Excess from 2013.	750,892			
c Excess from 2014.	803,656			
d Excess from 2015.	937,537			
e Excess from 2016.	1,629,981			

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 2016, 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)					
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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 Laura Donnelley C/O Reese Henry Company 400 East Main Street Suite 2 Aspen, CO 81611 (310) 471-1969 LD@goodworks.org	
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 Name and address (home or business)	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
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,744,950
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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	630	
4 Dividends and interest from securities. . . .			14	32,655	
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	-41,022	
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). .		0		-7,737	0
13 Total. Add line 12, columns (b), (d), and (e).			13		-7,737

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name Peter Van Domelen CPA	Preparer's Signature	Date	Check if self-employed ► ☐	PTIN P00162186
Firm's name ► Reese Henry & Company Inc				Firm's EIN ► 84-0803727
Firm's address ► 400 East Main St Suite 2 Aspen, CO 81611				Phone no (970) 925-3771

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>				
826LA 1714 W Sunset Boulevard Los Angeles, CA 90026	None	501(C)(3)	Donation	2,500
AMREF Health Africa 4 West 43rd Street 2nd Floor New York, NY 10036	None	501(C)(3)	Donation	2,500
Anderson Ranch Art Center 5623 Owl Creek Road Snowmass Village, CO 81615	None	501(C)(3)	Donation	10,000
Art Matters PO Box 311 Prince Street Station New York, NY 10012	None	501(C)(3)	Donation	302,500
ArtTable 1 East 53rd Street New York, NY 10022	None	501(C)(3)	Donation	500
Total ► 3a				1,744,950

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>				
Aspen Center for Environmental Studies 100 Puppy Mill Street Aspen, CO 81611	None	501(C)(3)	Donation	2,500
Aspen Musical Festival and School 225 Music School Road Aspen, CO 81611	None	501(C)(3)	Donation	10,000
Center for Humans and Nature 20 North Wacker Drive Suite 1422 Chicago, IL 60606	None	501(C)(3)	Donation	15,000
Center for the Art of Performance at UCLA 340 Royce Dr Los Angeles, CA 90095	None	501(C)(3)	Donation	11,000
Coalition for Engaged Education 3131 Olympic Boulevard Santa Monica, CA 91604	None	501(C)(3)	Donation	15,000
Total 				1,744,950
3a				

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

Recipient Name and address (home or business)	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
a <i>Paid during the year</i>				
COASTAL CONSERVATION LEAGUE 1001 WASHINGTON ST 3RD FLOOR COLUMBIA, SC 29201	NONE	501(C)(3)	DONATION	5,000
CONSERVE LAKE COUNTY 32492 N ALMOND RD GRAYSLAKE, IL 60030	NONE	501(C)(3)	DONATION	500
Crossroads School of Arts and Sciences 1714 21st Street Santa Monica, CA 90404	None	501(C)(3)	Donation	20,000
Doctors Without Borders 333 Seventh Avenue 2nd Floor New York, NY 10001	None	501(C)(3)	Donation	2,500
Elliott Museum 825 NE Ocean Boulevard Stuart, FL 34996	None	501(C)(3)	Donation	5,000
Total ▶ 3a				1,744,950

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>				
Everychild Foundation PO Box 1808 Pacific Palisades, CA 90272	None	501(C)(3)	Donation	5,000
Fowler Museum at UCLA 308 Charles E Young Dr N Los Angeles, CA 90024	None	501(C)(3)	Donation	2,500
Fractured Atlas 248 West 35th Street 10th Floor New York, NY 10001	None	501(C)(3)	Donation	10,000
HALSEY INSTITUTE OF CONTEMPORARY ART 161 CALHOUN STREET CHARLESTON, SC 29424	NONE	501(C)(3)	DONATION	1,000
Hammer Museum 10899 Wilshire Boulevard Los Angeles, CA 90024	None	501(C)(3)	Donation	44,750
Total ► 3a				1,744,950

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>				
INSIDEOUT WRITERS 1212 N VERMONT AVE 2ND FLOOR LOS Angeles, CA 90029	NONE	501(C)(3)	DONATION	1,000
Insight Seminars 2101 Wilshire Boulevard Suite 221 Santa Monica, CA 90403	None	501(C)(3)	Donation	1,000
International Crane Foundation PO Box 447 Baraboo, WI 53913	None	501(C)(3)	Donation	2,000
Jacaranda 1068 Harvard Street Santa Monica, CA 90403	None	501(C)(3)	Donation	2,500
LAKE FOREST COUNTRY DAY SCHOOL 145 S GREEN BAY RD LAKE FOREST, IL 60045	NONE	501(C)(3)	DONATION	1,000
Total ▶ 3a				1,744,950

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>				
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	None	501(C)(3)	Donation	1,000
LIGHT IT BLUE ASPEN 818 INDUSTRY WAY CARBONDALE, CO 81623	NONE	501(C)(3)	DONATION	200
LIGHTHAWK PO BOX 2710 TELLURIDE, CO 81435	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
Los Angeles Opera 135 North Grand Avenue Los Angeles, CA 90012	None	501(C)(3)	Donation	25,000
Total ▶ 3a				1,744,950

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 Philharmonic 2301 North Highland Avenue Los Angeles, CA 90068	None	501(C)(3)	Donation	26,000
Mepkin Abbey 1098 Mepkin Abbey Road Moneks Corner, SC 29461	None	501(C)(3)	Donation	1,000
Miss Porter's School 60 Main Street Farmington, CT 06032	None	501(C)(3)	Donation	2,500
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	None	501(C)(3)	Donation	10,000
National Parks Conservation Association 777 6th Street NW Suite 700 Washington, DC 20001	None	501(C)(3)	Donation	1,000
Total ▶ 3a				1,744,950

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 Resources Defense Council 40 W 20th Street New York, NY 10011	None	501(C)(3)	Donation	5,000
NATIONAL TROPICAL BOTANICAL GARDEN 3530 PAPALINA RD KALAHEO, HI 96741	NONE	501(C)(3)	DONATION	2,500
NEMOURS WILDLIFE FOUNDATION 161 NEMOURS PLANTATION RD YEMASSEE, SC 29945	NONE	501(C)(3)	DONATION	1,000
NPR Foundation 1111 North Capital Street NE Washington, DC 20002	None	501(C)(3)	Donation	2,500
Oberlin College 50 West Lorain Street Oberlin, OH 44074	None	501(C)(3)	Donation	25,000
Total ▶ 3a				1,744,950

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>				
PASADENA ARTS COUNCIL 65 S GRAND AVE PASADENA, CA 91105	NONE	501(C)(3)	DONATION	5,000
PLANNED PARENTHOOD 123 WILLIAM ST 10TH FLOOR NEW York, NY 10038	NONE	501(C)(3)	DONATION	2,000
PLOUGHSHARES FUND 1808 WEDEMEYER ST SUITE 200 SAN FRANCISCO, CA 94129	NONE	501(C)(3)	DONATION	2,500
POINT FOUNDATION 5055 WILSHIRE BLVD SUITE 501 LOS Angeles, CA 90036	NONE	501(C)(3)	DONATION	1,000
ROARING FORK CONSERVANCY PO BOX 3349 BASALT, CO 81621	NONE	501(C)(3)	DONATION	1,500
Total ▶ 3a				1,744,950

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>				
Santa Monica Museum of Art 10250 Constellation Boulevard Suite 220 Los Angeles, CA 90067	None	501(C)(3)	Donation	865,000
Sarah Lawrence College 1 Mead Way Bronxville, NY 10708	None	501(C)(3)	Donation	200,000
SASSAS PO Box 50386 Los Angeles, CA 90050	None	501(C)(3)	Donation	2,500
Slow Food USA 1000 Dean St Suite 222 Brooklyn, NY 11238	None	501(C)(3)	Donation	2,500
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE PASADENA, CA 91105	NONE	501(C)(3)	DONATION	5,000
Total ► 3a				1,744,950

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>				
STANDING ROCK SIOUX TRIBE 1 N STANDING ROCK AVE FORT YATES, ND 53538	NONE	501(C)(3)	DONATION	2,500
Streb Lab Action Mechanics 51 N 1st Street Brooklyn, NY 11211	None	501(C)(3)	Donation	7,500
SURFRIDER FOUNDATION 942 CALLE NEGOCIO SUITE 350 SAN CLEMENTE, CA 92673	NONE	501(C)(3)	DONATION	2,500
THE ARTBASE 99 MIDLAND SPUR BASALT, CO 81621	NONE	501(C)(3)	DONATION	2,500
The Builders Association 55 Washington Street 312D Brooklyn, NY 11201	None	501(C)(3)	Donation	15,000
Total ▶ 3a				1,744,950

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 INDUSTRY PRODUCTIONS 244 SAN PEDRO ST SUITE 304 LOS Angeles, CA 90012	NONE	501(C)(3)	DONATION	5,000
THE MIDNIGHT MISSION 601 S SAN PEDRO ST LOS Angeles, CA 90014	NONE	501(C)(3)	DONATION	2,000
The Music Center Founders 135 North Grand Avenue Los Angeles, CA 90012	None	501(C)(3)	Donation	2,000
United States Artists 980 N Michigan Avenue Suite 1300 Chicago, IL 60611	None	501(C)(3)	Donation	15,000
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 Gilman Dr La Jolla, CA 92093	None	501(C)(3)	Donation	12,000
Total 				1,744,950
3a				

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>				
UNIVERSITY OF SANTA MONICA 2107 WILSHIRE BLVD SANTA MONICA, CA 90403	NONE	501(C)(3)	DONATION	1,500
Venice Family Clinic 604 Rose Avenue Venice, CA 90291	None	501(C)(3)	Donation	2,500
WESTERN FOUNDATION OF VERTEBRATE ZOOLOGY 439 CALLE SAN PABLO CAMARILLO, CA 93012	NONE	501(C)(3)	DONATION	1,000
WOMEN MAKE MOVIES 115 W 29TH ST SUITE 1200 NEW YORK, NY 10001	NONE	501(C)(3)	DONATION	1,000
Write Girl 1330 Factory Place Unit F104 Los Angeles, CA 90013	None	501(C)(3)	Donation	1,000
Total ▶ 3a				1,744,950

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
Total 				1,744,950
3a				

TY 2016 Accounting Fees Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	20,747	0	0	0

TY 2016 Other Assets Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Investments - Corporate Stock	1,336,830	869,776	869,776
Investments - Corporate Bonds	669,305	651,439	651,439

TY 2016 Other Decreases Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685

Description	Amount
Investment Management Fees	16,889
Federal Income Tax	2,426
STATE INCOME TAX	10

TY 2016 Other Expenses Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	1,206	0	0	0
DUES	175	0	0	0
Office Supplies	752	0	0	0
Telephone	1,181	0	0	0
POSTAGE	40	0	0	0
BANK CHARGES	166	0	0	0
TRAVEL	26	0	0	0

TY 2016 Other Increases Schedule

Name: The Good Works Foundation
EIN: 95-4471685

Description	Amount
MARKET VALUE ADJUSTMENT	300,335

TY 2016 Other Liabilities Schedule**Name:** The Good Works Foundation**EIN:** 95-4471685

Description	Beginning of Year - Book Value	End of Year - Book Value
Credit Card Payable	13,010	0

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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

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

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>	DOROTHY R DONNELLEY CLUT - LAURA FUND C/O NORTHERN TR 50 S LASALLE CHICAGO, IL60675	\$ 247,650	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	DOROTHY R DONNELLEY CLUT - LAURA FUND 2 C/O NORTHERN TR 50 S LASALLE CHICAGO, IL60675	\$ 172,350	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	LAURA DONNELLEY IRREV CLUT C/O NORTHERN TR 50 S LASALLE CHICAGO, IL60675	\$ 202,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	ZANE JEFFERSON MORTON CLUT C/O NORTHERN TR 50 S LASALLE CHICAGO, IL60675	\$ 33,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	LAURA DONNELLEY 400 E MAIN ST SUITE 2 ASPEN, CO81611	\$ 7,723	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>-</u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

95-4471685

Part II	Noncash Property
---------	------------------

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

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

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	