

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation THE GOODNIGHT EDUCATIONAL FOUNDATION		A Employer identification number 56-6533546	
Number and street (or P O box number if mail is not delivered to street address) 100 SAS CAMPUS DRIVE - BLDG A A8368		Room/suite	B Telephone number (see instructions) (919) 677-8000
City or town, state or province, country, and ZIP or foreign postal code CARY, NC 27513		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 157,474,509		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)	20,000,000			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	3,978,637	3,978,637		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,356,346			
	b Gross sales price for all assets on line 6a _____ 18,262,440				
	7 Capital gain net income (from Part IV, line 2) . . .		2,356,346		
	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)	1,834	1,834		
	12 Total. Add lines 1 through 11	26,336,817	6,336,817		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,100	5,100		
	c Other professional fees (attach schedule)	153	153		
	17 Interest	244	244		
	18 Taxes (attach schedule) (see instructions) . . .	106,452	106,452		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	111,949	111,949		0
	25 Contributions, gifts, grants paid	7,303,330			7,303,330
	26 Total expenses and disbursements. Add lines 24 and 25	7,415,279	111,949		7,303,330
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	18,921,538			
	b Net investment income (if negative, enter -0-)		6,224,868		
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	29,450,969	47,180,821	47,180,821
	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)	104,928,143	108,140,182	109,389,188
	c	Investments—corporate bonds (attach schedule)	2,587,125	916,250	904,500
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	136,966,237	156,237,253	157,474,509	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)	500,186	849,664	
	23	Total liabilities (add lines 17 through 22)	500,186	849,664	
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	136,466,051	155,387,589	
	30	Total net assets or fund balances (see instructions)	136,466,051	155,387,589	
31	Total liabilities and net assets/fund balances (see instructions) .	136,966,237	156,237,253		

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	136,466,051
2	Enter amount from Part I, line 27a	2	18,921,538
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	155,387,589
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	155,387,589

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 FIDELITY S/T GAINS/LOSSES		P		
b FIDELITY L/T GAINS/LOSSES		P		
c FIDLEITY OPTIONS TRADING		P		
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 2,957,730		2,681,186	276,544
b 14,770,537		13,224,908	1,545,629
c 427,902			427,902
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			276,544
b			1,545,629
c			427,902
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	2,356,346
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	704,446

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))
2017	6,997,477	147,329,495	0 047495
2016	5,970,690	142,202,747	0 041987
2015	6,027,716	121,258,794	0 049710
2014	5,651,756	122,279,502	0 046220
2013	2,396,000	116,484,401	0 020569

2 Total of line 1, column (d)	2	0 205981
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 041196
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	151,998,051
5 Multiply line 4 by line 3	5	6,261,712
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	62,249
7 Add lines 5 and 6	7	6,323,961
8 Enter qualifying distributions from Part XII, line 4	8	7,303,330

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

Part 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	62,249
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	62,249
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	62,249
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	138,249
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	138,249
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	76,000
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 0 Refunded ▶	11	76,000

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 ▶ \$ _____ (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	
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) ▶ NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	No
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 2018 or the taxable year beginning in 2018? See the 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 ► N/A	13	Yes	
14	The books are in care of ► DONALD PARKER Telephone no ► (919) 531-6803			

Located at **►** 100 SAS CAMPUS DRIVE CARY NCZIP+4 **►** 27513

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐	15		
16	At any time during calendar year 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►	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 2018?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

		Yes	No
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.		5b
	Organizations relying on a current notice regarding disaster assistance check here.	☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No	
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? 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?		7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII 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 N/A	
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	102,202,160
b	Average of monthly cash balances.	1b	52,110,582
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	154,312,742
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	154,312,742
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,314,691
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	151,998,051
6	Minimum investment return. Enter 5% of line 5.	6	7,599,903

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	7,599,903
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	62,249
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	62,249
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	7,537,654
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	7,537,654
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	7,537,654

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	7,303,330
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	7,303,330
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	62,249
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,241,081

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				7,537,654
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			7,301,021	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 7,303,330				
a Applied to 2017, but not more than line 2a			7,301,021	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				2,309
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				7,535,345
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).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e).	13	<u>6,336,817</u>
(See worksheet in line 13 instructions to verify calculations)		

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(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)(3) (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

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.

Sign Here	*****	2019-05-14	*****	May the IRS discuss this return with the preparer shown below? (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	J KELLY LANIER		2019-05-14		P01240701
	Firm's name ▶ ROMEO WIGGINS & COMPANY LLP				Firm's EIN ▶ 56-1627242
Firm's address ▶ 8210 CREEDMOOR RD 202 RALEIGH, NC 27613					Phone no (919) 870-5151

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

(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
JAMES H GOODNIGHT	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
ANN BAGGETT GOODNIGHT	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
LEAH A GOODNIGHT	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
SUSAN G ELLIS	DIRECTOR 0 10	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				
DONALD R PARKER	DIRECTOR 8 00	0	0	0
100 SAS CAMPUS DRIVE CARY, NC 27513				

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

JAMES H GOODNIGHT
ANN B GOODNIGHT

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS CLUB OF WAKE COUNTY INC BOYS CLUB OF WAKE COUNTY INC 701 N RALEIGH BLVD 701 N RALEIGH BLVD RALEIGH, NC 27610	NONE	501(C)(3)	UNRESTRICTED FUNDS	35,000
CARY ACADEMY CARY ACADEMY 1500 NORTH HARRISON AVE 1500 NORTH HARRISON AVE CARY, NC 27513	NONE	501(C)(3)	BUILDING FUND	500,000
COMMUNITIES IN SCHOOLS CHATHAM COUN COMMUNITIES IN SCHOOLS CHATHAM COUNTY P O BOX 903 P O BOX 903 SILER CITY, NC 27344	NONE	501(C)(3)	UNRESTRICTED FUNDS	5,000
Total ▶ 3a				7,303,330

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>				
CONTEMPORARY ART FOUNDATION CONTEMPORARY ART FOUNDATION 409 W MARTIN ST 409 W MARTIN STREET RALEIGH, NC 27603	NONE	501(C)(3)	K-12 EDUCATION PROGRAMS	25,000
DEVELOPMENT FOUNDATION FOR NCCAT DEVELOPMENT FOUNDATION FOR NCCAT 276 NCCAT DRIVE 276 NCCAT DRIVE CULLOWHEE, NC 287239062	NONE	501(C)(3)	UNRESTRICTED FUNDS	15,000
DURHAM NATIVITY SCHOOL DURHAM NATIVITY SCHOOL PO BOX 3537 PO BOX 3537 DURHAM, NC 27702	NONE	501(C)(3)	UNRESTRICTED FUNDS	5,000
Total ► 3a				7,303,330

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>				
EDUCATION NC EDUCATION NCP O BOX 1636 P O BOX 1636 RALEIGH, NC 27602	NONE	501(C)(3)	UNRESTRICTED FUNDS	15,000
FRIENDS OF NC STATE MUSEUM OF NS FRIENDS OF NC STATE MUSEUM OF NS 11 WEST JONES ST 11 WEST JONES ST RALEIGH, NC 27601	NONE	501(C)(3)	EDUCATORS OF EXCELLENCE FUND	35,000
GIRL SCOUTS - NC COASTAL PINES GIRL SCOUTS - COASTAL PINES 6901 PINECREST ROAD 6901 PINECREST ROAD RALEIGH, NC 27613	NONE	501(C)(3)	STEM PROGRAMMING	15,000
Total ► 3a				7,303,330

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>				
GLOBAL SCHOLARS ACADEMY GLOBAL SCHOLARS ACADEMY 311 DOWD STREET 311 DOWD STREET DURHAM, NC 27701	NONE	501(C)(3)	UNRESTRICTED FUNDS	10,000
HOKE COUNTY SCHOOLS GOVERNORS COMMISSON BASIC ED 310 WOOLEY STREET 310 WOOLEY STREET RAEFORD, NC 28376	NONE	501(C)(3)	COURT ORDERED STUDY OF PUBLIC SCHOOL	250,000
HILL CENTER HILL CENTER3200 PICKETT ROAD 3200 PICKETT ROAD DURHAM, NC 277056010	NONE	501(C)(3)	K-12 EDUCATION PROGRAMS	203,330
Total ► 3a				7,303,330

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>				
MARBLES KIDS MUSEUM MARBLES KIDS MUSEUM 201 E HARGETT ST 201 E HARGETT ST RALEIGH, NC 27601	NONE	501(C)(3)	UNRESTRICTED FUNDS	5,000
MEDICAL FOUNDATION OF NC INC MEDICAL FOUNDATION OF NC INC CAMPUS BOX 7237 CAMPUS BOX 7237 CHAPEL HILL, NC 275997237	NONE	501(C)(3)	CHILDREN'S EDUCATION SUPPORT	10,000
MEREDITH COLLEGE MEREDITH COLLEGE 3800 HILLSBOROUGH ST 3800 HILLSBOROUGH ST RALEIGH, NC 276075298	NONE	501(C)(3)	MINORITY TEACHING SCHOLARSHIP	25,000
Total			3a	7,303,330

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>				
NC BUSINESS LEADERS FOR EDUCATION NC BUSINESS LEADERS FOR EDUCATION 100 SAS CAMPUS DR 100 SAS CAMPUS DR CARY, NC 27513	NONE	501(C)(3)	UNRESTRICTED FUNDS	25,000
NC EARLY CHILDHOOD FOUNDATION NC EARLY CHILDHOOD FOUNDATION 907 GLENWOOD AVENUE 907 GLENWOOD AVENUE RALEIGH, NC 27605	NONE	501(C)(3)	UNRESTRICTED FUNDS	25,000
NC MUSEUM OF ART NC MUSEUM OF ART 2110 BLUE RIDGE ROAD 2110 BLUE RIDGE ROAD RALEIGH, NC 27607	NONE	501(C)(3)	RESTRICTED FUNDS FOR PARK	25,000
Total ► 3a				7,303,330

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>				
NC MUSEUM OF HISTORY FOUNDATION NC MUSEUM OF HISTORY FOUNDATION 5 EAST EDENTON ST 5 EAST EDENTON ST RALEIGH, NC 27601	NONE	501(C)(3)	UNRESTRICTED FUNDS	30,000
NC SCHOOL OF SCIENCE & MATH FOUND NC SCHOOL OF SCIENCE & MATH FOUDN 1219 BROAD STREET 1219 BROAD STREET DURHAM, NC 27705	NONE	501(C)(3)	NCSSM - MORGANTON	50,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7474 CAMPUS BOX 7474 RALEIGH, NC 276957474	NONE	501(C)(3)	CHANCELLOR'S DISCRETIONARY FUND	25,000
Total ► 3a				7,303,330

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7474 CAMPUS BOX 7474 RALEIGH, NC 276957474	NONE	501(C)(3)	COLLEGE OF EDUCATION - DEAN'S DISCRE	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7474 CAMPUS BOX 7474 RALEIGH, NC 276957474	NONE	501(C)(3)	NCSU STUDENT EMERGENCY FUND	25,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7474 CAMPUS BOX 7474 RALEIGH, NC 276957474	NONE	501(C)(3)	CHASS DEAN'S DISCRETIONARY FUND	10,000
Total ▶ 3a				7,303,330

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7474 CAMPUS BOX 7474 RALEIGH, NC 276957474	NONE	501(C)(3)	GENERAL H HUGH SHELTON INITIATIVE	10,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7474 CAMPUS BOX 7474 RALEIGH, NC 276957474	NONE	501(C)(3)	KENAN FELLOWS	25,000
NCSU FOUNDATION INC NCSU FOUNDATION INC CAMPUS BOX 7529 CAMPUS BOX 7529 RALEIGH, NC 276957529	NONE	501(C)(3)	GOODNIGHT SCHOLARS	5,500,000
Total ► 3a				7,303,330

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>				
NC SOCIETY OF HISPANIC PROFESSIONAL NC SOCIETY OF HISPANIC PROFESSIONALS 8450 CHAPEL HILL RD STE 2 8450 CHAPEL HILL RD STE 2 CARY, NC 27513	NONE	501(C)(3)	SCHOLARSHIPS	5,000
NORTH CAROLINA AQUARIUM SOCIETY NORTH CAROLINA AQUARIUM SOCIETY 3125 POPLARWOOD COURT 3125 POPLARWOOD COURT RALEIGH, NC 27604	NONE	501(C)(3)	AQUARIUM SCHOLARS	5,000
PUBLIC SCHOOL FORUM OF NC PUBLIC SCHOOL FORUM OF NC 3739 NATIONAL DR STE 100 3739 NATIONAL DR STE 100 RALEIGH, NC 27612	NONE	501(C)(3)	UNRESTRICTED FUNDS	25,000
Total ► 3a				7,303,330

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>				
RALEIGH SCHOOL INC RALEIGH SCHOOL INC 1141 RALEIGH SCHOOL DRIVE 1141 RALEIGH SCHOOL DRIVE RALEIGH, NC 27607	NONE	501(C)(3)	UNRESTRICTED FUNDS	25,000
READ AND FEED READ AND FEED 193 HIGH HOUSE ROAD 193 HIGH HOUSE ROAD CARY, NC 27511	NONE	501(C)(3)	UNRESTRICTED FUNDS	10,000
STUDENT U STUDENT U600 EAST UMSTEAD STREET 600 EAST UMSTEAD STREET DURHAM, NC 27701	NONE	501(C)(3)	UNRESTRICTED FUNDS	25,000
Total			3a	7,303,330

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>				
TAMMY LYNN MEMORIAL FOUNDATION TAMMY LYNN MEMORIAL FOUNDATION INC 739 CHAPPELL DRIVE 739 CHAPPELL DRIVE RALEIGH, NC 27606	NONE	501(C)(3)	UNRESTRICTED FUNDS	5,000
THE NAVIGATORS THE NAVIGATORS P O BOX 6000 P O BOX 6000 COLORADO SPRINGS, CO 80934	NONE	501(C)(3)	URBAN HOPE NAVIGATORS	5,000
UNIVERSITY OF NC AT CHAPEL HILL NC PUBLIC RADIO - WUNC 120 FRIDAY CENTER DRIVE 120 FRIDAY CENTER DRIVE CHAPEL HILL, NC 27517	NONE	501(C)(3)	EDUCATIONAL PROGRAMMING	20,000
Total ▶ 3a				7,303,330

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 NORTH CAROLINA FOUND 910 RALEIGH ROAD PO BOX 2688 CHAPEL HILL, NC 27515	NONE	501(C)(3)	MY FUTURE NC	220,000
UNIVERSITY OF NC AT CHAPEL HILL UNIVERSITY OF NC AT CHAPEL HILL 250 EAST FRANKLIN STREET CAMPUS BOX 3480 CHAPEL HILL, NC 27599	NONE	501(C)(3)	MOREHEAD PLANETARIUM & CENTER	10,000
WAKE EDUCATION PARTNERSHIP WAKE EDUCATION PARTNERSHIP 3101 INDUSTRIAL DRIVE SUITE 100 RALEIGH, NC 27609	NONE	501(C)(3)	UNRESTRICTED FUNDS	10,000
Total ► 3a				7,303,330

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>				
YMCA OF THE TRIANGLE INC YMCA OF THE TRIANGLE INC 801 CORP CENTER STE 200 801 CORP CENTER STE 200 RALEIGH, NC 27607	NONE	501(C)(3)	CAMP SEA GULL/SEAFARER SCHOLARSHIPS	25,000
Total ▶ 3a				7,303,330

TY 2018 Accounting Fees Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	5,100	5,100		

TY 2018 Explanation of Non-Filing with Attorney General Statement

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Statement: NOT REQUIRED IN NORTH CAROLINA.

TY 2018 Investments Corporate Bonds Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIDELITY - 663-134385	916,250	904,500

TY 2018 Investments Corporate Stock Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY - 663-134385	76,937,846	78,304,998
FIDELITY - 663-134385 - MUTUAL FUND	31,202,336	31,084,190

TY 2018 Other Income Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SETTLEMENT INCOME	1,834	1,834	

TY 2018 Other Liabilities Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Description	Beginning of Year - Book Value	End of Year - Book Value
OPTIONS OUTSTANDING	493,172	843,197
COST BASIS ADJUSTMENT	7,014	6,467

TY 2018 Other Professional Fees Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	153	153		

TY 2018 Taxes Schedule

Name: THE GOODNIGHT EDUCATIONAL
FOUNDATION

EIN: 56-6533546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAX WITHHELD ON D	16,866	16,866		
PY LESS CY FOREIGN TAX (-10)				
EXCISE TAX	89,586	89,586		

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 ▶ Go to <u>www.irs.gov/Form990</u> for the latest information	OMB No 1545-0047
		2018
Name of the organization THE GOODNIGHT EDUCATIONAL FOUNDATION		Employer identification number 56-6533546

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE GOODNIGHT EDUCATIONAL FOUNDATION	Employer identification number 56-6533546
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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
1	JAMES H GOODNIGHT 100 SAS CAMPUS DRIVE CARY, NC 27513	 \$ 10,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	ANN B GOODNIGHT 100 SAS CAMPUS DRIVE CARY, NC 27513	 \$ 10,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-	 	 \$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

56-6533546

[illegible]

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