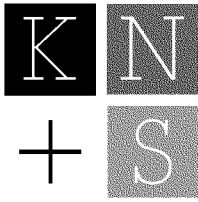


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CLIENT'S COPY



Katz, Nannis + Solomon, PC
Certified Public Accountants

November 14, 2014

Good Sports, Inc.
1515 Hancock Street, Suite 301
Quincy, MA 02169

Good Sports, Inc.:

Enclosed are the 2013 Exempt Organization returns, as follows...

2013 Form 990

2013 Illinois Form AG990-IL

2013 Massachusetts Form PC

2013 Massachusetts Annual Report

Each original should be dated, signed and filed in accordance with the filing instructions. The copy should be retained for your files.

Very truly yours,

Jeffrey D. Solomon, C.P.A., C.V.A.
Katz, Nannis + Solomon, P.C.

TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

December 31, 2013

Prepared for	Good Sports, Inc. 1515 Hancock Street, Suite 301 Quincy, MA 02169
Prepared by	Katz, Nannis + Solomon, P.C. 800 South Street, Suite 250 Waltham, MA 02453-1480
Amount due or refund	Not applicable
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Not applicable
Return must be mailed on or before	Not applicable
Special Instructions	This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-EO to our office. We will transmit the return electronically to the IRS and no further action is required. Return Form 8879-EO to us by August 15, 2014.

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2013, or fiscal year beginning _____, 2013, and ending _____, 20____

2013

▶ **Do not send to the IRS. Keep for your records.**

▶ **Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo**

Department of the Treasury
Internal Revenue Service

Name of exempt organization

Employer identification number

GOOD SPORTS, INC.

75-3138664

Name and title of officer

**MELISSA HARPER
CHIEF EXECUTIVE OFFICER**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b <u>3,734,373.</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2013 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize KATZ, NANNIS + SOLOMON, P.C. to enter my PIN 75313
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

04411580123
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2013 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: C Name of organization: GOOD SPORTS, INC. D Employer identification number: 75-3138664
E Telephone number: 617-471-1213
G Gross receipts \$: 3,839,812.
H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
I Tax-exempt status: 501(c)(3)
J Website: WWW.GOODSPORTS.ORG
K Form of organization: Corporation
L Year of formation: 2003
M State of legal domicile: MA

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1-7a Activities & Governance, 8-12 Revenue, 13-19 Expenses, 20-22 Net Assets or Fund Balances.

Part II Signature Block

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

Sign Here: Signature of officer: MELISSA HARPER, CHIEF EXECUTIVE OFFICER
Date:
Paid Preparer Use Only: Print/Type preparer's name: JEFFREY D. SOLOMON, C.P.A. Preparer's signature: JEFFREY D. SOLOMON, Date: PTIN: P00039505
Firm's name: KATZ, NANNIS + SOLOMON, P.C. Firm's EIN: 04-2887211
Firm's address: 800 SOUTH STREET, SUITE 250 WALTHAM, MA 02453-1480 Phone no.: 781-453-8700

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE MISSION IS TO INCREASE YOUTH PARTICIPATION IN SPORTS, FITNESS, AND RECREATIONAL PROGRAMS BY TARGETING ONE OF THE MAJOR OBSTACLES LIMITING PARTICIPATION - ACCESS TO SPORTS EQUIPMENT. GOOD SPORTS DISTRIBUTES SPORTS EQUIPMENT, FOOTWEAR, AND APPAREL TO COMMUNITY ORGANIZATIONS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 2,329,757. including grants of \$ 1,906,742.) (Revenue \$ 83,601.) SINCE 2003, GOOD SPORTS HAS IMPACTED OVER 800,000 YOUNG PEOPLE THROUGH SPORTS EQUIPMENT DONATIONS. GOOD SPORTS HAS DONATED OVER \$9,000,000 WORTH OF EQUIPMENT TO OVER 1000 PROGRAMS.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 2,329,757.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24b			
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24c			
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24d			
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
25b			X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
26			X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
27			X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28a			X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b			X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c			X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
29		X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
30			X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
31			X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
32			X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
33			X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
34			X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35a			X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
35b			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36			X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
37			X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	
38		X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	19		
1b	Enter the number of voting members included in line 1a, above, who are independent		
	18		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MA, IL**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MELISSA HARPER - 617-471-1213**
1515 HANCOCK ST., SUITE 301, QUINCY, MA 02169

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KIRSTEN HANO BOARD MEMBER	2.00	X					0.	0.	0.	
(2) MELISSA HARPER CHIEF EXECUTIVE OFFICER	40.00	X		X			113,958.	0.	0.	
(3) MICHAEL HARRINGTON BOARD MEMBER	2.00	X					0.	0.	0.	
(4) GEOFFREY HYATT TREASURER	2.00	X		X			0.	0.	0.	
(5) CHRISTY KESWICK CHIEF OPERATING OFFICER	40.00	X		X			98,254.	0.	0.	
(6) ANDREW LAURENCE BOARD MEMBER	2.00	X					0.	0.	0.	
(7) TED MANLEY BOARD MEMBER	2.00	X					0.	0.	0.	
(8) DREW SAWYER BOARD MEMBER	2.00	X					0.	0.	0.	
(9) PETER STEVENS CHAIRMAN	2.00	X		X			0.	0.	0.	
(10) WILBUR SWAN BOARD MEMBER	2.00	X					0.	0.	0.	
(11) MICHAEL WALL BOARD MEMBER	2.00	X					0.	0.	0.	
(12) KENT WELDON BOARD MEMBER	2.00	X					0.	0.	0.	
(13) BRYANT MCBRIDE BOARD MEMBER	2.00	X					0.	0.	0.	
(14) KATHERINE POTTER BOARD MEMBER	2.00	X					0.	0.	0.	
(15) BILL MCMAHON BOARD MEMBER	2.00	X					0.	0.	0.	
(16) JOHN GATES BOARD MEMBER	2.00	X					0.	0.	0.	
(17) MATT CAMP BOARD MEMBER	2.00	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JAMES CATUDAL BOARD MEMBER	2.00	X						0.	0.	0.
(19) AMY LATIMER BOARD MEMBER	2.00	X						0.	0.	0.
(20) PETER LAWLER BOARD MEMBER	2.00	X						0.	0.	0.
(21) EMILY MCCANN BOARD MEMBER	2.00	X						0.	0.	0.
(22) DAVID PACE BOARD MEMBER	2.00	X						0.	0.	0.
(23) JOHN WOLF BOARD MEMBER	2.00	X						0.	0.	0.
(24) MICHELE MARTIN BOARD MEMBER	2.00	X						0.	0.	0.
1b Sub-total							212,212.	0.	0.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							212,212.	0.	0.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	137,294.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,231,162.				
	g	Noncash contributions included in lines 1a-1f: \$		2,232,138.				
	h	Total. Add lines 1a-1f		3,368,456.				
	Program Service Revenue	2 a		Business Code				
b								
c								
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		100.			100.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	(ii) Personal				
		Less: rental expenses						
		Rental income or (loss)						
		Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		Less: cost or other basis and sales expenses						
		Gain or (loss)						
		Net gain or (loss)						
	8 a	Gross income from fundraising events (not including \$ 137,294. of contributions reported on line 1c). See Part IV, line 18	a		387,655.			
		Less: direct expenses	b		105,439.			
		Net income or (loss) from fundraising events			282,216.			282,216.
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
Less: direct expenses		b						
Net income or (loss) from gaming activities								
10 a	Gross sales of inventory, less returns and allowances	a						
	Less: cost of goods sold	b						
	Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a	ADMIN FEE ON DONATED E		480000	83,601.	83,601.			
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d			83,601.				
12	Total revenue. See instructions.			3,734,373.	83,601.	0.	282,316.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,906,742.	1,906,742.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	207,559.	110,006.	45,663.	51,890.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	264,230.	111,954.	66,640.	85,636.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	48,170.	23,112.	10,724.	14,334.
10 Payroll taxes	41,469.	19,510.	9,871.	12,088.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	29,350.	10,495.	5,311.	13,544.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,361.	1,610.	787.	964.
12 Advertising and promotion	18,288.	812.	16,809.	667.
13 Office expenses	18,535.	8,034.	5,184.	5,317.
14 Information technology	2,867.	1,349.	682.	836.
15 Royalties				
16 Occupancy	58,587.	46,274.	5,535.	6,778.
17 Travel	22,959.	15,951.	2,072.	4,936.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	611.	282.	154.	175.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	28,585.		28,585.	
23 Insurance	2,847.	535.	1,980.	332.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SPECIAL EVENTS	134,539.	425.	548.	133,566.
b POSTAGE AND DELIVERY	62,610.	58,414.	704.	3,492.
c SUPPLIES	7,712.	3,993.		3,719.
d INVENTORY OBSOLESCENCE	5,617.	5,617.	0.	0.
e All other expenses	13,981.	4,642.	6,836.	2,503.
25 Total functional expenses. Add lines 1 through 24e	2,878,619.	2,329,757.	208,085.	340,777.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	294,069.	1	370,686.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	93,323.	3	18,255.	
	4 Accounts receivable, net	3,349.	4	8,789.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	1,031,030.	8	1,872,847.	
	9 Prepaid expenses and deferred charges	4,930.	9	6,542.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 64,047.			
	b Less: accumulated depreciation	10b 35,080.	39,522.	10c 28,967.	
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	41,914.	15	27,497.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,508,137.	16	2,333,583.		
Liabilities	17 Accounts payable and accrued expenses	93,408.	17	63,100.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	93,408.	26	63,100.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	217,660.	27	281,199.	
	28 Temporarily restricted net assets	1,197,069.	28	1,989,284.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	1,414,729.	33	2,270,483.	
34 Total liabilities and net assets/fund balances	1,508,137.	34	2,333,583.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,734,373.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,878,619.
3	Revenue less expenses. Subtract line 2 from line 1	3	855,754.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,414,729.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,270,483.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,353,446.	1,546,168.	805,475.	2,411,475.	3,392,797.	9,509,361.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,353,446.	1,546,168.	805,475.	2,411,475.	3,392,797.	9,509,361.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						9,509,361.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	1,353,446.	1,546,168.	805,475.	2,411,475.	3,392,797.	9,509,361.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,269.	392.	311.	220.	100.	3,292.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	151,159.	130,310.	197,382.	222,669.	365,817.	1,067,337.
11 Total support. Add lines 7 through 10						10,579,990.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	89.88	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	89.72	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization

GOOD SPORTS, INC.

Employer identification number

75-3138664

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization GOOD SPORTS, INC.	Employer identification number 75-3138664
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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	ATLANTA FALCONS YOUTH FOUNDATION 4400 FALCON PARKWAY FLOWERY BRANCH, GA 30542	\$ 103,978.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	COCA-COLA FOUNDATION P.O. BOX 1734 ATLANTA, GA 30301	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	JORDAN FAMILY SPORTS FOUNDATION 875 NORTH MICHIGAN AVENUE CHICAGO, IL 60611	\$ 115,698.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	WES WELKER FOUNDATION P.O. BOX 20777 OKLAHOMA CITY, OK 73156	\$ 70,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GOOD SPORTS, INC.	Employer identification number 75-3138664
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization GOOD SPORTS, INC.	Employer identification number 75-3138664
---	--

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once.) ▶ \$ _____
 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	
(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	

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: GOOD SPORTS, INC. Employer identification number: 75-3138664

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements, including questions 1-9 and a table for lines 2a-2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions 1a-2.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations

	Yes	No
3a(i)		
- (ii) related organizations

	Yes	No
3a(ii)		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		10,155.	31,060.	-20,905.
d Equipment		53,892.	4,020.	49,872.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				28,967.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	3,864,153.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	24,341.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	105,439.
e	Add lines 2a through 2d	2e	129,780.
3	Subtract line 2e from line 1	3	3,734,373.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	3,734,373.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	3,008,399.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	24,341.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	105,439.
e	Add lines 2a through 2d	2e	129,780.
3	Subtract line 2e from line 1	3	2,878,619.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	2,878,619.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

EXPLANATION: INCOME TAXES - THE ORGANIZATION IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, NO PROVISION FOR INCOME TAXES IS REFLECTED IN THESE FINANCIAL STATEMENTS. CONTRIBUTIONS TO THE ORGANIZATION ARE TAX DEDUCTIBLE.

THE ORGANIZATION MUST IDENTIFY, RECOGNIZE, MEASURE AND DISCLOSE IN ITS FINANCIAL STATEMENTS THE EFFECTS OF ANY UNCERTAIN TAX REPORTING POSITIONS THAT AN ORGANIZATION HAS TAKEN OR EXPECTS TO TAKE IS REQUIRED UNDER GAAP. THE ORGANIZATION MUST RECOGNIZE AN UNRECOGNIZED TAX BENEFIT WHEN, DESPITE THE ORGANIZATION'S BELIEF THAT ITS TAX RETURN POSITIONS ARE SUPPORTABLE, IT IS POSSIBLE THAT CERTAIN POSITIONS MAY NOT BE FULLY SUSTAINED UPON

Part XIII Supplemental Information (continued)

REVIEW BY TAX AUTHORITIES. TO THE EXTENT THAT THE FINAL TAX OUTCOME OF THESE MATTERS IS DIFFERENT THAN THE AMOUNTS RECORDED, SUCH DIFFERENCES IMPACT INCOME TAX EXPENSE IN THE PERIOD IN WHICH SUCH DETERMINATION IS MADE. INTEREST AND PENALTIES, IF ANY, RELATED TO ACCRUED LIABILITIES FOR POTENTIAL TAX ASSESSMENTS ARE INCLUDED IN INCOME TAX EXPENSE. MANAGEMENT HAS ANALYZED THE ORGANIZATION'S TAX POSITIONS TAKEN FOR ALL OPEN TAX YEARS (2007-2010), AND HAS CONCLUDED THAT NO PROVISION FOR UNRECOGNIZED TAX BENEFITS FROM UNCERTAIN TAX POSITIONS IS REQUIRED IN THE ORGANIZATION'S FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES REPORTED IN FORM 990, PART VIII, LINE

8B 105,439.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES REPORTED IN FORM 990, PART VIII, LINE

8B 105,439.

SCHEDULE D PART X LINE 2

EXPLANATION: EXPLANATION: INCOME TAXES - THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE ORGANIZATION IS ALSO EXEMPT FROM STATE INCOME TAXES UNDER VARIOUS STATE LAWS. ACCORDINGLY, NO PROVISION FOR FEDERAL OR STATE INCOME TAXES HAS BEEN PROVIDED FOR THE ACCOMPANYING FINANCIAL STATEMENTS. CONTRIBUTIONS TO THE ORGANIZATION ARE TAX DEDUCTIBLE.

IN ACCORDANCE WITH GAAP, THE ORGANIZATION IDENTIFIES, RECOGNIZES, MEASURES AND DISCLOSES IN ITS FINANCIAL STATEMENTS THE EFFECTS OF ANY UNCERTAIN TAX

Part XIII Supplemental Information (continued)

REPORTING POSITIONS IT HAS TAKEN OR EXPECTS TO TAKE. THE ORGANIZATION
RECOGNIZES AN UNRECOGNIZED TAX BENEFIT WHEN, DESPITE THE ORGANIZATION'S
BELIEF THAT ITS TAX RETURN POSITIONS ARE SUPPORTABLE, IT IS POSSIBLE THAT
CERTAIN POSITIONS MAY NOT BE FULLY SUSTAINED UPON REVIEW BY TAX
AUTHORITIES. TO THE EXTENT THAT THE FINAL TAX OUTCOME OF THESE MATTERS IS
DIFFERENT THAN THE AMOUNTS RECORDED, SUCH DIFFERENCES IMPACT INCOME TAX
EXPENSE IN THE PERIOD IN WHICH SUCH DETERMINATION IS MADE. INTEREST AND
PENALTIES, IF ANY, RELATED TO ACCRUED LIABILITIES FOR POTENTIAL TAX
ASSESSMENTS ARE INCLUDED IN INCOME TAX EXPENSE. MANAGEMENT HAS ANALYZED
THE ORGANIZATION'S TAX POSITIONS TAKEN FOR ALL OPEN TAX YEARS (2010-2013),
AND HAS CONCLUDED THAT NO PROVISION FOR UNRECOGNIZED TAX BENEFITS FROM
UNCERTAIN TAX POSITIONS IS REQUIRED IN THE ORGANIZATION'S FINANCIAL
STATEMENTS.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		BOSTON LEGENDS (event type)	CHICAGO LEGENDS (event type)	4 (total number)	
Revenue	1 Gross receipts	292,205.	125,444.	107,300.	524,949.
	2 Less: Contributions	70,360.	48,234.	18,700.	137,294.
	3 Gross income (line 1 minus line 2)	221,845.	77,210.	88,600.	387,655.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	10,000.	242.	13,000.	23,242.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	45,697.	19,800.	16,700.	82,197.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				105,439.
11 Net income summary. Subtract line 10 from line 3, column (d)				282,216.	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, column (d)					

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No. 1545-0047

2013

**Open to Public
Inspection**

▶ **Information about Schedule I (Form 990) and its instructions is at** www.irs.gov/form990

Name of the organization **GOOD SPORTS, INC.** Employer identification number **75-3138664**

Part I **General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AAA CONFERENCE 435 JEFFERSON AVENUE #4 BROOKLYN, NY 11221	46-1834203		0.	5,764.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
AFRICAN IMMIGRANT ASSOCIATION 276 LISBON STREET LEWISTON, ME 04240	05-0593658		0.	7,851.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
AMERICA SCORES NEW ENGLAND 29 GERMANIA STREET JAMAICA PLAIN, MA 02130	04-3482756		0.	15,417.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BCYF MILDRED AVE COMMUNITY CENTER 5 MILDRED AVENUE MATAPAN, MA 02126	04-3315190		0.	5,848.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUB OF NORTHWEST MS P.O. BOX 825 630 HWY 51 SOUTH BATESVILLE, MS 38606	64-0896230		0.	19,120.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUB OF OCEANSIDE 401 COUNTRY CLUB LN. OCEANSIDE, CA 92054	95-1744805		0.	8,659.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **55.**

3 Enter total number of other organizations listed in the line 1 table **46.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS & GIRLS CLUB OF SYRACUSE 201 SHONNARD STREET SYRACUSE, NY 13204	15-0532240		0.	7,355.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUBS OF CHICAGO 2915 NORTH LEAVITT CHICAGO, IL 60618	36-2166997		0.	29,451.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUBS OF EAST LOS ANGELES - 324 N. MCDONNELL AVENUE - LOS ANGELES, CA 90022	95-1865996		0.	17,151.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE - 1558 N 6TH ST - MILWAUKEE, WI 53212	39-0806292		0.	5,613.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUBS OF METRO ATLANTA - 1275 PEACHTREE STREET SUITE 500 - ATLANTA, GA 30309	58-0566123		0.	5,754.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BOYS & GIRLS CLUBS OF WAKE COUNTY 701 N. RALEIGH BLVD RALEIGH, NC 27610	56-0863051		0.	21,490.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
BROCKTON JUNIOR BOXERS POP WARNER PO BOX 1685 BROCKTON, MA 02302	01-0859889		0.	38,540.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
CITY YOUTH, INC 1212 CROSS LINK RD RALEIGH, NC 27610	20-0765691		0.	6,423.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
CONCERNED CITIZENS OF NORTH CAMDEN 644 STATE STREET CAMDEN, NJ 08102	22-2235357		0.	9,920.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CRENSHAW COUGARS YOUTH FOOTBALL 10424 S. WILTON PL LOS ANGELES, CA 90047	95-4586546		0.	5,898.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
DETROIT DOLPHINS 9006 GRIGGS DETROIT, MI 48204	26-4730458		0.	6,240.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
DOWNEY YOUTH BASEBALL 711 STEWART DRIVE ABINGTON, MA 02351	26-4797343		0.	8,043.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
EAST VALLEY BASEBALL P.O. BOX 15683 NORTH HOLLYWOOD, CA 91615	35-2236508		0.	7,038.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
FALL RIVER FALCONS 1170 WILSON RD #26 FALL RIVER, MA 02720	04-3285835		0.	7,353.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
FOR MY PEOPLE EMPOWERMENT INC 2346 LORILLARD PLACE SUITE 3 BRONX, NY 10458	26-0334361		0.	10,306.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
GARDENA YOUTH FOOTBALL AND CHEER 13224 SOUTH WILKIE AVENUE GARDENA, CA 90249	01-0661236		0.	5,040.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
HENNIGAN COMMUNITY CENTER 200 HEATH JAMAICA PLAIN, MA 02130	23-7282116		0.	10,400.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
ILLINOIS LITTLE LEAGUE DISTRICT 12 2521 N LINDER CHICAGO, IL 60639	27-3980057		0.	22,711.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INGENIUM CHARTER MIDDLE SCHOOL 1726 EAST 117TH STREET LOS ANGELES, CA 90059	11-3794105		0.	6,705.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
INGENIUM CHARTER MIDDLE SCHOOL 22250 ELKWOOD STREET CANOGA PARK, CA 91304	11-3794105		0.	6,400.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
KENNY'S BEST OF FRIENDS 2103 SAVANNAH DRIVE MANSFIELD, TX 76063	46-0614191		0.	5,675.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
LIVE LIGHT LIVE RIGHT ONE BROOKDALE PLAZA ROOM 300 CHC BROOKLYN, NY 12212	11-1631746		0.	8,008.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
MACON COUNTY RECREATION DEPARTMENT 700 VIENNA ROAD MONTEZUMA, GA 31063	58-6000858		0.	15,133.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
MOUNTAIN DISCOVERY CHARTER SCHOOL P.O. BOX 234 WEBSTER, NC 28788	56-2257244		0.	5,422.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
MOUNTAIN HOME AFB YOUTH PROGRAMS 366 FSS 480 5TH AVENUE MOUNTAIN HOME AFB, ID 83648	82-0295400		0.	7,411.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
NEW SUMMIT SCHOOL P.O. BOX 12347 JACKSON, MS 39236	64-0817401		0.	6,445.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
NEW YORK POLICE ATHLETIC LEAGUE, INC. - 34 1/2 EAST 12TH STREET - NEW YORK, NY 10003	13-5596811		0.	13,024.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEWPORT CARDINALS 14 E RIDGE NEWPORT, KY 41071	23-1582287		0.	10,630.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
OUR LADY OF PERPETUAL HELP SCHOOL 7625 CORTLAND AVENUE DALLAS, TX 75235	53-0196617		0.	5,860.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
PARKSIDE SAINTS 1122 N 65TH PHILADELPHIA, PA 19151	27-1421155		0.	9,387.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
PEACH COUNTY YOUTH ASSOCIATION P.O. BOX 1026 BYRON, GA 31008	27-3217535		0.	5,588.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
POLICE ATHLETIC LEAGUE OF ST. PETERSBURG - 1450 16TH STREET NORTH - ST. PETERSBURG, FL 33704	59-1060508		0.	6,119.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
RECREATION AND PARKS- LA CITY 3900 CHEVY CHASE DRIVE LOS ANGELES, CA 90039	95-6000735		0.	18,671.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
ROBERT LAND COMMUNITY ASSOCIATION 460 WENTWORTH STREET NORTH HAMILTON, ONTARIO, CANADA	80-2527945		0.	10,931.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
ROCKFORD RAVENS YOUTH FOOTBALL & CHEER - 7344 VANISTA CT - ROCKFORD, IL 61107	45-3634536		0.	17,244.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
SAUCEDO SCHOLASTIC ACADEMY 2850 W. 24TH BLVD CHICAGO, IL 60623	36-6005821		0.	10,295.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SOMERVILLE LITTLE LEAGUE 25 KINGSTON STREET SOMERVILLE, MA 02144-2722	04-2678844		0.	5,940.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
SOMERVILLE YOUTH & RECREATION FOUNDATION - 151 PEARL STREET - SOMERVILLE, MA 02145	51-0572717		0.	13,911.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
SOUTH SIDE WOLVERINES 11643 S VINCENNES CHICAGO, IL 60643	80-0793049		0.	13,855.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
SOUTHERN PANTHERS 4500 HARLAN AVE WACO, TX 76710	74-2551718		0.	7,796.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
SOUTHERN SEAHAWKS 9506 ASHVILLE DR HOUSTON, TX 77051	45-1634741		0.	6,065.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
UNION LEAGUE BOYS & GIRLS CLUBS 65 WEST JACKSON BLVD CHICAGO, IL 60604	36-2167939		0.	5,012.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
URBAN SPIKE RBI BASEBALL LEAGUE 1911 ANDREW JOHNSON DRIVE KINSTON, NC 28501	56-2082397		0.	20,310.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
URBAN SPIKE RBI BASEBALL LEAGUE 1911 ANDREW JOHNSON DRIVE KINSTON, NC 28501	56-2082397		0.	10,557.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
WEST ANAHEIM LITTLE LEAGUE PO BOX 5984 BUENA PARK, CA 90622	22-2501550		0.	9,160.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WEST BROAD STREET YMCA 1110 MAY STREET SAVANNAH, GA 31415	58-0616558		0.	5,546.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
WEST END HOUSE BOYS AND GIRLS CLUB 105 ALLSTON STREET ALLSTON, MA 02134	04-2105825		0.	14,205.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
WOODCREST GENERALS YOUTH FOOTBALL 9537 S. VERMONT AVE LOS ANGELES, CA 90044	47-0919596		0.	6,831.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH
YOUTH ENRICHMENT SERVICES 412 MASSACHUSETTS AVE. BOSTON, MA 02118	04-2599466		0.	5,126.	FMV	SPORTS EQUIPMENT	INCREASE ACCESSIBILITY OF YOUTH SPORTS PROGRAMS TO DISADVANTAGED YOUTH

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: ORGANIZATIONS ARE REQUIRED TO FILL OUT AN EVALUATION FORM THAT EXPLAINS HOW THE EQUIPMENT IMPACTED THEIR PROGRAM AND PROVIDE PHOTOS OR VIDEOS OF THE EQUIPMENT BEING USED.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization **GOOD SPORTS, INC.** Employer identification number **75-3138664**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>GIFTS IN KIND</u>)	X	16	2,188,888.	FAIR MARKET VALUE
26 Other ▶ (<u>IN KIND DONAT</u>)	X	1	132,950.	FAIR MARKET VALUE
27 Other ▶ (<u>GIFTS IN KIND</u>)	X	1	23,550.	FAIR MARKET VALUE
28 Other ▶ (<u>GIFTS IN KIND</u>)	X	1	19,700.	FAIR MARKET VALUE

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B):

EXPLANATION: THE NUMBER OF CONTRIBUTIONS IS BASED ON THE NUMBER OF CONTRIBUTORS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

GOOD SPORTS, INC.

Employer identification number

75-3138664

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TARGETING ONE OF THE MAJOR OBSTACLES LIMITING PARTICIPATION - ACCESS TO
SPORTS EQUIPMENT. GOOD SPORTS DISTRIBUTES SPORTS EQUIPMENT, FOOTWEAR,
AND APPAREL TO COMMUNITY ORGANIZATIONS OFFERING PROGRAMS TO
DISADVANTAGED YOUTH HELPING TO LAY THE FOUNDATION FOR HEALTHY, ACTIVE
LIFESTYLES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

OFFERING PROGRAMS TO DISADVANTAGED YOUTH HELPING TO LAY THE FOUNDATION
FOR HEALTHY, ACTIVE LIFESTYLES.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: BEFORE FILING THE FORM 990, THE CHIEF EXECUTIVE OFFICER
REVIEWS THE FORM 990 IN DETAIL. IT IS THEN DISTRIBUTED TO THE BOARD OF
DIRECTORS, WHO NOTIFY THE CEO OF ANY QUESTIONS. UPON FINAL DISCUSSION, THE
CEO SIGNS AND FILES THE FORM 990 WITH THE AUTHORITIES.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: IF ANYONE HAS A POTENTIAL CONFLICT OF INTEREST THEY ARE
REQUIRED TO DISCLOSE THAT TO THE BOARD OF DIRECTORS. THE BOARD THEN
DETERMINES WHETHER A CONFLICT EXISTS AND HOW BEST TO HANDLE IT (SUCH AS
RESTRICTING THE PARTICIPATION OF THE CONFLICTED PARTY).

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE PERSONNEL COMMITTEE COMPOSED OF MEMBERS OF THE BOARD OF
DIRECTORS REVIEWS COMPARABLE DATA, PERFORMANCE OF COMPANY AGAINST ITS

Name of the organization GOOD SPORTS, INC.	Employer identification number 75-3138664
---	--

GOALS, AND DETERMINES COMPENSATION FOR THE CEO AND COO. THIS COMMITTEE ALSO APPROVES RECOMMENDATIONS MADE BY THE CEO FOR ALL STAFF COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENT AND FINANCIAL STATEMENTS AVAILABLE ON OUR WEBSITE AS WELL AS UPON REQUEST. IN ADDITION, THE FORM 990 IS AVAILABLE VIA THE MA ATTORNEY GENERAL'S WEBSITE AND GUIDESTAR.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	MACHINERY & EQUIPMENT														
1	COMPUTER EQUIPMENT	01/01/07	SL	5.00		16	2,106.				2,106.	2,106.		0.	2,106.
2	COMPUTER EQUIPMENT	09/26/07	SL	5.00		16	2,670.				2,670.	2,670.		0.	2,670.
3	COMPUTER EQUIPMENT	03/05/08	SL	5.00		16	1,040.				1,040.	1,005.		35.	1,040.
4	COMPUTER EQUIPMENT	07/01/08	SL	5.00		16	1,450.				1,450.	1,305.		145.	1,450.
5	COMPUTER EQUIPMENT	06/27/10	SL	5.00		16	4,410.				4,410.	2,205.		882.	3,087.
6	COMPUTER EQUIPMENT	01/01/11	SL	5.00		16	2,454.				2,454.	982.		491.	1,473.
7	COMPUTER EQUIPMENT	11/08/11	SL	5.00		16	1,200.				1,200.	280.		240.	520.
8	NETSUITE	07/01/11	SL	3.00	HY	16	37,199.				37,199.	18,600.		12,400.	31,000.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT						52,529.				52,529.	29,153.		14,193.	43,346.
	MANAGEMENT AND GENERAL														
9	LEASEHOLD IMPROVEMENTS	05/29/12	SL	39.00	MM	16	10,155.				10,155.	152.		260.	412.
10	COMPUTER EQUIPMENT	06/18/13	SL	5.00		16	1,363.				1,363.			136.	136.
	* 990 PAGE 10 TOTAL MANAGEMENT AND GENERAL						11,518.				11,518.	152.		396.	548.
	* GRAND TOTAL 990 PAGE 10 DEPR						64,047.				64,047.	29,305.		14,589.	43,894.

TAX RETURN FILING INSTRUCTIONS

ILLINOIS FORM AG990-IL

FOR THE YEAR ENDING

December 31, 2013

Prepared for	Good Sports, Inc. 1515 Hancock Street, Suite 301 Quincy, MA 02169
Prepared by	Katz, Nannis + Solomon, P.C. 800 South Street, Suite 250 Waltham, MA 02453-1480
Mail tax return to	Office of the Attorney General Charitable Trust Bureau 100 West Randolph St., 11th Floor Chicago, IL 60601-3175
Return must be mailed on or before	Please mail as soon as possible.
Special Instructions	<p>The report should be signed and dated by the authorized individual(s).</p> <p>Enclose a check for \$15 made payable to Illinois Charity Bureau Fund. Include the organization's Illinois charitable organization number and "2013 Form AG990-IL" on the remittance.</p>

ILLINOIS CHARITABLE ORGANIZATION ANNUAL REPORT

PMT #	_____
AMT	_____
INIT	_____

Attorney General LISA MADIGAN State of Illinois
Charitable Trust Bureau, 100 West Randolph
11th Floor, Chicago, Illinois 60601

CO # 01-66315347

Report for the Fiscal Period:

Beginning 01/01/2013

& Ending 12/31/2013

MO DAY YR

Make Checks Payable to the Illinois Charity Bureau Fund

- Check all items attached:**
- Copy of IRS Return
 - Audited Financial Statements
 - Copy of Form IFC
 - \$15.00 Annual Report Filing Fee
 - \$100.00 Late Report Filing Fee

MO DAY YR
09/05/2003

Federal ID # 75-3138664

Are contributions to the organization tax deductible?

Yes No

Date Organization was created:

LEGAL NAME GOOD SPORTS, INC.	Year-end amounts	
MAIL ADDRESS 1515 HANCOCK STREET, SUITE 301	A) ASSETS	A) \$ 2,333,583.
CITY, STATE QUINCY, MA	B) LIABILITIES	B) \$ 63,100.
ZIP CODE 02169	C) NET ASSETS	C) \$ 2,270,483.
I. SUMMARY OF ALL REVENUE ITEMS DURING THE YEAR:	PERCENTAGE	AMOUNT
D) PUBLIC SUPPORT, CONTRIBUTIONS & PROGRAM SERVICE REV. (GROSS AMTS.)	97.820%	D) \$ 3,756,111.
E) GOVERNMENT GRANTS & MEMBERSHIP DUES	%	E) \$
F) OTHER REVENUES	2.180%	F) \$ 83,701.
G) TOTAL REVENUE, INCOME AND CONTRIBUTIONS RECEIVED (ADD D, E, & F)	100 %	G) \$ 3,839,812.
II. SUMMARY OF ALL EXPENDITURES DURING THE YEAR:		
H) OPERATING CHARITABLE PROGRAM EXPENSE	17.709%	H) \$ 528,454.
I) EDUCATION PROGRAM SERVICE EXPENSE	%	I) \$
J) TOTAL CHARITABLE PROGRAM SERVICE EXPENSE (ADD H & I)	17.709%	J) \$ 528,454.
J1) JOINT COSTS ALLOCATED TO PROGRAM SERVICES (INCLUDED IN J):		\$
K) GRANTS TO OTHER CHARITABLE ORGANIZATIONS	63.898%	K) \$ 1,906,742.
L) TOTAL CHARITABLE PROGRAM SERVICE EXPENDITURE (ADD J & K)	81.607%	L) \$ 2,435,196.
M) MANAGEMENT AND GENERAL EXPENSE	6.973%	M) \$ 208,085.
N) FUNDRAISING EXPENSE	11.420%	N) \$ 340,777.
O) TOTAL EXPENDITURES THIS PERIOD (ADD L, M, & N)	100 %	O) \$ 2,984,058.
III. SUMMARY OF ALL PAID FUNDRAISER AND CONSULTANT ACTIVITIES: (Attach Attorney General Report of Individual Fundraising Campaign- Form IFC. One for each PFR.)		
PROFESSIONAL FUNDRAISERS:		
P) TOTAL AMOUNT RAISED BY PAID PROFESSIONAL FUNDRAISERS	100 %	P) \$ 0.
Q) TOTAL FUNDRAISERS FEES AND EXPENSES	%	Q) \$
R) NET RECEIVED BY THE CHARITY (P MINUS Q=R)	%	R) \$
PROFESSIONAL FUNDRAISING CONSULTANTS:		
S) TOTAL AMOUNT PAID TO PROFESSIONAL FUNDRAISING CONSULTANTS		S) \$ 0.
IV. COMPENSATION TO THE (3) HIGHEST PAID PERSONS DURING THE YEAR:		
T) NAME, TITLE: MELISSA HARPER, CEO		T) \$ 113,958.
U) NAME, TITLE: CHRISTY PUGH KESWICK, COO		U) \$ 93,600.
V) NAME, TITLE: MORGAN PEACOCK COLEMAN, MRKTG DIR		V) \$ 64,390.
V. CHARITABLE PROGRAM DESCRIPTION: CHARITABLE PROGRAM (3 HIGHEST BY \$ EXPENDED) CODE CATEGORIES		List on back side of instructions CODE
W) DESCRIPTION: DONATE SPORTS EQUIPMENT TO UNDERPRIVLEDGE YOUTH	W) #	040
X) DESCRIPTION:	X) #	
Y) DESCRIPTION:	Y) #	

IF THE ANSWER TO ANY OF THE FOLLOWING IS YES, ATTACH A DETAILED EXPLANATION:		YES	NO
1.	WAS THE ORGANIZATION THE SUBJECT OF ANY COURT ACTION, FINE, PENALTY OR JUDGMENT?		X
2.	HAS THE ORGANIZATION OR A CURRENT DIRECTOR, TRUSTEE, OFFICER OR EMPLOYEE THEREOF, EVER BEEN CONVICTED BY ANY COURT OF ANY MISDEMEANOR INVOLVING THE MISUSE OR MISAPPROPRIATION OF FUNDS OR ANY FELONY?		X
3.	DID THE ORGANIZATION MAKE A GRANT AWARD OR CONTRIBUTION TO ANY ORGANIZATION IN WHICH ANY OF ITS OFFICERS, DIRECTORS OR TRUSTEES OWNS AN INTEREST; OR WAS IT A PARTY TO ANY TRANSACTION IN WHICH ANY OF ITS OFFICERS, DIRECTORS OR TRUSTEES HAS A MATERIAL FINANCIAL INTEREST; OR DID ANY OFFICER, DIRECTOR OR TRUSTEE RECEIVE ANYTHING OF VALUE NOT REPORTED AS COMPENSATION?		X
4.	HAS THE ORGANIZATION INVESTED IN ANY CORPORATE STOCK IN WHICH ANY OFFICER, DIRECTOR OR TRUSTEE OWNS MORE THAN 10% OF THE OUTSTANDING SHARES?		X
5.	IS ANY PROPERTY OF THE ORGANIZATION HELD IN THE NAME OF OR COMMINGLED WITH THE PROPERTY OF ANY OTHER PERSON OR ORGANIZATION?		X
6.	DID THE ORGANIZATION USE THE SERVICES OF A PROFESSIONAL FUNDRAISER? (ATTACH FORM IFC)		X
7a.	DID THE ORGANIZATION ALLOCATE THE COST OF ANY SOLICITATION, MAILING, ADVERTISEMENT OR LITERATURE COSTS BETWEEN PROGRAM SERVICE AND FUNDRAISING EXPENSES?		X
7b.	IF "YES", ENTER (i) THE AGGREGATE AMOUNT OF THESE JOINT COSTS \$ _____ ; (ii) THE AMOUNT ALLOCATED TO PROGRAM SERVICES \$ _____ ; (iii) THE AMOUNT ALLOCATED TO MANAGEMENT AND GENERAL \$ _____ ; AND (iv) THE AMOUNT ALLOCATED TO FUNDRAISING \$ _____		
8.	DID THE ORGANIZATION EXPEND ITS RESTRICTED FUNDS FOR PURPOSES OTHER THAN RESTRICTED PURPOSES?		X
9.	HAS THE ORGANIZATION EVER BEEN REFUSED REGISTRATION OR HAD ITS REGISTRATION OR TAX EXEMPTION SUSPENDED OR REVOKED BY ANY GOVERNMENTAL AGENCY?		X
10.	WAS THERE OR DO YOU HAVE ANY KNOWLEDGE OF ANY KICKBACK, BRIBE, OR ANY THEFT, DEFALCATION, MISAPPROPRIATION, COMMINGLING OR MISUSE OF ORGANIZATIONAL FUNDS?		X
11.	LIST THE NAME AND ADDRESS OF THE FINANCIAL INSTITUTIONS WHERE THE ORGANIZATION MAINTAINS ITS THREE LARGEST ACCOUNTS: BANK OF AMERICA, 60 STATE STREET, BOSTON, MA 02109		
12.	NAME AND TELEPHONE NUMBER OF CONTACT PERSON: MELISSA HARPER - 617-471-1213		

ALL ATTACHMENTS MUST ACCOMPANY THIS REPORT - SEE INSTRUCTIONS

UNDER PENALTY OF PERJURY, I (WE) THE UNDERSIGNED DECLARE AND CERTIFY THAT I (WE) HAVE EXAMINED THIS ANNUAL REPORT AND THE ATTACHED DOCUMENTS, INCLUDING ALL THE SCHEDULES AND STATEMENTS AND THE FACTS THEREIN STATED ARE TRUE AND COMPLETE AND FILED WITH THE ILLINOIS ATTORNEY GENERAL FOR THE PURPOSE OF HAVING THE PEOPLE OF THE STATE OF ILLINOIS RELY THEREUPON. I HEREBY FURTHER AUTHORIZE AND AGREE TO SUBMIT MYSELF AND THE REGISTRANT HEREBY TO THE JURISDICTION OF THE STATE OF ILLINOIS.

BE SURE TO INCLUDE ALL FEES DUE:

- 1.) REPORTS ARE DUE WITHIN SIX MONTHS OF YOUR FISCAL YEAR END.
- 2.) FOR FEES DUE SEE INSTRUCTIONS.
- 3.) REPORTS THAT ARE LATE OR INCOMPLETE ARE SUBJECT TO A \$100.00 PENALTY.

MELISSA HARPER

PRESIDENT or TRUSTEE (PRINT NAME)

SIGNATURE

DATE

GEOFFREY HYATT

TREASURER or TRUSTEE (PRINT NAME)

SIGNATURE

DATE

JEFFREY D. SOLOMON, C.P.A

PREPARER (PRINT NAME)

SIGNATURE

DATE

TAX RETURN FILING INSTRUCTIONS

MASSACHUSETTS FORM PC

FOR THE YEAR ENDING

December 31, 2013

Prepared for	Good Sports, Inc. 1515 Hancock Street, Suite 301 Quincy, MA 02169
Prepared by	Katz, Nannis + Solomon, P.C. 800 South Street, Suite 250 Waltham, MA 02453-1480
Mail tax return to	Non-Profit Organizations/Public Charities Div Office of the Attorney General One Ashburton Place Boston, MA 02108
Return must be mailed on or before	Please mail as soon as possible.
Special Instructions	<p>Form PC must be signed and dated by the authorized individual(s). Also be sure that all the necessary attachments are included with Form PC before filing.</p> <p>Enclose a check for \$500 made payable to Commonwealth of Massachusetts. Include the organization's Massachusetts Attorney General six-digit account number and "2013 Form PC" on the remittance. Also include the organization's fiscal year end date in this format (12/13).</p>

Office Use Only: Fiscal Year

The Commonwealth of Massachusetts
OFFICE OF THE ATTORNEY GENERAL
NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION
ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

(617) 727-2200, ext. 2101
www.mass.gov/ago/charities

Form PC

Report for the Fiscal Period: 01/01/13 to 12/31/13

Attorney General's Account #: 046216

Federal ID #: 75-3138664

When did the organization first engage in charitable work in Massachusetts? 09/05/2003

Has the organization applied for or been granted IRS tax exempt status? [X] Yes [] No

If yes, date of application OR date of determination letter: 04/29/2008

IRS Exemption under 501(c): 3

If exempt under 501(c), are contributions to the organization tax deductible as charitable contributions? [X] Yes [] No

Check all items attached (if applicable)
[X] Schedule A-1
[X] Schedule A-2
[] Schedule RO
[] Probate Account
[X] Copy of IRS Return
[X] Audited Financial Statements/Review
[X] Filing Fee
[] Amended Articles/By-Laws

Organization Data

Name: GOOD SPORTS, INC.

Mailing Address: 1515 HANCOCK STREET, SUITE 301

City: QUINCY State: MA ZIP: 02169

Phone Number: 617-471-1213 Fax Number: 617-830-9772

Email: INFO@GOODSPORTS.ORG Website: WWW.GOODSPORTS.ORG

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions. Enter up to 2 codes from Table 3 for your organization's main purpose(s)

Table with 4 columns: Category, Code, Category, Code. Row 1: County (Table 1), 11, Organization Purpose Code 1, 43. Row 2: Type of Organization (Table 2), 14, Organization Purpose Code 2, []

Please check box if final return prior to dissolution: []

Office Use Only: Payment Received

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

1. On what date was the organization created? _____
2. Where was the organization created? _____
3. What is the form of organization? (check one)

Corporation <input type="checkbox"/>	Testamentary Trust <input type="checkbox"/>
Unincorporated Association <input type="checkbox"/>	Inter Vivos Trust <input type="checkbox"/>

Other (please describe): _____

4. Was your organization related to any other organization(s) during the reporting year (see definition of "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14. Yes No
5. Enter your summary of financial data:

	Financial Data	Amounts
A.	Contributions, gifts, grants, and similar amounts received	3,368,456.
B.	Gross support and revenue	3,734,373.
C.	Program services and similar amounts paid out	2,329,757.
D.	Fundraising expenses	340,777.
E.	Management and general expenses	208,085.
F.	Payments to affiliates	0.
G.	Total expenses	2,878,619.
H.	Net assets or fund balances at the end of the year	2,270,483.

6. List the total compensation you provided to your five highest paid employees:

	Name/Title	Hrs/Week	Salary and Other Income	Benefit Plans	Other Compensation
1.	MELISSA HARPER CEO	0.00	113,958.	0.	0.
2.	CHRISTY PUGH KESWICK COO	0.00	93,600.	0.	0.
3.	MORGAN PEACOCK COLEMAN MRKTG DIR	0.00	64,390.	0.	0.
4.	MICHAEL WRIGHT PROGRAM ASSISTANT	0.00	40,876.	0.	0.
5.	CHRISTOPHER HEALEY OPS MANAGER	0.00	33,385.	0.	0.

7. Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). Yes No

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

	Name/Title	Amount of Compensation	Type(s) of Service
1.	KEVIN J. BARRY	11,721.	BOOKKEEPING
2.	KATZ, NANNIS + SOLOMON	6,600.	ACCOUNTING
3.	LIGHTWIRE, INC	4,641.	TECHNICAL SUPPORT
4.			
5.			

9. Bank(s) in which the organization's funds are deposited (include bank addresses and phone numbers):

Bank	Address	Phone Number
BANK OF AMERICA	1400 HANCOCK STREET, BOSTON, MA 02109	617-689-1055

10. What is the organization's accounting method? Cash Accrual

Other (specify): _____

11. If organization's mailing address is a P.O. Box, list the organization's full street address:

Address: _____

City: _____ State: _____ ZIP Code: _____

12. Contact Person Name: MELISSA HARPER

Street Address: 1515 HANCOCK ST, STE 301

City: QUINCY State: MA ZIP Code: 02169

Phone Number: 617-282-6125

13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? Yes No
14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? Yes No
- If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.**

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

a religious organization	<input type="checkbox"/>
an organization which: (a) does not raise more than \$5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers. <i>(The conditions at both (a) and (b) must be met for your organization to qualify for this exemption.)</i>	<input type="checkbox"/>

16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.
STATEMENT 1
17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.
STATEMENT 2
18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.
STATEMENT 3
19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? Yes No
STATEMENT 4
- If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted.*

FORM PC	NAME, ADDRESS, PHONE OF OTHER OFFICES	STATEMENT	1
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NAME	PHONE NUMBER
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GOOD SPORTS

ADDRESS

954 WEST WASHINGTON BLVRD. CHICAGO, IL 60607

FORM PC	OFFICERS, DIRECTORS, TRUSTEES AND EXECUTIVES	STATEMENT	2
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NAME AND ADDRESS	TITLE
------------------	-------

KIRSTEN HANO
1515 HANCOCK STREET
QUINCY, MA 02169

BOARD MEMBER

NAME AND ADDRESS	TITLE
------------------	-------

MELISSA HARPER
1515 HANCOCK STREET
QUINCY, MA 02169

CHIEF EXECUTIVE OFFICER

NAME AND ADDRESS	TITLE
------------------	-------

MICHAEL HARRINGTON
1515 HANCOCK STREET
QUINCY, MA 02169

BOARD MEMBER

NAME AND ADDRESS	TITLE
------------------	-------

GEOFFREY HYATT
1515 HANCOCK STREET
QUINCY, MA 02169

TREASURER

NAME AND ADDRESS	TITLE
------------------	-------

CHRISTY KESWICK
1515 HANCOCK STREET
QUINCY, MA 02169

CHIEF OPERATING OFFICER

NAME AND ADDRESS	TITLE
------------------	-------

ANDREW LAURENCE
1515 HANCOCK STREET
QUINCY, MA 02169

BOARD MEMBER

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
TED MANLEY 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
DREW SAWYER 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
PETER STEVENS 1515 HANCOCK STREET QUINCY, MA 02169	CHAIRMAN
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
WILBUR SWAN 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
MICHAEL WALL 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
KENT WELDON 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
BRYANT MCBRIDE 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
KATHERINE POTTER 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
BILL MCMAHON 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER

<u>NAME AND ADDRESS</u>	<u>TITLE</u>
JOHN GATES 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
MATT CAMP 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
JAMES CATUDAL 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
AMY LATIMER 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
PETER LAWLER 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
EMILY MCCANN 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
DAVID PACE 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
JOHN WOLF 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER
<u>NAME AND ADDRESS</u>	<u>TITLE</u>
MICHELE MARTIN 1515 HANCOCK STREET QUINCY, MA 02169	BOARD MEMBER

<u>NAME</u>	<u>AREA OF RESPONSIBILITY</u>
<u>CHRISTY PUGH KESWICK</u>	<u>AUTHORIZED TO SIGN CHECKS</u>
<u>ADDRESS</u>	
<u>1515 HANCOCK ST. STE 301 QUINCY, MA 02169</u>	

<u>NAME</u>	<u>AREA OF RESPONSIBILITY</u>
<u>GEOFFRY HYATT</u>	<u>AUTHORIZED TO SIGN CHECKS</u>
<u>ADDRESS</u>	
<u>1515 HANCOCK ST. STE 301 QUINCY, MA 02169</u>	

FORM PC

PAGE 4 LINE 19

STATEMENT 4

<u>STATE</u>	<u>REG AGENCY</u>
ILLINOIS	CHICAGO

<u>DATE OF REG</u>	<u>REG NUMBER</u>	<u>OTHER NAMES USED</u>
01/15/08	01055807	

<u>SOLICIT DATE</u>	<u>TYPE OF SOLICITATION</u>
11/30/11	MASS MAILINGS

<u>STATE</u>	<u>REG AGENCY</u>
ILLINOIS	CHICAGO

<u>DATE OF REG</u>	<u>REG NUMBER</u>	<u>OTHER NAMES USED</u>
01/15/08	01055807	

<u>SOLICIT DATE</u>	<u>TYPE OF SOLICITATION</u>
05/12/11	ENTERTAINMENT EVENT

20. Has this organization or any of its officers, directors, or employees:

If yes, please attach an explanation.

- (a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions? Yes No
- (b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency? Yes No
- (c) Been the subject of a proceeding regarding any solicitation or registration? Yes No
- (d) Entered into a voluntary agreement of compliance or consent judgment with any government agency or in a case before a court or administrative agency? Yes No

21. Have any restrictions been removed during the year from donor-restricted funds?

If yes, please attach an explanation.

Yes No

22. Have donor-restricted funds been loaned to unrestricted funds?

If yes, please attach an explanation.

Yes No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (see *instructions and definition sections*). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less.

- (a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above? Yes No
- (b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing such an agreement? Yes No

*If you answered **yes** for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.*

24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver of interest not otherwise reported).

If the answer to any part of Question 24 is **yes**, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction.

During the year:			
A.	Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
B.	Has your organization leased assets to or leased assets from a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
C.	Has your organization been indebted to a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
D.	Has your organization allowed a related party to be indebted to it?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
E.	Has your organization made or held an investment in a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
F.	Has your organization furnished goods, services, or facilities to a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
G.	Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
H.	Has your organization paid or became obligated to pay wages, salary, or other compensation to a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
I.	Has your organization transferred income or assets to or for use by a related party?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
J.	Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director, or trustee receive anything of value not reported as compensation?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
K.	Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
L.	Is any property of the organization held in the name of or commingled with the property of any other person or organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
M.	Did your organization make a grant award or contribution to any other organization in which any of this organization's officers, directors, or trustees has a relationship?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Signature Required

Under penalty of perjury, I declare that the information furnished in this report, including all attachments, is true and correct to the best of my knowledge.

Signature: _____ Date: _____

Printed Name: MELISSA HARPER

Title: CHIEF EXECUTIVE OFFICER

Name of Preparer: KATZ, NANNIS + SOLOMON, P.C.

Address 800 SOUTH STREET, SUITE 250

City WALTHAM State MA ZIP Code 02453-1480

Phone Number 781-453-8700

**Schedule A-1
Solicitation Activities During Fiscal Year Covered By This Report**

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Types of solicitation activities in which you expect to engage (*check all that apply*):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input checked="" type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>

Other (*specify*): _____

Identify the method or methods you expect to use for the fundraising (*check all that apply*):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-1 ctd.
Solicitation Activities During Fiscal Year Covered By This Report

Identify the individuals who will have final responsibility for the charity's custody of contributions:

MELISSA HARPER

Name and Title: CEO

Address 1515 HANCOCK ST. STE 301

City QUINCY State MA ZIP Code 02169

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

MELISSA HARPER

Name and Title: CEO

Address 1515 HANCOCK ST. STE 301

City QUINCY State MA ZIP Code 02169

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

Name and Title: _____

Address _____

City _____ State _____ ZIP Code _____

**Schedule A-2
Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year**

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Types of solicitation activities in which you expect to engage (*check all that apply*):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input checked="" type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>

Other (*specify*): _____

Identify the method or methods you expect to use for the fundraising (*check all that apply*):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-2 ctd.

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

Identify the individuals who will have final responsibility for the charity's custody of contributions:

MELISSA HARPER

Name and Title: CEO

Address 1515 HANCOCK ST. STE 301

City QUINCY State MA ZIP Code 02169

Name and Title:

Address

City State ZIP Code

Name and Title:

Address

City State ZIP Code

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

MELISSA HARPER

Name and Title: CEO

Address 1515 HANCOCK ST. STE 301

City QUINCY State MA ZIP Code 02169

Name and Title:

Address

City State ZIP Code

Name and Title:

Address

City State ZIP Code

Certification by Organization

Two different signatures required. Signers must be organization president or other authorized officer or trustee.

Under penalty of perjury, we declare that the information furnished in this report, including all attachments, is true and correct to the best of our knowledge.

Signature: _____ Date: _____

Print Name: MELISSA HARPER

Title: CHIEF EXECUTIVE OFFICER

Signature: _____ Date: _____

Print Name: _____

Title: CHIEF OPERATING OFFICER

Schedule RO

1. Please read the instructions and definition of "Related Organization" carefully before completing this section. *(If you have more than five Related Organizations, please attach a list)*

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Schedule RO ctd.

2. List the total compensation paid by your organization and/or any other related organization to your chief executive (e.g. executive director) and to the four other current or former directors, trustees, officers, or employees within the system of related organizations identified at question 1, above, receiving the highest aggregate compensation (*see instructions*). Use additional lines below to itemize by compensation source.

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:

3. Is asset and/or compensation information for religious organizations and/or certain non-charitable entities related to foundations excluded pursuant to instructions? Yes No