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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>THE GOODFRIEND FOUNDATION</b>			A Employer identification number <b>20-3791086</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 22726</b>			B Telephone number <b>865-692-6294</b>
	City or town, state, and ZIP code <b>KNOXVILLE, TN 37933</b>			C If exemption application is pending, check here ► <input type="checkbox"/>
				D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>6,935,874</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
<b>Part I</b> Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
1 Contributions, gifts, grants, etc., received				<b>N/A</b>
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments		<b>28,017.</b>	<b>28,017.</b>	<b>STATEMENT 1</b>
4 Dividends and interest from securities		<b>71,600.</b>	<b>71,600.</b>	<b>STATEMENT 2</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		<b>127,444.</b>		
b Gross sales price for all assets on line 6a		<b>3,116,011.</b>		
7 Capital gain net income (from Part IV, line 2)			<b>127,444.</b>	
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		<b>48.</b>	<b>0.</b>	<b>STATEMENT 3</b>
12 Total. Add lines 1 through 11		<b>227,109.</b>	<b>227,061.</b>	
13 Compensation of officers, directors, trustees, etc.		<b>0.</b>	<b>0.</b>	<b>0.</b>
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees		<b>3,130.</b>	<b>0.</b>	<b>0.</b>
c Other professional fees		<b>7,163.</b>	<b>7,163.</b>	<b>0.</b>
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		<b>STMT 6</b>	<b>1,970.</b>	<b>255.</b>
24 Total operating and administrative expenses. Add lines 13 through 23			<b>12,263.</b>	<b>7,418.</b>
25 Contributions, gifts, grants paid			<b>451,100.</b>	<b>451,100.</b>
26 Total expenses and disbursements. Add lines 24 and 25			<b>463,363.</b>	<b>7,418.</b>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements			<b>&lt;236,254.</b>	
b Net investment income (if negative, enter -0)				<b>219,643.</b>
c Adjusted net income (if negative, enter -0)				<b>N/A</b>

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	<b>SEE ATTACHED STATEMENT</b>				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	3,116,011.		2,988,567.	127,444.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				127,444.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	127,444.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }			3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	432,750.	8,883,689.	.048713
2007	605,500.	9,924,234.	.061012
2006	209,807.	9,809,328.	.021389
2005	0.	2,335,271.	.000000
2004			

2 Total of line 1, column (d)	2	.131114
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.032779
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,936,456.
5 Multiply line 4 by line 3	5	227,370.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,196.
7 Add lines 5 and 6	7	229,566.
8 Enter qualifying distributions from Part XII, line 4	8	451,100.

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

**Part VI: Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	}	1	2,196.
Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	2,196.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,196.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments.			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,520.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,520.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	677.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	Refunded	11	

**Part VII-A: Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0.	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	3	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>TN</u>	8b	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	9	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	10	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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**Part VII-A Statements Regarding Activities (continued)**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13

14 The books are in care of ► ROBERT M. GOODFRIEND Telephone no. ► 865-692-6294  
Located at ► P.O. BOX 22726, KNOXVILLE, TN ZIP+4 ► 37933

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)  Yes  No

**b** If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?  Yes  No

If "Yes," list the years ►

**b** Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

**e. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.**

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N

**4a** Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  
**b** Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

► 

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A

 Yes  No► 

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

 Yes  No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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**Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

0

**Part IX-A | Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B | Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	2,547,789.
b Average of monthly cash balances	1b	4,494,298.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	7,042,087.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,042,087.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,631.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,936,456.
6 Minimum investment return. Enter 5% of line 5	6	346,823.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part)

1 Minimum investment return from Part X, line 6		1	346,823.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,196.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		2,196.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		344,627.
4 Recoveries of amounts treated as qualifying distributions	4		0.
5 Add lines 3 and 4	5		344,627.
6 Deduction from distributable amount (see instructions)	6		0.
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		344,627.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes			
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a		451,100.
b Program-related investments - total from Part IX-B	1b		0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2		
3 Amounts set aside for specific charitable projects that satisfy the			
a Suitability test (prior IRS approval required)	3a		
b Cash distribution test (attach the required schedule)	3b		
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4		451,100.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5		2,196.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6		448,904.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				344,627.
2 Undistributed income, if any, as of the end of 2009			160,219.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 451,100.				
a Applied to 2008, but not more than line 2a			160,219.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2009 distributable amount				290,881.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				53,746.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 10				
<b>Total</b>			► 3a	<b>451,100.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					<b>14 28,017.</b>
<b>4 Dividends and interest from securities</b>					<b>14 71,600.</b>
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					<b>14 48.</b>
<b>8 Gain or (loss) from sales of assets other than inventory</b>					<b>18 127,444.</b>
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue:</b>					
a					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>			<b>0.</b>	<b>227,109.</b>	<b>0.</b>
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>				<b>13</b>	<b>227,109.</b>

(See worksheet in line 13 instructions to verify calculations.)

(See Worksheet in line 13 instructions to verify calculations)

## Part XVI-B Relationship of Activities

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Sign here Preparer's name or title		Date	Check if self-employed	Preparer's identifying number
Paid Preparer's Use Only	Preparer's signature 	11/11/10	<input type="checkbox"/>	P00176810
Firm's name (or yours if self-employed), address, and ZIP code	BIBLE HARRIS SMITH, PC 507 W. CLINCH AVE. KNOXVILLE, TN 37902-2104		EIN  62-1333840	Phone no. (865) 546-2300

## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MERRILL LYNCH 706-03711 SCHEDULE ATTACHED		P		
b MERRILL LYNCH 706-03712 SCHEDULE ATTACHED		P		
c ISHARES BARCLAYS AGGRGT BOND FUND		P		
d MERRILL LYNCH 706-03738 STATEMENT ATTACHED		P		
e GS HEDGE FUND OPPORTUNITIES		P		
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 190,917.		171,618.	19,299.	
b 77,506.		70,553.	6,953.	
c 2,060,601.		1,995,829.	64,772.	
d 7,523.		567.	6,956.	
e 779,249.		750,000.	29,249.	
f 215.			215.	
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			19,299.	
b			6,953.	
c			64,772.	
d			6,956.	
e			29,249.	
f			215.	
g				
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	127,444.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8			3	N/A

923591  
04-24-09

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS	21,116.
MERRILL LYNCH	6,901.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28,017.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS	41,341.	0.	41,341.
MERRILL LYNCH	30,474.	215.	30,259.
TOTAL TO FM 990-PF, PART I, LN 4	71,815.	215.	71,600.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON DIVIDEND DISTRIBUTION	48.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	48.	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	3,130.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,130.	0.		0.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,163.	7,163.		0.
TO FORM 990-PF, PG 1, LN 16C	7,163.	7,163.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES	20.	0.		0.
TAXES PAID	1,643.	0.		0.
FOREIGN TAX PAID	255.	255.		0.
INTEREST PAID ON CREDIT				
BALANCE	52.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,970.	255.		0.

## FORM 990-PF

## OTHER DECREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 7

## DESCRIPTION

## AMOUNT

PRIOR YEAR REALIZED LOSS NOT INCLUDED ON FORM 1099 B	97,931.
TOTAL TO FORM 990-PF, PART III, LINE 5	97,931.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS BROKERAGE	FMV	0.	0.
MERRILL LYNCH BROKERAGE	FMV	2,229,466.	2,297,798.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,229,466.	2,297,798.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
WENDY S. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
JEFFREY A. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
STACEY A. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
HAROLD I. APOLISKY 2311 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 0.00	0.	0.	0.
LEIGH A. KAYLOR 2311 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
RALLY FOR THE CURE 20 WESTPORT ROAD WILTON, CT 06897	FIGHTING BREAST CANCER	501 (C)(3)	1,000.
JEWISH FEDERATION OF PALM SPRINGS 69930 HWY 111, SUITE 204 RANCHO MIRAGE, CA 92270	GENERAL SUPPORT FOR MISSION - RELIGIOUS	501 (C)	3,600.
EAST TENNESSEE CHILDREN'S HOSPITAL 2018 CLINCH AVENUE KNOXVILLE, TN 379015010	BUILDING AND IMPROVEMENTS TO FACILITIES	501 (C)	202,500.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 317093498	ADDRESS THE ISSUE OF SUBSTANDARD HOUSING	501(C)(3)	10,000.
KNOXVILLE JEWISH ALLIANCE, INC. 6800 DEANE HILL DRIVE KNOXVILLE, TN 37919	GENERAL SUPPORT FOR MISSION - RELIGIOUS	501 (C)(3)	10,000.
TEMPLE BETH EL 3037 KINGSTON PIKE KNOXVILLE, TN 37919	GENERAL SUPPORT FOR MISSION - RELIGIOUS	501 (C)3	7,500.
UNITED WAY OF GREATER KNOXVILLE, INC. 1301 HANNAH AVENUE KNOXVILLE, TN 37921	GENERAL SUPPORT FOR MISSION	501 (C)(3)	140,000.
BARBARA SINATRA CHILDREN'S CHARITY 6231 BANDINI BOULEVARD COMMERCE, CA 90040	GENERAL SUPPORT FOR MISSION	501(C)(3)	1,000.

THE GOODFRIEND FOUNDATION

20-3791086.

WEBB SCHOOL OF KNOXVILLE  
9800 WEBB SCHOOL DRIVE  
KNOXVILLE, TN 379233399

CHANGE THE CAMPUS TO  
ENSURE OUTSTANDING  
PROGRAMS CONTINUE

501 (C) 25,000.

ARTHRITIS FOUNDATION  
P.O. BOX 7669 ATLANTA, GA 30357

GENERAL SUPPORT FOR  
MISSION - FIGHT  
AGAINST ATHRITIS

501(C)(3) 500.

EISENHOWER MEDICAL CENTER  
39000 BOB HOPE DRIVE RANCHO  
MIRAGE, CA 92270

BUILDING AND  
IMPROVEMENTS TO  
FACILITIES

501 (C)(3) 50,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

451,100.



Merrill Lynch

Account No. 706 03711 Taxpayer No. 20 3791086

GOODFRIEND FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

Your Tax Readjustment Statement 11

The Capital Gain and Loss Transaction section is provided to facilitate your review and may not include return of capital, sales load deferral, or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The cost basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of calculating original purchase price to the components of an equity unit consisting of a purchase contract and a debt component subject to a remarketing event, we assumed the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder was in effect to amortize premium paid on the purchase of taxable bonds.

Dividend and interest details are repeated in the following pages for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

**Merrill Lynch is neither a tax return preparer or tax advisor. Please see your tax adviser for more information.**

## 2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
<b><u>SHORT TERM CAPITAL GAINS</u></b>								
APACHE CORP	180.0000	09/04/09	10/26/09			17,643.65	15,020.73	2,622.92
COVIDIEN PLC SHS	680.0000	09/04/09	11/30/09	31,958.84	26,975.94			4,982.90
	100.0000	10/21/09	11/30/09	4,689.83	4,403.99			285.84
		<b>Security Subtotal</b>		<b>36,658.67</b>	<b>31,379.93</b>			<b>5,278.74</b>
MYLAN INC	1030.0000	09/04/09	09/28/09		16,627.38	14,749.09		1,878.29
NEWELL RUBBERMAID INC	1740.0000	09/04/09	09/28/09		26,860.73	23,522.89		3,337.84
NOBLE ENERGY INC	250.0000	09/04/09	10/26/09		17,728.67	15,097.43		2,631.24
STERICYCLE INC COM	420.0000	09/04/09	10/26/09		21,958.43	20,640.73		1,317.70
UNITED TECHS CORP COM	350.0000	09/04/09	09/28/09				21,641.76	20,922.30

**GOODFRIEND FOUNDATION**

Account No. 706-03711  
Taxpayer No. 20-3791086

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**2009 ANNUAL STATEMENT SUMMARY****2009 CAPITAL GAIN AND LOSS TRANSACTIONS**

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
WHITING PETROLEUM CORP	190,000	11/17/09	12/23/09			13,825.86	11,996.11	1,829.75
	30,000	11/20/09	12/23/09			2,183.03	1,807.33	375.70
	20,000	12/17/09	12/23/09			1,465.36	1,345.60	109.76
<b>Security Subtotal</b>						<b>17,464.25</b>	<b>15,149.04</b>	<b>2,315.21</b>
<b>Short Term Capital Gains Subtotal</b>						<b>176,583.54</b>	<b>156,482.14</b>	<b>20,101.40</b>

**SHORT TERM CAPITAL LOSSES**

MONSANTO CO NEW DEL COM	180,000	09/04/09	09/14/09			13,936.07	14,756.04	(819.97)
<b>Short Term Capital Losses Subtotal</b>						<b>13,936.07</b>	<b>14,756.04</b>	<b>(819.97)</b>

**NET SHORT TERM CAPITAL GAIN (LOSS)**

<b>OTHER TRANSACTIONS</b>						397.09	379.37	N/C
ALLIANCEBERNSTEIN HLDG	15,000	10/05/09	10/07/09					

397.09

379.37

N/C

↑

**TOTAL CAPITAL GAINS AND LOSSES  
TOTAL REPORTABLE GROSS PROCEEDS  
DIFFERENCE**

190,916.70	171,617.55	19,281.43
190,916.70	171,617.55	19,281.43

190,916.70  
171,617.55  
0.00

Note: Capital gains and losses in this statement are not reported to the IRS.

\* Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

N/C - Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero coupon issues.



Account No.  
706-03711

Taxpayer No.  
20-3791086

GOODFRIEND FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

**REALIZED CAPITAL GAIN AND LOSS SUMMARY**

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	20,101.40	(819.97)	0.00	0.00



Account No.  
706-03712

Taxpayer No.  
20-3791086

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#### GOODFRIEND FOUNDATION

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and may not include return of capital, sales load deferral, or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The cost basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a debt security subject to a remarketing event, we assumed the fair market value of the debt security was allocated to the debt component. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income received. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize premium paid on the purchase of taxable bonds.

Dividend and interest details are repeated in the following pages for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax preparer or tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

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#### 2009 ANNUAL STATEMENT SUMMARY

#### 2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
<b>SHORT TERM CAPITAL GAINS</b>								
AUTOMATIC DATA PROC	120,0000	09/04/09	11/30/09			5,199.33	4,530.06	669.27
	100,0000	10/21/09	11/30/09			4,132.79	4,083.77	249.02
						9,532.12	8,613.83	918.29
DEERE CO	110,0000	09/04/09	11/30/09			5,883.15	4,502.47	1,380.68
	90,0000	10/21/09	11/30/09			4,813.50	4,213.67	599.83
						10,696.65	8,716.14	1,980.51
EXELON CORPORATION	80,0000	09/04/09	12/17/09			3,975.01	3,888.76	86.25
	50,0000	11/20/09	12/17/09			2,484.40	2,343.00	141.40
						6,459.41	6,231.76	227.65
EMERSON ELEC CO	120,0000	09/04/09	09/28/09			4,727.33	4,409.99	317.34
MCDONALDS CORP	90,0000	09/04/09	11/30/09			5,706.31	5,001.29	705.02
	60,0000	10/21/09	11/30/09			3,804.22	3,517.48	266.74
						9,510.53	8,538.77	971.76



Account No.  
706-03712

Taxpayer No. **20-3791086**

GOODFRIEND FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

2009 CAPITAL GAIN AND LOSS TRANSACTIONS



Account No.  
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#### GOODFRIEND FOUNDATION

#### 2009 ANNUAL STATEMENT SUMMARY

##### 2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)

Note: Capital gains and losses in this statement are not reported to the IRS.

Differences reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

##### REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	6,999.79	(46.97)	0.00	0.00



## GOODFRIEND FOUNDATION

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and may not include return of capital, sales load deferred, or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The cost basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of a purchase contract and a debt security subject to a rematerializing event, we assumed the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income received. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize premium paid on the purchase of taxable bonds.

Dividend and interest details are repeated in the following pages for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax preparer or tax advisor. Please see your tax advisor for more information.

## 2009 ANNUAL STATEMENT SUMMARY

Account No. 706-03738 Taxpayer No. 20-3791086

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### 2009 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
<b>SHORT TERM CAPITAL GAINS</b>								
*PUT GQR NOV 0025	20,0000	11/23/09	11/03/09(s)			563.98	0.00	563.98
*PUT MET NOV 0030	16,0000	11/23/09	11/03/09(s)			1,207.37	0.00	1,207.37
*PUT IBM DEC 0110	4,0000	11/13/09	11/03/09(s)			503.49	177.00	326.49
*PUT TJB NOV 0045	11,0000	11/23/09	11/03/09(s)			558.34	0.00	558.34
*PUT MS NOV 0027	14,0000	11/23/09	11/03/09(s)			289.49	0.00	289.49
*PUT KFT DEC 0025	12,0000	12/21/09	11/04/09(s)			267.49	0.00	267.49
*PUT CLF 0032	6,0000	11/23/09	11/03/09(s)			417.49	0.00	417.49
*PUT HSY DEC 0035	14,0000	12/21/09	11/03/09(s)			657.98	0.00	657.98
*PUT ORQ DEC 0019	26,0000	11/13/09	11/03/09(s)			879.82	390.00	489.82
*PUT FRX DEC 0025	16,0000	12/21/09	11/03/09(s)			751.98	0.00	751.98
*PUT AJO NOV 0037	8,0000	11/23/09	11/03/09(s)			447.49	0.00	447.49



Account No.  
708-03738

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GOODFRIEND FOUNDATION

2009 ANNUAL STATEMENT SUMMARY

**2009 CAPITAL GAIN AND LOSS TRANSACTIONS**

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
PUT AEO DEC 0015	26.0000	12/21/09	11/03/09 (S)			978.17	0.00	978.17
<b>Short Term Capital Gains Subtotal</b>								
<b>NET SHORT TERM CAPITAL GAIN (LOSS)</b>								
<b>TOTAL CAPITAL GAINS AND LOSSES</b>								
<b>TOTAL REPORTABLE GROSS PROCEEDS</b>								
<b>DIFFERENCE</b>								
<b>7,523.09</b>								
<b>0.00</b>								
<b>7,523.09*</b>								

Note: Capital gains and losses in this statement are not reported to the IRS

\* This transaction denotes the gain or loss on the sale of an option. While option sales are not subject to 1099-B reporting, the gain or loss information is relevant for tax return preparation.

Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e.g., liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received).

(S) - Short Sale

**REALIZED CAPITAL GAIN AND LOSS SUMMARY**

SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
<b>TOTAL</b>	<b>6,956.09</b>	<b>0.00</b>	<b>0.00</b>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box . . . . . ►
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the extended due date for filing the return. See instructions	Name of Exempt Organization  The Goodfriend Foundation	Employer identification number  20-3791086
	Number, street, and room or suite no. If a P.O. box, see instructions  P.O. Box 22726	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  Knoxville, TN 37933	

**Check type of return to be filed** (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ► Robert M. Goodfriend  
Telephone No. ► 865-692-6294 FAX No ►
- If the organization does not have an office or place of business in the United States, check this box . . . . . ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box . . . ►  . If it is for part of the group, check this box . . . ►  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 2010.
- 5 For calendar year 2009, or other tax year beginning , and ending .
- 6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension additional time requested to gather information to complete an accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Jane B. Jones

Title ► CPA

Date ► 8/5/10

Form 8868 (Rev. 4-2009)

INTERNAL REVENUE SERVICE  
WILDERNESS ASSISTANCE  
KNOXVILLE, TN 37902

AUG 13 2010

RECEIVED  
34312

Application for Extension of Time To File an  
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box  X
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only  ▶ *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization The Goodfriend Foundation	Employer identification number 20-3791086
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O box, see instructions. P.O. Box 22726	INTERNAL W & I - FIELD ASSISTANCE KNOXVILLE, TN 37902
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Knoxville, TN 37933	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► Robert m. Goodfriend

Telephone No. ► 865-692-6294

FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box  ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2009 or
- tax year beginning \_\_\_\_\_, \_\_\_\_\_, and ending \_\_\_\_\_, \_\_\_\_\_.

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 0.00
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.00
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.00

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)