Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

**2009**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: The Goldsmith Family Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address): 1900 Union Avenue | Room/suite:

City or town, state, and ZIP code: Memphis, TN 38104-4029

A Employer identification number: 62-6039604

B Telephone number: 901-728-4600

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 6,052,232.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc, received | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 2,101. | 2,101. | | Statement 1 |
| | 4 Dividends and interest from securities | 98,166. | 98,166. | | Statement 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <235,106.> | | | |
| | b Gross sales price for all assets on line 6a 2,909,003. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 1,148. | 1,148. | | Statement 3 |
| | 12 Total Add lines 1 through 11 | <133,691.> | 101,415. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees Stmt 4 | 731. | 0. | | 0. |
| | b Accounting fees | | | | |
| | c Other professional fees Stmt 5 | 57,213. | 0. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes | | | | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 3,385. | 0. | | 0. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses Stmt 6 | 2,481. | 0. | | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 63,810. | 0. | | 0. |
| | 25 Contributions, gifts, grants paid | 207,098. | | | 207,098. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 270,908. | 0. | | 207,098. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | <404,599.> | | | |
| | b Net investment income (if negative, enter -0-) | | 101,415. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

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01430514 798429 Goldsmith 2009.03051 The Goldsmith Family Founda GOLDSMI1

23

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 423,687. | 569,254. | 569,254. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U S and state government obligations | | | |
| | b Investments - corporate stock Stmt 7 | 5,501,965. | 5,025,803. | 5,321,912. |
| | c Investments - corporate bonds Stmt 8 | 50,420. | 50,505. | 50,662. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other Stmt 9 | 184,567. | 110,478. | 110,404. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 Total assets (to be completed by all filers) | 6,160,639. | 5,756,040. | 6,052,232. |
| Liabilities | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 6,160,639. | 5,756,040. | |
| | 30 Total net assets or fund balances | 6,160,639. | 5,756,040. | |
| | 31 Total liabilities and net assets/fund balances | 6,160,639. | 5,756,040. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 6,160,639. |
| 2 | Enter amount from Part I, line 27a | 2 | <404,599.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 5,756,040. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 5,756,040. |

Form **990-PF** (2009)

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## 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 | Various Marketable Securities | P | Various | Various |
| b | | P | | |
| 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 | 2,909,003. | | 3,144,109. | <235,106.> |
| b | | | | 0. |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | | <235,106.> |
| b | | | | 0. |
| c | | | | |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** <235,106.>

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

## 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 | 316,626. | 6,461,845. | .048999 |
| 2007 | 320,392. | 7,780,499. | .041179 |
| 2006 | 303,702. | 7,256,765. | .041851 |
| 2005 | 350,097. | 7,298,529. | .047968 |
| 2004 | 338,552. | 7,447,624. | .045458 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .225455 |
| 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 | .045091 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 5,198,966. |
| 5 | Multiply line 4 by line 3 | 5 | 234,427. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,014. |
| 7 | Add lines 5 and 6 | 7 | 235,441. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 207,098. |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | | 1 | 2,028. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 2 | 0. |
| 3 | Add lines 1 and 2 | | | 3 | 2,028. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | | 5 | 2,028. |
| 6 | Credits/Payments | | | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 15,937. | | |
| 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 | 15,937. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 13,909. |
| 11 | Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 13,909. **Refunded** ▶ | | | 11 | 0. |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| | *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.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | 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. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | 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? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 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? *If "Yes," complete Part II, col. (c), and Part XV.* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN | | | |
| 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? If "No," attach explanation* | 8b | 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)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ Community Foundation of Greater Mem Telephone no ▶901-728-4600

Located at ▶1900 Union Avenue, Memphis, TN ZIP+4 ▶38104-4029

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.**

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☒ Yes ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) | ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | | 1b | | X |
| | 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? | | 1c | | X |
| 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 ) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 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/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| 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? | | 4b | | X |

**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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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 Attached Schedule | 0.00 | 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

**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 | 0. |
| 2 | |
| All other program-related investments See instructions<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

**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 | 4,771,042. |
| b | Average of monthly cash balances | | 1b | 507,096. |
| c | Fair market value of all other assets | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | 1d | 5,278,138. |
| 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 | 5,278,138. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 79,172. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | | 5 | 5,198,966. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 259,948. |

**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 | 259,948. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a 2,028. | | |
| b | Income tax for 2009 (This does not include the tax from Part VI ) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 2,028. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | 3 | 257,920. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 | Add lines 3 and 4 | | 5 | 257,920. |
| 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 | 257,920. |

**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 | 207,098. |
| 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 | 207,098. |
| 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 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 207,098. |

**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 | | | | 257,920. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 3,888. | |
| 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: ▶ $ 207,098. | | | | |
| a Applied to 2008, but not more than line 2a | | | 3,888. | |
| 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 | | | | 203,210. |
| 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 | | | | 54,710. |
| 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 XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV** **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2) )

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

The Goldsmith Family Foundation, Inc., 1900 Union Avenue, Memphis, TN 38104

b The form in which applications should be submitted and information and materials they should include.

c Any submission deadlines

No deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| See Attached Schedule | None | Public Charity | Annual Support | 207,098. |
| **Total** | | | ▶ 3a | 207,098. |
| *b Approved for future payment* | | | | |
| See Attached Schedule | None | Public Charity | Annual Support | 280,000. |
| **Total** | | | ▶ 3b | 280,000. |

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

| 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) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 2,101. | |
| 4 Dividends and interest from securities | | | 14 | 98,166. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | 1,148. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | <235,106.> | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 0. | | <133,691.> | 0. |

13 Total. Add line 12, columns (b), (d), and (e) 13 <133,691.>

(See worksheet in line 13 instructions to verify calculations )

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

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

**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.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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? [X] Yes [ ] No

b If "Yes," complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee: [signature], President | Date: 5/14/10 | Title: President

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature | [signature] | Date 5-14-2010 | Check if self-employed ▶ [ ] | Preparer's identifying number |
| Firm's name (or yours if self-employed), address, and ZIP code | Community Foundation of Greater Memphis<br>1900 Union Avenue<br>Memphis, TN 38104-4029 | EIN ▶ | Phone no. 901-728-4600 |

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source | Amount |
|---|---|
| Money Market Interest | 2,101. |
| Total to Form 990-PF, Part I, line 3, Column A | 2,101. |

Form 990-PF Dividends and Interest from Securities Statement 2

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|---|---|---|---|
| Interest & Dividends | 98,166. | 0. | 98,166. |
| Total to Fm 990-PF, Part I, ln 4 | 98,166. | 0. | 98,166. |

Form 990-PF Other Income Statement 3

| Description | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---|---|---|---|
| Other Investment Income | 1,148. | 1,148. | |
| Total to Form 990-PF, Part I, line 11 | 1,148. | 1,148. | |

Form 990-PF Legal Fees Statement 4

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Legal Fees | 731. | 0. | | 0. |
| To Fm 990-PF, Pg 1, ln 16a | 731. | 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 Manager Fees | 34,751. | 0. | | 0. |
| Investment Consulting Fees | 22,312. | 0. | | 0. |
| Investment Custodial Fees | 150. | 0. | | 0. |
| Administrative Fees | 0. | 0. | | 0. |
| To Form 990-PF, Pg 1, ln 16c | 57,213. | 0. | | 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 |
|---|---|---|---|---|
| Foreign Taxes | 2,481. | 0. | | 0. |
| To Form 990-PF, Pg 1, ln 23 | 2,481. | 0. | | 0. |

Form 990-PF | Corporate Stock | Statement 7

| Description | Book Value | Fair Market Value |
|---|---|---|
| See Schedule Attached | 5,025,803. | 5,321,912. |
| Total to Form 990-PF, Part II, line 10b | 5,025,803. | 5,321,912. |

Form 990-PF | Corporate Bonds | Statement 8

| Description | Book Value | Fair Market Value |
|---|---|---|
| See Schedule Attached | 50,505. | 50,662. |
| Total to Form 990-PF, Part II, line 10c | 50,505. | 50,662. |

| Form 990-PF | Other Investments | | Statement 9 |
|---|---|---|---|
| Description | Valuation Method | Book Value | Fair Market Value |
| See Schedule Attached | COST | 110,478. | 110,404. |
| Total to Form 990-PF, Part II, line 13 | | 110,478. | 110,404. |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

**Part II, Line 10(b) - Investments Corporate Stock**

| Account Number | Symbol | Quantity | Security | Cost | Market Price | Market Value |
|---|---|---|---|---|---|---|
| 671-485667 | A | 1,390 | Agilent Technologies Inc | 46,483 41 | 31.07 | 43,187 30 |
| 671-485667 | AA | 2,840 | Alcoa Inc | 66,807 21 | 16.12 | 45,780.80 |
| 671-485667 | ALL | 1,480 | Allstate Corp | 29,608.25 | 30 04 | 44,459 20 |
| 671-485667 | AEO | 1,735 | Amern Eagle Outfitters Inc | 24,966.44 | 16 98 | 29,460 30 |
| 671-485667 | AMGN | 750 | Amgen Inc | 35,700 48 | 56 57 | 42,427.50 |
| 671-485667 | AVT | 1,545 | Avnet Inc | 27,571.21 | 30.16 | 46,597.20 |
| 671-485667 | BAC | 3,210 | Bank Of America Corp | 90,907 43 | 15.06 | 48,342.60 |
| 671-485667 | BA | 290 | Boeing Co | 13,971 50 | 54.13 | 15,697.70 |
| 671-485667 | CYH | 1,475 | Community Health Systems Inc | 46,674.63 | 35.60 | 52,510 00 |
| 671-485667 | COP | 580 | ConocoPhillips | 36,213 17 | 51 07 | 29,620 60 |
| 671-485667 | DD | 990 | E I DuPont de Nemours & Company | 47,970.25 | 33.67 | 33,333 30 |
| 671-485667 | ETN | 265 | Eaton Corp | 14,421 38 | 63 62 | 16,859.30 |
| 671-485667 | GPS | 2,000 | Gap Inc | 38,327 89 | 20 95 | 41,900.00 |
| 671-485667 | GE | 2,405 | General Electric Co | - | 15.13 | 36,387 65 |
| 671-485667 | HAL | 1,445 | Halliburton Co | 26,238.78 | 30 09 | 43,480.05 |
| 671-485667 | HNT | 2,005 | Health Net Inc | 73,673 12 | 23.29 | 46,696 45 |
| 671-485667 | HERO | 3,850 | Hercules Offshore, Inc | 73,131 92 | 4.78 | 18,403 00 |
| 671-485667 | JPM | 1,065 | JP Morgan Chase & Co | 43,462 84 | 41.67 | 44,378 55 |
| 671-485667 | LPNT | 480 | Lifepoint Hospitals | 13,289.60 | 32 53 | 15,614.40 |
| 671-485667 | LOW | 1,325 | Lowes Companies | 27,579.00 | 23 39 | 30,991.75 |
| 671-485667 | M | 850 | Macys Inc | 12,351 87 | 16.76 | 14,246 00 |
| 671-485667 | MRO | 1,420 | Marathon Oil Corp | 59,838 53 | 31.22 | 44,332 40 |
| 671-485667 | MDT | 700 | Medtronic Inc | 24,463 50 | 43.98 | 30,786 00 |
| 671-485667 | MET | 1,090 | Metlife Inc | 32,155.91 | 35 35 | 38,531.50 |
| 671-485667 | NUE | 340 | Nucor Corp | 13,236.18 | 46 65 | 15,861 00 |
| 671-485667 | OCR | 1,250 | Omnicare Inc | 43,072.04 | 24.18 | 30,225 00 |
| 671-485667 | PTEN | 2,550 | Patterson-Uti Energy Inc | 57,952.56 | 15.35 | 39,142.50 |
| 671-485667 | PFE | 1,880 | Pfizer Inc | 14,287.75 | 18 19 | 34,197.20 |
| 671-485667 | PNC | 530 | PNC Financial Services Group | 23,459 83 | 52 79 | 27,978 70 |
| 671-485667 | PRU | 890 | Prudential Fiancial Inc | 39,027.19 | 49 76 | 44,286 40 |
| 671-485667 | SWY | 1,250 | Safeway Inc | 26,317.88 | 21.29 | 26,612.50 |
| 671-485667 | TXN | 1,760 | Texas Instruments Inc | 31,418.97 | 26.06 | 45,865.60 |
| 671-485667 | TRV | 755 | The Travelers Companies Inc | 28,283.72 | 49 86 | 37,644.30 |
| 671-485667 | RIG | 455 | Transocean Ltd | 22,639.26 | 82.80 | 37,674.00 |
| 671-485667 | UNH | 1,545 | United Health Group | 41,166.83 | 30 48 | 47,091 60 |
| 671-485667 | UNM | 1,830 | Unumprovident Corporation | 37,736.18 | 19.52 | 35,721 60 |
| 671-485667 | WFC | 1,295 | Wells Fargo & Co | 38,740 07 | 26.99 | 34,952.05 |
| 671-485667 | WCC | 1,565 | Wesco International Inc | 45,369 62 | 27.01 | 42,270.65 |
| 671-485667 | XL | 1,184 | XL Capital Ltd | 4,208.33 | 18.33 | 21,702.72 |
| | | | **Subtotal** | 1,372,724.73 | | 1,375,249 37 |

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2009 #62-6039604

**Part II, Line 10(b) - Investments Corporate Stock**

| Account Number | Symbol | Quantity | Security | Cost | Market Price | Market Value |
|---|---|---|---|---|---|---|
| 671-485659 | AAPL | 405 | Apple Computer Inc | 46,599.54 | 210 73 | 85,346.46 |
| 671-485659 | 084670702 | 15 | Berkshire Hathaway | 52,497 09 | 3,286.00 | 49,290 00 |
| 671-485659 | CTSH | 1,200 | Cognizant Tech Solutions | 35,026 79 | 45.33 | 54,396.00 |
| 671-485659 | ECL | 565 | Ecolab Inc | 24,099.49 | 44 58 | 25,187.70 |
| 671-485659 | EMC | 2,295 | EMC Corp | 39,378 05 | 17 47 | 40,093.65 |
| 671-485659 | EXPD | 940 | Expeditors International Washington I | 40,768 79 | 34 77 | 32,683.80 |
| 671-485659 | ESRX | 915 | Express Scripts Inc | 48,332 63 | 86 42 | 79,074.30 |
| 671-485659 | GILD | 1,480 | Gilead Sciences Inc | 66,893 66 | 43.27 | 64,039 60 |
| 671-485659 | GS | 305 | Goldman Sachs Group | 31,409.69 | 168.84 | 51,496 20 |
| 671-485659 | GOOG | 106 | Google Inc | 48,141.98 | 619 98 | 65,717 88 |
| 671-485659 | JEC | 805 | Jacobs Engineering Group Inc | 29,254 78 | 37.61 | 30,276.05 |
| 671-485659 | LOW | 790 | Lowes Companies | 14,777 98 | 23.39 | 18,478 10 |
| 671-485659 | MON | 680 | Monsanto Co | 64,310 73 | 81 75 | 55,590.00 |
| 671-485659 | NTRS | 345 | Northern Trust Corp | 22,212 79 | 52.40 | 18,078.00 |
| 671-485659 | PAYX | 995 | Paychex Inc | 26,446 11 | 30 64 | 30,486.80 |
| 671-485659 | PEP | 835 | Pepsico Inc | 48,645.36 | 60.80 | 50,768 00 |
| 671-485659 | QCOM | 795 | Qualcomm Inc | 30,565 31 | 46.26 | 36,776 70 |
| 671-485659 | VAR | 450 | Varian Medical Systems Inc | 19,054 89 | 46.85 | 21,082 50 |
| 671-485659 | V | 655 | Visa Inc | 38,059.54 | 87 46 | 57,286.30 |
| 671-485659 | WLP | 720 | Wellpoint Inc | 37,774 81 | 58.29 | 41,968 80 |
| 671-485659 | WU | 1,155 | Western Union | 26,085.13 | 18 85 | 21,771.75 |
| 671-485659 | WFMI | 885 | Whole Foods Market Inc | 16,670.57 | 27 45 | 24,293.25 |
| | | | **Subtotal** | 807,005.71 | | 954,181 84 |
| 671-485640 | ADCT | 2,060 | ADC Telecommunications Inc | 12,592 58 | 6.21 | 12,792.60 |
| 671-485640 | ATI | 610 | Allegheny Technologies Inc | 15,663 36 | 44 77 | 27,309.70 |
| 671-485640 | UHAL | 270 | Amerco | 10,294 84 | 49 72 | 13,424.40 |
| 671-485640 | ACF | 1,370 | Americredit Corp | 19,926.21 | 19 04 | 26,084 80 |
| 671-485640 | AMN | 310 | Ameron International | 15,574.98 | 63 46 | 19,672.60 |
| 671-485640 | ALC | 404 | Assisted Living Concepts Inc | 11,739.01 | 26 37 | 10,653 48 |
| 671-485640 | AVT | 1,210 | Avnet Inc | 18,836 92 | 30.16 | 36,493 60 |
| 671-485640 | CFL | 580 | Brinks Home Security Holdings Inc | 13,511 09 | 32.64 | 18,931.20 |
| 671-485640 | CXG | 750 | CNX Gas Corp | 17,947 66 | 29 52 | 22,140.00 |
| 671-485640 | COG | 700 | Cabot Oil & Gas Corp | 24,467 80 | 43 59 | 30,513 00 |
| 671-485640 | CFFN | 480 | Capitol Federal Financial | 17,261.32 | 31 46 | 15,100.80 |
| 671-485640 | CASY | 620 | Caseys General Store | 16,586 08 | 31 91 | 19,784 20 |
| 671-485640 | CTL | 1,049 | Centurytel Inc | 39,083 82 | 36 21 | 37,984 29 |
| 671-485640 | CMC | 1,200 | Commercial Metals | 13,230 52 | 15.65 | 18,780 00 |
| 671-485640 | DNR | 1,000 | Denbury Resources Inc | 9,136 09 | 14 80 | 14,800.00 |
| 671-485640 | EAC | 340 | Encore Acquisition Co | 10,968.82 | 48 02 | 16,326.80 |
| 671-485640 | WIRE | 1,050 | Encore Wire Corp | 19,786 92 | 21 07 | 22,123.50 |
| 671-485640 | FITB | 1,490 | Fifth Third Bancorp | 15,300 75 | 9 75 | 14,527 50 |
| 671-485640 | FL | 1,630 | Foot Locker Inc | 17,044.00 | 11.14 | 18,158.20 |

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2009 #62-6039604

**Part II, Line 10(b) - Investments Corporate Stock**

| Account Number | Symbol | Quantity | Security | Cost | Market Price | Market Value |
|---|---|---|---|---|---|---|
| 671-485640 | GVA | 350 | Granite Construction | 11,309.62 | 33 66 | 11,781 00 |
| 671-485640 | HCBK | 2,030 | Hudson City Bancorp | 27,274 49 | 13.73 | 27,871 90 |
| 671-485640 | ISBC | 2,290 | Investors Bancorp Inc | 34,469.74 | 10.94 | 25,052 60 |
| 671-485640 | JEF | 890 | Jefferies Group Inc | 13,326 92 | 23.73 | 21,119.70 |
| 671-485640 | KALU | 340 | Kaiser Aluminum Corporation | 11,165 80 | 41 62 | 14,150.80 |
| 671-485640 | LUK | 1,490 | Leucadia National Corp | 39,045 33 | 23 79 | 35,447.10 |
| 671-485640 | MW | 980 | Mens Wearhouse Inc | 23,100 12 | 21.06 | 20,638.80 |
| 671-485640 | 608554200 | 820 | Molex Incorporated | 11,433 22 | 19 13 | 15,686 60 |
| 671-485640 | OKE | 930 | Oneok Inc | 41,448.98 | 44.57 | 41,450.10 |
| 671-485640 | OSG | 730 | Overseas Shipholding Group Inc | 46,371 54 | 43 95 | 32,083 50 |
| 671-485640 | PAA | 580 | Plains All American Pipeline Inc | 29,019 10 | 52 85 | 30,653.00 |
| 671-485640 | PCL | 1,030 | Plum Creek Timber Company Inc | 37,594 39 | 37 76 | 38,892.80 |
| 671-485640 | RJF | 770 | Raymond James Financial Inc | 18,168.04 | 23 77 | 18,302.90 |
| 671-485640 | RF | 2,560 | Regions Financial Corporation | 15,757 42 | 5 29 | 13,542.40 |
| 671-485640 | SLG | 580 | SL Green Realty Corp | 39,341 57 | 50 24 | 29,139 20 |
| 671-485640 | SCHN | 450 | Schnitzer Steel Industries Inc | 13,097 27 | 47 70 | 21,465 00 |
| 671-485640 | BID | 1,160 | Sotheby'S Holdings | 13,295 17 | 22 48 | 26,076.80 |
| 671-485640 | TFSL | 950 | TFS Financial Corporation | 11,264.23 | 12.14 | 11,533 00 |
| 671-485640 | TLAB | 2,830 | Tellabs Inc | 19,761 79 | 5 68 | 16,074 40 |
| 671-485640 | TRN | 1,300 | Trinity Industries | 35,965.07 | 17 44 | 22,672 00 |
| 671-485640 | UMBF | 740 | Umb Financial Corp | 27,828.78 | 39.35 | 29,119 00 |
| 671-485640 | MTN | 840 | Vail Resorts Inc | 44,415 76 | 37 80 | 31,752.00 |
| 671-485640 | WRB | 330 | WR Berkley Corp | 7,525 00 | 24 64 | 8,131.20 |
| 671-485640 | WTM | 125 | White Mountains Insurance Group Ltd | 57,684.45 | 332.66 | 41,582.50 |
| 671-485640 | WINN | 1,680 | Winn Dixie Stores Inc | 40,682.40 | 10 04 | 16,867.20 |
| | | | **Subtotal** | 989,298.97 | | 996,686.17 |
| 671-485632 | ADBE | 470 | Adobe Systems Inc | 18,858.71 | 36.78 | 17,286 60 |
| 671-485632 | AMG | 190 | Affiliated Managers Group Inc | 16,306 25 | 67 35 | 12,796 50 |
| 671-485632 | ACV | 430 | Alberto-Culver Company | 10,250 47 | 29 29 | 12,594.70 |
| 671-485632 | AME | 300 | Ametek Inc | 13,668.74 | 38.24 | 11,472 00 |
| 671-485632 | APH | 485 | Amphenol Corp | 16,416.49 | 46 18 | 22,397.30 |
| 671-485632 | ANSS | 490 | Ansys Inc | 13,718.11 | 43.46 | 21,295 40 |
| 671-485632 | CHRW | 340 | C H Robinson Worldwide | 14,528.96 | 58.73 | 19,968.20 |
| 671-485632 | BCR | 170 | CR Bard Inc | 14,301 08 | 77 90 | 13,243.00 |
| 671-485632 | CERN | 310 | Cerner Corp | 15,139 30 | 82 44 | 25,556 40 |
| 671-485632 | CHD | 265 | Church & Dwight Inc | 12,745 18 | 60.45 | 16,019.25 |
| 671-485632 | CTXS | 570 | Citrix Systems Inc | 17,254.82 | 41 61 | 23,717.70 |
| 671-485632 | COH | 385 | Coach Inc | 15,569 34 | 36.53 | 14,064 05 |
| 671-485632 | CTSH | 530 | Cognizant Tech Solutions | 20,225.07 | 45 33 | 24,024.90 |
| 671-485632 | CPRT | 335 | Copart Inc | 10,315 56 | 36.62 | 12,267 70 |
| 671-485632 | CVD | 260 | Covance Inc | 15,887 52 | 54 57 | 14,188 20 |
| 671-485632 | XRAY | 495 | Dentsply International Inc | 15,974.04 | 35 17 | 17,409.15 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

**Part II, Line 10(b) - Investments Corporate Stock**

| Account Number | Symbol | Quantity | Security | Cost | Market Price | Market Value |
|---|---|---|---|---|---|---|
| 671-485632 | DKS | 780 | Dicks Sporting Goods Inc | 21,100 11 | 24 87 | 19,398 60 |
| 671-485632 | DCI | 240 | Donaldson Co Inc | 8,847.69 | 42 54 | 10,209 60 |
| 671-485632 | EV | 350 | Eaton Vance Corp | 12,743 17 | 30.41 | 10,643.50 |
| 671-485632 | EXPD | 445 | Expeditors International Washington Ii | 19,329 79 | 34 77 | 15,472 65 |
| 671-485632 | FTI | 355 | FMC Technologies Inc | 12,565 23 | 57 84 | 20,533 20 |
| 671-485632 | FDS | 180 | Factset Research Systems Inc | 9,822.79 | 65 87 | 11,856.60 |
| 671-485632 | FAST | 435 | Fastenal Co | 16,305 99 | 41 64 | 18,113 40 |
| 671-485632 | FISV | 335 | Fiserv Inc | 17,442 61 | 48.48 | 16,240.80 |
| 671-485632 | FLIR | 525 | Flir Systems Inc | 14,726 57 | 32 73 | 17,183 25 |
| 671-485632 | FLO | 615 | Flowers Foods Inc | 15,106.62 | 23.76 | 14,612.40 |
| 671-485632 | FLS | 170 | Flowserve Corp | 12,573.01 | 94 53 | 16,070.10 |
| 671-485632 | FCN | 220 | Fti Consulting Inc | 10,995 41 | 47 16 | 10,375 20 |
| 671-485632 | GPN | 380 | Global Payments Inc | 16,704.97 | 53 86 | 20,466 80 |
| 671-485632 | IHS | 255 | IHS Inc | 13,944.17 | 54 81 | 13,976 55 |
| 671-485632 | IEX | 397 | Idex Corp | 14,199.32 | 31.15 | 12,366 55 |
| 671-485632 | IDXX | 335 | Idexx Labs Inc | 14,207.55 | 53 45 | 17,905.75 |
| 671-485632 | ICE | 90 | Intercontinental Exchange Inc | 8,678 61 | 112.30 | 10,107 00 |
| 671-485632 | INTU | 560 | Intuit Inc | 17,680 63 | 30.73 | 17,208 80 |
| 671-485632 | LLL | 225 | L-3 Communications Holdings Inc | 18,435.33 | 86 95 | 19,563.75 |
| 671-485632 | LKQX | 780 | LKQ Corporation | 9,186.66 | 19.59 | 15,280 20 |
| 671-485632 | LECO | 170 | Lincoln Electric Holdings | 11,135 04 | 53 46 | 9,088 20 |
| 671-485632 | MFE | 455 | McAfee Inc | 15,270 71 | 40 57 | 18,459.35 |
| 671-485632 | MCRS | 565 | Micros Systems Inc | 18,562.21 | 31 03 | 17,531 95 |
| 671-485632 | MORN | 220 | Morningstar Inc | 12,299 14 | 48 34 | 10,634 80 |
| 671-485632 | ORLY | 510 | O Reilly Automotive | 16,710 90 | 38 12 | 19,441.20 |
| 671-485632 | PNRA | 325 | Panera Bread Co | 19,721 28 | 66 94 | 21,755 50 |
| 671-485632 | RRC | 320 | Range Resources Corp | 16,075.85 | 49.85 | 15,952 00 |
| 671-485632 | RMD | 345 | Resmed Inc | 13,232.53 | 52 27 | 18,033 15 |
| 671-485632 | ROP | 350 | Roper Industries Inc | 17,680.08 | 52 37 | 18,329.50 |
| 671-485632 | SIAL | 210 | Sigma-Aldrich | 9,019.59 | 50 55 | 10,615.50 |
| 671-485632 | SII | 400 | Smith International | 15,534 88 | 27 17 | 10,868 00 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

**Part II, Line 10(b) - Investments Corporate Stock**

| Account Number | Symbol | Quantity | Security | Cost | Market Price | Market Value |
|---|---|---|---|---|---|---|
| 671-485632 | SWN | 410 | Southwestern Energy | 10,837 40 | 48 20 | 19,762.00 |
| 671-485632 | SRCL | 340 | Stericycle Inc | 12,286 59 | 55.17 | 18,757.80 |
| 671-485632 | STRA | 80 | Strayer Education Inc | 13,392 56 | 212.52 | 17,001.60 |
| 671-485632 | TSCO | 340 | Tractor Supply Co | 15,392 81 | 52.97 | 18,009 80 |
| 671-485632 | TRMB | 530 | Trimble Navigation Ltd | 18,388 39 | 25 20 | 13,356 00 |
| 671-485632 | VAR | 400 | Varian Medical Systems Inc | 19,832.60 | 46 85 | 18,740.00 |
| | | | **Subtotal** | 781,128 43 | | 862,222.10 |
| | | | Total | | | 876,498 18 |
| 671-485624 | CNI | 433 | Canadian National Railway Company | 24,589 64 | 54.36 | 23,537.89 |
| 671-485624 | CNQ | 203 | Canadian Natural Resources | 11,906 74 | 71.95 | 14,605 85 |
| 671-485624 | CCL | 740 | Carnival Corp | 33,100 72 | 31.69 | 23,450 60 |
| 671-485624 | LFC | 362 | China Life Insurance Co Ltd | 17,714 04 | 73 35 | 26,552.70 |
| 671-485624 | 251542106 | 2,551 | Deutsche Boerse AG | 18,682.00 | 8 32 | 21,224.32 |
| 671-485624 | 455807107 | 433 | Industrial and Commercial Bank | 13,960 18 | 41.68 | 18,047 44 |
| 671-485624 | H50430232 | 1,496 | Logitech International S A | 34,701 31 | 17.11 | 25,596 56 |
| 671-485624 | POT | 158 | Potash Corp Sask Inc | 15,239 67 | 108 50 | 17,143.00 |
| 671-485624 | SLB | 449 | Schlumberger Ltd | 28,114 15 | 65 09 | 29,225.41 |
| 671-485624 | PCU | 337 | Southern Copper Corporation | 7,838 06 | 32 91 | 11,090.67 |
| 671-485624 | 042068106 | 2,640 | ARM Holdings PLC | 21,895 97 | 8 56 | 22,598.40 |
| 671-485624 | 02364W105 | 396 | America Movil SA de CV | 22,614 50 | 46.98 | 18,604 08 |
| 671-485624 | 055434203 | 217 | BG Group PLC | 18,366.78 | 90 59 | 19,658.89 |
| 671-485624 | 05565A202 | 529 | BNP Paribas SA | 20,791 62 | 40 10 | 21,213 43 |
| 671-485624 | 111013108 | 565 | British Sky Brdcstg | 16,691.23 | 36.22 | 20,464.30 |
| 671-485624 | 126132109 | 109 | CNOOC Ltd | 15,677.56 | 155.45 | 16,944.05 |
| 671-485624 | 12637N105 | 794 | CSL Limited | 8,902 00 | 14 61 | 11,600.34 |
| 671-485624 | 1694EN103 | 521 | China Merchants Holdings | 17,708.15 | 32.56 | 16,965 84 |
| 671-485624 | 1912EP104 | 700 | Coca-Cola Hellenic Bottling Company · | 21,715.49 | 23 02 | 16,114.00 |
| 671-485624 | 237545108 | 247 | Dassault Systemes SA | 12,864 92 | 57.03 | 14,086.63 |
| 671-485624 | 29081M102 | 726 | Embraer Empresa Brasileira De Aeron | 24,448.35 | 22.11 | 16,051.86 |
| 671-485624 | 307305102 | 388 | FANUC Limited | 14,296.84 | 46.35 | 17,983.80 |
| 671-485624 | 343793105 | 2,487 | Flysmidth & Company A/S | 13,444.90 | 7.08 | 17,598 01 |
| 671-485624 | 358029106 | 507 | Fresenius Med Care A | 20,330.77 | 53.01 | 26,876 07 |
| 671-485624 | 41043M104 | 1,018 | Hang Lung Properties Limited | 17,973 64 | 19 73 | 20,087 17 |
| 671-485624 | 425883105 | 2,363 | Hennes & Mauritz AB | 25,213.47 | 11 13 | 26,304.91 |
| 671-485624 | 43858F109 | 981 | Hong Kong Exchanges | 8,126.72 | 17 98 | 17,636 41 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

**Part II, Line 10(b) - Investments Corporate Stock**

| Account Number | Symbol | Quantity | Security | Cost | Market Price | Market Value |
|---|---|---|---|---|---|---|
| 671-485624 | 456788108 | 243 | Infosys Technologies | 6,463 33 | 55.27 | 13,430 61 |
| 671-485624 | 46115H107 | 822 | Intesa Sanpaolo SA | 20,510.25 | 27.12 | 22,290.17 |
| 671-485624 | 465562106 | 584 | Itau Unibanco Banco Multiplo SA | 8,675 45 | 22 84 | 13,338.56 |
| 671-485624 | 495724403 | 3,082 | Kingfisher PLC | 27,638 57 | 7 40 | 22,794 47 |
| 671-485624 | 500458401 | 299 | Komatsu Ltd | 21,736.58 | 83 10 | 24,846.30 |
| 671-485624 | 502441306 | 1,357 | LVMH Moet Hennessy Louis Vuitton SA | 15,016 55 | 22.49 | 30,520.28 |
| 671-485624 | 606822104 | 3,080 | Mitsubishi UFJ Financial Group | 19,942 58 | 4.92 | 15,153.60 |
| 671-485624 | 633643408 | 4,053 | National Bank of Greece | 26,036 45 | 5.21 | 21,116 13 |
| 671-485624 | 641069406 | 569 | Nestle SA | 21,749 70 | 48.56 | 27,631 20 |
| 671-485624 | 647581107 | 161 | New Oriental Education & Tech Group | 12,218 58 | 75 61 | 12,173.21 |
| 671-485624 | 654902204 | 910 | Nokia Corp -Adr | 20,252 23 | 12.85 | 11,693.50 |
| 671-485624 | 66987V109 | 465 | Novartis AG | 24,923.51 | 54 43 | 25,309.95 |
| 671-485624 | 670100205 | 412 | Novo-Nordisk A/S -A | 16,927 42 | 63 85 | 26,306 20 |
| 671-485624 | 368287207 | 654 | Oao Gazprom Spons -Adr | 26,130 38 | 25 50 | 16,677.00 |
| 671-485624 | 688590108 | 1,214 | Oesterreichische Elektrizitaetswirtscha | 14,830 52 | 8 53 | 10,349.35 |
| 671-485624 | 756255105 | 2,661 | Reckitt Benckiser Group PLC | 23,664 19 | 10 84 | 28,842.57 |
| 671-485624 | 771195104 | 477 | Roche Holding Ltd | 21,208 39 | 42.52 | 20,279 65 |
| 671-485624 | 78572M105 | 650 | SABMiller Plc | 16,074 41 | 29 49 | 19,166.55 |
| 671-485624 | 803054204 | 664 | SAP AG | 30,457 79 | 46 81 | 31,081 84 |
| 671-485624 | 83175M205 | 352 | Smith & Nephew PLC | 17,893 91 | 51 25 | 18,040.00 |
| 671-485624 | 879382208 | 360 | Telefonica SA | 26,237.30 | 83 52 | 30,067 20 |
| 671-485624 | 881575302 | 1,089 | Tesco PLC - Sponsored ADR | 21,397 43 | 20.73 | 22,580 41 |
| 671-485624 | 881624209 | 741 | Teva pharmaceutical Industries Ltd | 24,614 90 | 56 18 | 41,629 38 |
| 671-485624 | 892331307 | 330 | Toyota Motor Corp - | 34,833 71 | 84.16 | 27,772.80 |
| 671-485624 | 900111204 | 1,324 | Turkcell Iletisim Hizmetleri SA | 24,251 25 | 17 49 | 23,156.76 |
| 671-485624 | 925458101 | 1,041 | Vestas Wind Systems A/S | 31,540 82 | 20 35 | 21,188.51 |
| 671-485624 | 93114W107 | 557 | Wal-Mart De Mexico SA | 13,509 15 | 44 66 | 24,873.39 |
| | | | **Subtotal** | 1,075,644.77 | | 1,133,572.22 |
| | | | **Grand Total** | 5,025,802.61 | | 5,321,911.70 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009 #62-6039604**

Part II, Line 10(c) - Investments Corporate Bonds

| | Principal Amount | Cost or Other Basis | Market Value |
|---|---|---|---|
| General Electric Capital Corp. 5.50% due 11/15/2011 | 50,000 | 50,505 | 50,662 |
| | $ 50,000 | $ 50,505 | $ 50,662 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009 #62-6039604**

Part II, Line 13 - Investments Other

| | Principal Amount | Cost or Other Basis | Market Value |
|---|---|---|---|
| Grand Valley State University 4.70% due 02/01/2010 | 20,000 | 20,068 | 20,056 |
| New York State Environmental FACS Corp. 5.00% due 02/15/2010 | 30,000 | 30,280 | 30,178 |
| Hackensack NJ General Obligation 4.40% due 06/01/2010 | 50,000 | 50,130 | 50,170 |
| **Subtotal Municipal Bonds** | 100,000 | 100,478 | 100,404 |
| Israel State, Dollar 6th Indiv Floating rate, due 6/1/10 | 10,000 | 10,000 | 10,000 |
| **Subtotal - State of Israel Bond** | $ 10,000 | $ 10,000 | $ 10,000 |
| **Total All Other Investments** | $ 110,000 | $ 110,478 | $ 110,404 |

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2009 #62-6039604

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

| | Name and Address | Title & Hours Worked | Contribution to Benefit Plans | Expense Account | Compensation |
|---|---|---|---|---|---|
| 1 | Jack L. Goldsmith<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Honorary Chairman<br>Hours as req'd | None | None | None |
| 2 | Harry L. Goldsmith<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | President<br>Hours as req'd | None | None | None |
| 3 | Elvis G Goldsmith<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 4 | Fred Goldsmith, III<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 5 | Melvin Goldsmith<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 6 | Thomas B. Goldsmith<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 7 | Sylvia Goldsmith Marks<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 8 | Larry J. Goldsmith<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Secretary/ Treasurer<br>Hours as req'd | None | None | None |
| 9 | Beth Goldsmith Brown<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 10 | Jane Goldsmith Butler<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 11 | Peggy Goldsmith Fineman<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 12 | Jack L. Goldsmith, III<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 13 | Jennifer Entine Matz<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |
| 14 | Elise Goldsmith Hicks<br>1900 Union Avenue<br>Memphis, Tennessee 38104 | Vice President<br>Hours as req'd | None | None | None |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

Part X - Minimum Investment Return

| Month | Value of Cash & Equiv. | Value of Securities | Total |
|---|---|---|---|
| Beg. of Year | 423,687 | 4,331,354 | 4,755,041 |
| January | 430,898 | 3,995,984 | 4,426,882 |
| February | 417,559 | 3,626,800 | 4,044,359 |
| March | 398,180 | 3,976,790 | 4,374,970 |
| April | 480,484 | 4,502,738 | 4,983,222 |
| May | 671,541 | 4,571,917 | 5,243,458 |
| June | 592,802 | 4,616,807 | 5,209,609 |
| July | 444,884 | 5,120,194 | 5,565,078 |
| August | 462,690 | 5,161,459 | 5,624,149 |
| September | 322,254 | 5,490,425 | 5,812,679 |
| October | 714,848 | 5,459,814 | 6,174,662 |
| November | 663,172 | 5,686,282 | 6,349,454 |
| December | 569,254 | 5,482,978 | 6,052,232 |
| | 6,592,253 | 62,023,542 | 68,615,795 |
| Average | 507,096 | 4,771,042 | 5,278,138 |

| | |
|---|---|
| Average monthly fair market value of cash | 507,096 |
| Average monthly fair market value of securities | 4,771,042 |
| Average monthly fair market value of other assets | - |
| Total | 5,278,138 |
| Cash deemed held for charitable activities (1.5% of total) | (79,172) |
| Adjusted Total | 5,198,966 |
| Minimum investment return (5% of Adjusted total) | 259,948 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

| Date | Description | Amount |
|---|---|---|
| 4/1/2009 | Alachua County Humane Society, Inc. | (5,000.00) |
| 04/16/2009 | All Faiths Food Bank Foundation, Inc. | 500.00 |
| 08/12/2009 | American Cancer Society, Inc. / Memphis Hope Lodge | 5,000.00 |
| 04/16/2009 | American Committee For Shaare Zedek Hospital In Jerusalen | 750.00 |
| 04/16/2009 | American Jewish Congress - Southwest Region | 100.00 |
| 04/16/2009 | American Society For Technion-Israel Institute Of Technolog\ | 500.00 |
| 04/16/2009 | Bayith Lepleitot, Inc. - Girls Town Jerusalem | 100.00 |
| 08/12/2009 | B'Nai B'Rith Home / Memphis Jewish Home and Rehabilitation Center | 1,000.00 |
| 01/26/2009 | Boys and Girls Club of Monterey County | 5,000.00 |
| 10/30/2009 | Boys and Girls Club of Monterey County | 5,000.00 |
| 04/16/2009 | Boys and Girls Club of Sarasota County, Inc. | 1,500.00 |
| 04/16/2009 | Cincinnati Children's Hospital Medical Center | 500.00 |
| 04/17/2009 | Coastal Conservation Association | 100.00 |
| 10/07/2009 | Coastal Conservation Association | 125.00 |
| 10/30/2009 | Combined Jewish Philanthropies of Boston, MA | 2,500.00 |
| 12/08/2009 | Community Hospice of Northeast Florida Foundation | 5,000.00 |
| 04/17/2009 | Community Mobile Meals Of Sarasota County, Inc. | 200.00 |
| 12/08/2009 | Death With Dignity National Center | 250.00 |
| 01/26/2009 | Family Nurturing Center of Florida, Inc. | 1,000.00 |
| 04/17/2009 | Florida Sheriffs Youth Ranches, Inc. | 100.00 |
| 04/17/2009 | Florida Wildlife Federation | 100.00 |
| 08/12/2009 | Friends of the Levitt Pavilion Memphis, Inc. | 5,000.00 |
| 04/17/2009 | Friends of the Selby Public Library, Inc. | 150.00 |
| 04/17/2009 | Glasser-Schoenbaum Human Services Center, Inc. | 250.00 |
| 04/17/2009 | Gulfcoast Wonder and Imagination Zone, Inc. | 150.00 |
| 04/17/2009 | Hospice Education Institute, Inc. | 100.00 |
| 1/15/2009 | Houston Humane Society | (5,000.00) |
| 12/16/2009 | Jewish Federation of Greater Atlanta | 1,000.00 |
| 04/17/2009 | Jewish Housing Council Foundation, Inc. | 2,000.00 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

| Date | Description | Amount |
|---|---|---|
| 04/17/2009 | John and Mable Ringling Museum of Art Foundation | 150.00 |
| 10/07/2009 | John and Mable Ringling Museum of Art Foundation | 150.00 |
| 5/19/2009 | Katz 4 Keeps, Inc. | 1,000.00 |
| 12/08/2009 | Katz 4 Keeps, Inc. | 1,000.00 |
| 08/12/2009 | Lausanne Collegiate School | 10,000.00 |
| 08/12/2009 | Lifeblood Foundation | 2,000.00 |
| 12/10/2009 | Memphis Food Bank | 2,500.00 |
| 08/12/2009 | Memphis Jewish Community Center | 15,000.00 |
| 08/12/2009 | Memphis Jewish Federation | 30,000.00 |
| 11/30/2009 | Memphis Museums, Inc. | 5,000.00 |
| 08/12/2009 | Memphis Oral School for the Deaf | 5,000.00 |
| 12/11/2009 | Memphis University School | 500.00 |
| 12/08/2009 | Meritan, Inc. | 500.00 |
| 12/10/2009 | Metropolitan Inter-Faith Association | 2,500.00 |
| 07/22/2009 | Monterey Peninsula College | 1,000.00 |
| 04/17/2009 | Mote Marine Laboratory | 150.00 |
| 10/07/2009 | Mote Marine Laboratory | 150.00 |
| 6/9/2009 | Naval Postgraduate School Foundation, Inc. | 5,000.00 |
| 5/19/2009 | Oak Park School | 1,000.00 |
| 07/22/2009 | Pace Academy (Atlanta, GA) | 5,000.00 |
| 10/07/2009 | Palms Presbyterian Church | 4,000.00 |
| 04/17/2009 | Planned Parenthood Of Southwest And Central Florida, Inc. | 750.00 |
| 5/19/2009 | Ronald McDonald House | 4,000.00 |
| 11/30/2009 | Safe Place and Rape Crisis Center of Sarasota, Inc. | 200.00 |
| 04/17/2009 | Sarasota-Manatee Jewish Federation | 7,500.00 |
| 04/17/2009 | Senior Friendship Centers, Inc. | 200.00 |
| 6/10/2009 | SPCA of Monterey County | 1,000.00 |
| 01/26/2009 | SPCA of Monterey County | 1,000.00 |
| 04/17/2009 | Special Olympics Florida, Inc. | 100.00 |
| 04/17/2009 | Temple Beth Israel - Longboat Key, FL | 2,450.00 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

| Date | Description | Amount |
|---|---|---|
| 08/12/2009 | Temple Israel | 40,000.00 |
| 11/30/2009 | Temple Israel | 773.00 |
| 09/15/2009 | Temple Israel - Bridges | 10,000.00 |
| 10/07/2009 | Temple Sinai (Sarasota, FL) | 1,000.00 |
| 04/16/2009 | Texas Collie Rescue, Inc. | 1,000.00 |
| 08/12/2009 | United Way of Greater Memphis | 12,000.00 |
| 04/17/2009 | United Way of Sarasota County, Inc. | 5,000.00 |
| 04/17/2009 | W.E.D.U. Channel #3 | 100.00 |
| 04/17/2009 | W.U.S.F - TV | 100.00 |
| 04/17/2009 | World Wildlife Fund, Inc. | 100.00 |
| 11/30/2009 | World Wildlife Fund, Inc. | 100.00 |
| 04/17/2009 | YMCA Foundation Of Sarasota, Inc. | 150.00 |
| | | 207,098.00 |

**The Goldsmith Family Foundation, Inc.**
**Form 990 PF Return of Private Foundation**
**Year Ended December 31, 2009** **#62-6039604**

Part XV, Supplementary Information
Line 3b Grants and Contributions Approved for Future Payment

| Amount Payable in 2010 | Description | Balance Payable |
|---|---|---|
| 5,000.00 | Access Center, Inc. (Vienna, VA) | 5,000.00 |
| 5,000.00 | American Cancer Society, Inc. (Memphis Hope Lodge) | 10,000.00 |
| 5,000.00 | Friends of the Levitt Pavilion Memphis, Inc. | 5,000.00 |
| 2,000.00 | Jewish Housing Council Foundation, Inc. (Sarasota, FL) | 8,000.00 |
| 2,000.00 | Lifeblood Foundation | 2,000.00 |
| 15,000.00 | Memphis Jewish Community Center | 70,000.00 |
| 5,000.00 | Memphis Oral School for the Deaf | 10,000.00 |
| 5,000.00 | Pace Academy (Atlanta, GA) | 5,000.00 |
| 5,000.00 | St. Mary's Home for Disabled Children (Norfolk, VA) | 5,000.00 |
| 40,000.00 | Temple Israel | 160,000.00 |
| - | | - |
| $ 89,000.00 | | $ 280,000.00 |