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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

Use the IRS

label.

otherwise,

print

or type.

Name of foundation

Goodfellow Fund

Number and street (or P O box number if mail is not delivered to street address)

433 13TH AVE E

Room/suite

101

A Employer identification number

91-2000453

See Specific

Instructions.

City or town, state, and ZIP code

Seattle, WA 98102

B Telephone number

206-328-2768

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

 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)

► \$

337,584

(Part I, column (d) must be on cash basis)

J Accounting method

 Cash Accrual Other (specify) _____

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)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	11,429.	11,429.	Statement 1	
4	Dividends and interest from securities	4,458.	4,458.	Statement 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<25,929.>			
b	Gross sales price for all assets on line 6a	141,211.			
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				
12	Total. Add lines 1 through 11	<10,042.>	15,887.		
13	Compensation of officers, directors, trustees, etc		0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	Stmt 3	950.	0.	0.
c	Other professional fees				
17	Interest		580.	580.	0.
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		1,406.	0.	1,406.
22	Printing and publications				
23	Other expenses	Stmt 4	2,713.	2,662.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		5,649.	3,242.	1,406.
25	Contributions, gifts, grants paid		151,179.		151,179.
26	Total expenses and disbursements. Add lines 24 and 25		156,828.	3,242.	152,585.
27	Subtract line 26 from line 12		<166,870.>		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		12,645.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	66,237.	7,894.	7,894.
	3 Accounts receivable ► 83.	156.	83.	83.
	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 Stmt 5	71,050.	52,364.	55,544.
	b Investments - corporate stock Stmt 6	273,290.	216,750.	212,416.
	c Investments - corporate bonds Stmt 7	90,691.	40,361.	43,158.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	0.	16,954.	18,489.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	501,424.	334,406.	337,584.
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 ►)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	501,424.	334,406.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	501,424.	334,406.	
	31 Total liabilities and net assets/fund balances	501,424.	334,406.	

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)	1 501,424.
2 Enter amount from Part I, line 27a	2 <166,870.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 334,554.
5 Decreases not included in line 2 (itemize) ► Federal Income tax	5 148.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 334,406.

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	See Attached Statements				
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	141,211.		167,140.	<25,929.>	
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) FMV 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				<25,929.>	
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	<25,929.>
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	35,790.	535,327.	.066856
2007	140,747.	565,407.	.248930
2006	31,792.	485,171.	.065527
2005	103,522.	542,456.	.190839
2004	18,079.	571,885.	.031613

2 Total of line 1, column (d)

2 .603765

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 .120753

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 349,621.

5 Multiply line 4 by line 3

5 42,218.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 126.

7 Add lines 5 and 6

7 42,344.

8 Enter qualifying distributions from Part XII, line 4

8 152,585.

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	} 126.
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	
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	3 126.
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-	5 126.
6 Credits/Payments	} 200.
a 2009 estimated tax payments and 2008 overpayment credited to 2009	
b Exempt foreign organizations - tax withheld at source	
c Tax paid with application for extension of time to file (Form 8868)	
d Backup withholding erroneously withheld	
7 Total credits and payments Add lines 6a through 6d	7 200.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 74.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	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?	4a	X
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>	4b	
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?	5	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>	6	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA	7	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>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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)	<input type="checkbox"/> 11 <input checked="" type="checkbox"/> X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12 <input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13 <input checked="" type="checkbox"/> X
14	The books are in care of ► John Goodfellow Located at ► 433 13th Ave E #101, Seattle, WA	Telephone no ► (206) 328-2768 ZIP+4 ► 98102
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	► <input type="checkbox"/> 15 <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A ► <input type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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	0.
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.
Form 990-PF (2009)

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	334,825.
b Average of monthly cash balances	1b	20,120.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	354,945.
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	354,945.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,324.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	349,621.
6 Minimum investment return Enter 5% of line 5	6	17,481.

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	17,481.
2a Tax on investment income for 2009 from Part VI, line 5	2a	126.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		126.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		17,355.
4 Recoveries of amounts treated as qualifying distributions	4		0.
5 Add lines 3 and 4	5		17,355.
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		17,355.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	152,585.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b		0.
b Program-related investments - total from Part IX-B	2		
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a		
3 Amounts set aside for specific charitable projects that satisfy the	3b		
a Suitability test (prior IRS approval required)	4		152,585.
b Cash distribution test (attach the required schedule)	5		126.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6		152,459.
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			
6 Adjusted qualifying distributions. Subtract line 5 from line 4			

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				17,355.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2009				
a From 2004	76,895.			
b From 2005	7,679.			
c From 2006	115,983.			
d From 2007	9,172.			
e Total of lines 3a through e	209,729.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 152,585.			0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount			17,355.	
e Remaining amount distributed out of corpus	135,230.			
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:	344,959.			
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				0.
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	344,959.			
10 Analysis of line 9				
a Excess from 2005	76,895.			
b Excess from 2006	7,679.			
c Excess from 2007	115,983.			
d Excess from 2008	9,172.			
e Excess from 2009	135,230.			

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)

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))

John Goodfellow

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

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

6 Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Statement 9				
Total			► 3a	151,179.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		(e) Related or exempt function income	
	(a) Business code	(b) 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				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
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 .	<10,042 .>	0 .
13 Total. Add line 12, columns (b), (d), and (e)			13	<10,042 .>
(See worksheet in line 13 instructions to verify calculations)				

Part XVI-B 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

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	Michael J. Gillespie	Date 06/15/10	Check if self- employed <input type="checkbox"/>
	Raines, Gillespie & McMahon, PLLC 9706 4th Avenue NE Suite 305 Seattle, WA 98115-2162		EIN <input type="checkbox"/>	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		Phone no (206) 527-3000		

Goodfellow Fund

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	\$10K US Treasury		06/05/07	01/15/09
b	\$10K Citigroup		05/23/07	01/21/09
c	50 Americ Movil SA		01/14/08	03/05/09
d	170 Vanguard Pacific ETF		05/18/07	03/05/09
e	20 Vanguard Pacific ETF		01/25/08	03/05/09
f	45 PPG Industries		05/18/07	03/05/09
g	\$10K Mortan Stanley		06/19/07	03/24/09
h	10 IBM		05/30/07	03/26/09
i	Time Warner Cable		05/18/07	03/27/09
j	20 Bank of NY Mellon		05/18/07	04/27/09
k	25 Emerson Electric		05/18/07	04/27/09
l	35 Stryker		05/18/07	05/19/09
m	10 Time Warner Cable		05/18/07	05/19/09
n	20 Amazon.com		05/21/08	08/05/09
o	25 Procter & Gamble		05/18/07	08/05/09

(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 13,091.		13,083.	8.
b 8,040.		9,755.	<1,715.>
c 1,214.		2,925.	<1,711.>
d 5,549.		11,796.	<6,247.>
e 653.		1,274.	<621.>
f 1,275.		3,495.	<2,220.>
g 9,598.		9,838.	<240.>
h 976.		1,067.	<91.>
i 1.		3.	<2.>
j 513.		862.	<349.>
k 819.		1,155.	<336.>
l 1,372.		2,346.	<974.>
m 312.		674.	<362.>
n 1,676.		1,601.	75.
o 1,337.		1,588.	<251.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			8.
b			<1,715.>
c			<1,711.>
d			<6,247.>
e			<621.>
f			<2,220.>
g			<240.>
h			<91.>
i			<2.>
j			<349.>
k			<336.>
l			<974.>
m			<362.>
n			75.
o			<251.>

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

3

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

Goodfellow Fund

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	80 Cognizant Tech Solutions		05/18/07	08/05/09
b	45 Ecolab		05/18/07	08/05/09
c	35 McDonald's		05/18/07	08/05/09
d	60 Waste Management		10/08/07	08/05/09
e	40 Albemarle		05/18/07	08/18/09
f	25 Costco Wholesale		05/18/07	08/18/09
g	40 CVS		05/18/07	08/18/09
h	100 iShares MSCI		05/18/07	08/18/09
i	15 EOG Resources		05/18/07	08/18/09
j	20 General Mills		05/18/07	08/18/09
k	20 Praxair		05/18/07	08/18/09
l	30 Stericycle		05/18/07	08/18/09
m	20 Exxon Mobile		05/18/07	08/18/09
n	\$5K AT&T		05/30/07	08/18/09
o	\$5K Costco Wholesale		01/25/08	08/18/09

	(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	2,747.		3,134.	<387.>
b	1,873.		1,979.	<106.>
c	1,917.		1,827.	90.
d	1,703.		2,325.	<622.>
e	1,221.		1,698.	<477.>
f	1,172.		1,407.	<235.>
g	1,358.		1,532.	<174.>
h	4,989.		8,039.	<3,050.>
i	1,068.		1,175.	<107.>
j	1,133.		1,218.	<85.>
k	1,499.		1,377.	122.
l	1,462.		1,320.	142.
m	1,319.		1,661.	<342.>
n	5,187.		4,998.	189.
o	5,369.		5,167.	202.

	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			<387.>
b			<106.>
c			90.
d			<622.>
e			<477.>
f			<235.>
g			<174.>
h			<3,050.>
i			<107.>
j			<85.>
k			122.
l			142.
m			<342.>
n			189.
o			202.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

3

Goodfellow Fund

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 \$5K GE Capital		05/25/07	08/18/09
b \$5K John Deere Capital		05/23/07	08/18/09
c \$10K EI DuPont		05/23/07	08/18/09
d \$10K Federal Home Loan Mortgage		05/24/07	08/18/09
e 100 Kraft Foods		05/19/09	09/11/09
f 20 Monsanto		09/24/08	09/11/09
g 65 PepsiCo		05/18/07	09/11/09
h 40 YUM! Brands		05/19/09	09/11/09
i 280 iShares MSCI		05/18/07	11/20/09
j 65 Expeditors Int'l		04/17/03	11/20/09
k 75 Vanguard Emerg Mkt Index		05/13/09	11/20/09
l 1 AOL		05/18/07	01/21/09
m Capital Gains Dividends			
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 5,304.		5,084.	220.
b 5,564.		5,190.	374.
c 10,068.		10,025.	43.
d 10,023.		10,011.	12.
e 2,618.		2,508.	110.
f 1,573.		2,263.	<690. >
g 3,752.		4,499.	<747. >
h 1,320.		1,385.	<65. >
i 15,404.		22,509.	<7,105. >
j 2,086.		1,138.	948.
k 3,013.		2,186.	827.
l 15.		23.	<8. >
m 28.			28.
n			
o			

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "0-")
a			220.
b			374.
c			43.
d			12.
e			110.
f			<690. >
g			<747. >
h			<65. >
i			<7,105. >
j			948.
k			827.
l			<8. >
m			28.
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	<25,929. >
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

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

Source	Amount
add accrued interest paid	1,141.
add basis adj-premium amortization	4,138.
Charles Schwab	6,150.
Total to Form 990-PF, Part I, line 3, Column A	11,429.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab	4,486.	28.	4,458.
Total to Fm 990-PF, Part I, ln 4	4,486.	28.	4,458.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation	950.	0.		0.
To Form 990-PF, Pg 1, ln 16b	950.	0.		0.

Form 990-PF Other Expenses Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment expense	2,661.	2,661.		0.
Foreign tax on dividends	1.	1.		0.
license	25.	0.		0.
Office expense	26.	0.		0.
To Form 990-PF, Pg 1, ln 23	2,713.	2,662.		0.

Form 990-PF	U.S. and State/City Government Obligations			Statement 5
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Treasuries	X		42,373.	44,546.
Other Govt	X		9,991.	10,998.
Total U.S. Government Obligations			52,364.	55,544.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			52,364.	55,544.

Form 990-PF	Corporate Stock			Statement 6
Description	Book Value		Fair Market Value	
Equities	166,414.		161,770.	
Mutual Funds	50,336.		50,646.	
Total to Form 990-PF, Part II, line 10b	216,750.		212,416.	

Form 990-PF	Corporate Bonds			Statement 7
Description	Book Value		Fair Market Value	
Corporate Bonds	40,361.		43,158.	
Total to Form 990-PF, Part II, line 10c	40,361.		43,158.	

Form 990-PF	Other Investments			Statement 8
Description	Valuation Method	Book Value	Fair Market Value	
Commodity	COST	16,954.	18,489.	
Total to Form 990-PF, Part II, line 13		16,954.	18,489.	

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 9

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Center for Wooden Boats 1010 Valley Street Seattle, WA 98109	None Conservation and preservation	501c(3)	94,179.
KEPK 113 Dexter Ave N Seattle, WA 98109	None Global Music	501c(3)	28,500.
Marilou Phelps Goodfellow Guild	None Ski for Life	501c(3)	1,000.
National Trust for Historic Preservation 1785 Massachusetts Ave NW Washington, DC 20036	None Historic preservation	501c(3)	1,000.
Small checks to 501(c)(3) charities Various Seattle, WA	None Conservation and preservation	501c(3)	1,000.
Friends of Delaware Canal 145 S Main St New Hope, PA 18938	None Conservation and preservation	501c(3)	5,000.
Friends of the Conservatory 1402 East Galer St Seattle, WA 98112	None Conservation and education	501c(3)	1,000.
Northwest Maritime Center PO Box 82 Port Townsend, WA 98368	None Conservation and education	501c(3)	1,000.

Goodfellow Fund91-2000453

Puget Sound Maritime Historical Society 901 Fairview Ave N Seattle, WA 98109	None Conservation and education	501c(3)	5,500.
The Museum of History & Industry 2700 24th Ave East Seattle, WA 98112	None Preservation and education	501c(3)	1,000.
The Orangutan Conservancy 5001 Wilshire Blvd #112 Los Angeles, CA 90036	None Conservation and education	501c(3)	1,000.
Tweeswing 2607 Second Ave Ste 300 Seattle, WA 98121	None Education	501c(3)	10,000.
Urban Rest Stop 1922 9th Ave Apt#502 Seattle, WA 98101	None Shelter	501c(3)	1,000.
Total to Form 990-PF, Part XV, line 3a			<u>151,179.</u>

Application for Extension of Time To File an Exempt Organization Return

► 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
- 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 and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions	Goodfellow Fund	91-2000453
	Number, street, and room or suite no. If a P.O. box, see instructions. 433 13TH AVE E, NO. 101	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Seattle, WA 98102	

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

John Goodfellow

- The books are in the care of ► 433 13th Ave E #101 - Seattle, WA 98102

Telephone No. ► (206) 328-2768 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	\$ 200.
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.
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	\$ 200.

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