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 09/01 **, 2009, and ending** 08/31, 2010

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
IRWIN A. AND ROBERT D. GOODMAN
FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 44966

City or town, state, and ZIP code
MADISON, WI 53744-4966

A Employer identification number
39-6056619

B Telephone number (see page 10 of the instructions)
(608) 831-8181

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)* ▶ $ 41,805,698.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc , received (attach schedule)	2,580.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	112,150.	112,150.	112,150.	ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	44,823.			
	b Gross sales price for all assets on line 6a 44,823.				
	7 Capital gain net income (from Part IV, line 2)		44,823.		
	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) (attach schedule)				
	11 Other income (attach schedule)	29,157.			ATCH 2
	12 **Total.** Add lines 1 through 11	188,710.	156,973.	112,150.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	273.	0.	0.	273.
	b Accounting fees (attach schedule) ATCH 4	23,337.	7,500.	0.	15,837.
	c Other professional fees (attach schedule) *	24,379.	21,941.		2,438.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	901.	901.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	854.			854.
	24 **Total operating and administrative expenses** Add lines 13 through 23	49,744.	30,342.	0.	19,402.
	25 Contributions, gifts, grants paid	614,830.			614,830.
	26 **Total expenses and disbursements.** Add lines 24 and 25	664,574.	30,342.	0.	634,232.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-475,864.			
	b **Net investment income** (if negative, enter -0-)		126,631.		
	c **Adjusted net income** (if negative, enter -0-)			112,150.	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 6 Form **990-PF** (2009)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	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	6,367.	655,344.	655,344.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	1,322,342.	40,887,102.	41,150,354.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,328,709.	41,542,446.	41,805,698.
Liabilities	17	Accounts payable and accrued expenses	766.	766.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	500,000.	0.	ATCH 9
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	500,766.	766.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	839,558.	42,029,076.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-11,615.	-487,396.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	827,943.	41,541,680.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,328,709.	41,542,446.	

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	827,943.
2	Enter amount from Part I, line 27a	2	-475,864.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	41,189,601.
4	Add lines 1, 2, and 3	4	41,541,680.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,541,680.

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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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	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				
b				
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 44,823.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 } 3

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 page 18 of the 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	434,385.	1,322,960.	0.328343
2007	1,775,196.	1,934,716.	0.917549
2006	1,929,482.	3,442,193.	0.560539
2005	285,668.	3,769,417.	0.075786
2004	1,972,649.	4,001,125.	0.493024

2	**Total** of line 1, column (d)	2	2.375241
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	0.475048
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,009,981.
5	Multiply line 4 by line 3	5	5,230,269.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,266.
7	Add lines 5 and 6	7	5,231,535.
8	Enter qualifying distributions from Part XII, line 4	8	634,232.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	2,533.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	2,533.
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	2,533.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,120.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,120.
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	1,413.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			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 page 19 of the 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 ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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?	4b	X	
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 page 19 of the instructions) ▶ WI,			
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 on page 27)? *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)*

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 page 20 of the instructions) . . ATCH 11	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 ▶ SVA CERTIFIED PUBLIC ACCTS Telephone no ▶ 608-831-8181

Located at ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI ZIP + 4 ▶ 53717

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 |

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly) **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If *any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations* section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	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 page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
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)*	3b		X
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

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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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? **7b** X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	7,826,958.
b	Average of monthly cash balances	1b	240,397.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,110,291.
d	**Total** (add lines 1a, b, and c)	1d	11,177,646.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,177,646.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	167,665.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,009,981.
6	**Minimum investment return.** Enter 5% of line 5	6	550,499.

Part XI Distributable Amount (see page 25 of the 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	550,499.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,533.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,533.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	547,966.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	547,966.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	547,966.

Part XII Qualifying Distributions (see page 25 of the 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	634,232.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	634,232.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	634,232.

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					547,966.
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only				0.	
b	Total for prior years 20 07 ,20 06 ,20 05			0.		
3	Excess distributions carryover, if any, to 2009					
a	From 2004	1,775,295.				
b	From 2005	100,294.				
c	From 2006	1,763,242.				
d	From 2007	1,684,122.				
e	From 2008	369,355.				
f	**Total** of lines 3a through e		5,692,308.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 634,232.					
a	Applied to 2008, but not more than line 2a				0.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2009 distributable amount					547,966.
e	Remaining amount distributed out of corpus		86,266.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		5,778,574.			
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 page 27 of the instructions			0.		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				0.	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		0.			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		1,775,295.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		4,003,279.			
10	Analysis of line 9					
a	Excess from 2005	100,294.				
b	Excess from 2006	1,763,242.				
c	Excess from 2007	1,684,122.				
d	Excess from 2008	369,355.				
e	Excess from 2009	86,266.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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
2a 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 page 28 of 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))

N/A

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

N/A

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 page 28 of the 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

ATTACHMENT 13

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

PLEASE SEE ATTACHED PROPOSAL PROCEDURES AND APPLICATION FORM

c Any submission deadlines

PLEASE SEE ATTACHED PROPOSAL PROCEDURES AND APPLICATION FORM

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

PLEASE SEE ATTACHED PROPOSAL PROCEDURES AND APPLICATION FORM

Part XV **Supplementary Information** (continued)

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

Recipient 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*				
ATTACHMENT 14				
Total . . . . ▶ **3a**				614,830.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See page 28 of the instructions)
	(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					
4 Dividends and interest from securities	531120	207.	14	111,943.	
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			18	44,823.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 15		29,157.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		29,364.		156,766.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 186,130.

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions)
	NOT APPLICABLE

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? ☐ 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

Eugene L. [illegible] — Signature of officer or trustee

11/8/2010 — Date

Vice-President — Title

Paid Preparer's Use Only

Preparer's signature	Eugene L. [illegible]	Date 11/8/2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00005086		
Firm's name (or yours if self-employed), address, and ZIP code	SVA CERTIFIED PUBLIC ACCOUNTANTS 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717	EIN	39-1203191
		Phone no	608-831-8181

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					28,532.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					16,291.	
TOTAL GAIN(LOSS)							44,823.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
US BANK TRUST-OTHER DIVIDENDS	110,780.	110,780.	110,780.
US BANK TRUST-OTHER INTEREST			
US BANK TRUST-US GOVT DIVIDENDS	923.	923.	923.
US BANK TRUST-US GOVT INTEREST			
OTHER INTEREST INCOME	416.	416.	416.
OTHER DIVIDEND INCOME	31.	31.	31.
TOTAL	112,150.	112,150.	112,150.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
IRWIN A. AND ROBERT D. GOODMAN, INC. K-1	29,157.
TOTALS	29,157.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	273.			273.
TOTALS	273.	0.	0.	273.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		23,337.	7,500.		15,837.
	TOTALS	23,337.	7,500.	0.	15,837.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUST FEES		24,379.	21,941.	2,438.
	TOTALS	24,379.	21,941.	2,438.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX	818.	818.
FOREIGN TAXES	83.	83.
TOTALS	901.	901.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
REGISTRATION FEE	10.	10.
MISCELLANEOUS EXPENSE	844.	844.
TOTALS	854.	854.

IRWIN A. AND ROBERT D. GOODMAN 39-6056619

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIXED INCOME COLLECTIVE FUNDS	17,926,908.	18,785,407.
EQUITY COLLECTIVE FUNDS	18,844,914.	18,249,667.
OTHER INVESTMENTS	179,836.	179,836.
INVESTMENT IN IRWIN A. AND ROBERT D. GOODMAN INC.	3,935,444.	3,935,444.
TOTALS	40,887,102.	41,150,354.

ATTACHMENT 9

FORM 990PF, PART II - LOANS FROM OFFICERS, DIRECTORS, ETC.

LENDER: IRVIN A GOODMAN
ORIGINAL AMOUNT: 250,000.

BEGINNING BALANCE DUE	250,000.
ENDING BALANCE DUE	0.

LENDER: ROBERT D GOODMAN
ORIGINAL AMOUNT: 250,000.

BEGINNING BALANCE DUE	250,000.
ENDING BALANCE DUE	0.

TOTAL BEGINNING LOANS FROM OFFICERS, DIRECTORS, ETC.	500,000.
TOTAL ENDING LOANS FROM OFFICERS, DIRECTORS, ETC.	0.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INHERITED INVESTMENTS	41,189,518.
TIMING DIFFERENCE ON EARNINGS	83.
TOTAL	41,189,601.

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME:	IRWIN A. AND ROBERT D. GOODMAN, INC.
CONTROLLED ENTITY'S ADDRESS:	P.O. BOX 44966
CITY, STATE & ZIP:	MADISON, WI 53744
EIN:	39-0908390
TRANSFER AMOUNT:	29,364.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

SCHEDULE K-1 INCOME

IRWIN A. AND ROBERT D. GOODMAN 39-6056619

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT PRICER 1802 MONROE STREET #503 MADISON, WI 53711	SECRETARY/TREASURER 5.00	0.	0.	0.
STEVE MORRISON 7432 CEDAR CREEK TRAIL MADISON, WI 53717	DIRECTOR 5.00	0.	0.	0.
E.G. SCHRAMKA PO BOX 44966 MADISON, WI 53744-4966	VICE-PRESIDENT 5.00	0.	0.	0.
HOWARD A. SWEET PO BOX 1528 MADISON, WI 53701	PRESIDENT 5.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

E.G. SCHRAMKA
PO BOX 44966
MADISON, WI 53744-4966
608-826-2769

Irwin A. and Robert D. Goodman Foundation, Inc.

GRANT PROPOSAL PROCEDURES

Purpose – The focal purposes of the Foundation are to use its resources primarily in the Madison, Wisconsin community in aid of, but not limited to:

a) Jewish Community
b) Nutrition Programs
c) Public recreation facilities and programs
d) Other areas consistent with the past giving practices of Irwin A. and Robert D. Goodman

Grant Proposals:

a) **Applicants:** Applicants must be Internal Revenue Code Section 501(c) (3) organizations that are not private foundations, or described in Internal Revenue Code Section 170(c) (1) (United States Government Units). Grants will not be made to individuals, for attempting to influence legislation or for participating in any political campaign.

b) **Deadlines:** There are no set deadlines for submission of Grant proposals.

c) **Content:** See attached for Grant application form.

d) **Conditions:** The Foundation may specify its conditions and withhold distributions of the amount pledged until assurance is received that the project is fully sponsored and will actually be completed. The Foundation may require any grant recipient to account to the Foundation and demonstrate that the grant has been used for the precise purposes for which it was given or an alternative purpose that have been approved in advance by the Foundation.

e) **Grants in Support of Ongoing Operations:** Except for grants consistent with the past giving practices of Irwin A. and Robert D. Goodman, the Foundation will generally not make grants to support general operations to any organization for more than two (2) consecutive years.

f) **Endowments:** The Foundation will generally not make grants for endowments.

g) **Amount:** Except for gifts consistent with the past giving practices of Irwin A. and Robert D. Goodman, Grant proposals should be for at least $25,000.

Questions: Please call E.G. Schramka at 608-826-2769 or e-mail him at schramkae@sva.com.

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ATTACHMENT 13a

Irwin A. and Robert D. Goodman Foundation, Inc.

Grant Application Form

Organization

Address

City State Zip

Contact Person, title

Telephone Email Fax

List members and titles of current Board of Directors (or attach separate document):

Amount Requested:

Has your organization received a grant in the past from our Foundation? If so, please list the year and amount and provide a short explanation of how the grant was used and the outcome of that activity.

Briefly provide the following (use one additional page if necessary):

1. Summary of the purpose and objective of the grant request.

2. The budget for the activity (income and expenses) and other sources of funding.

Signature Date

Please provide the following:

1 Except for IRC 170(c)(1) U.S Government Units, a copy of IRS Determination Letter certifying your organization is a qualified 501(c)(3) entity. If your organization is new and does not yet have its tax-exempt status, another 501(c)(3) must act as the fiscal agent. Please provide a letter of agreement and a copy of the fiscal agent's determination letter.
2 Copy of most recent 990 (Federal Tax Return), if required to file.
3 Copy of most recent 1952 or 308 (Wisconsin Tax Return), if required to file.
4. Copy of current Wisconsin Department of Regulation and Licensing annual registration form
5 Copy of most recent GAAP audit, if required

Submit completed application and requested documentation to:

E.G. Schramka, Vice President
Goodmans, Inc.
PO Box 44966
Madison, WI 53744-4966
schramkae@sva.com

Attachment 13b

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH SOCIAL SERVICES OF MADISON 6434 ENTERPRISE LN MADISON, WI 53719	NONE 170(B)(1)(B)	GENERAL OPERATIONS	50,000
UNITED WAY OF DANE COUNTY 2059 ATWOOD AVE MADISON, WI 53704	NONE 170(B)(1)(A)(IV)	GENERAL OPERATIONS	200,000
JEWISH FEDERATION OF MADISON 6434 ENTERPRISE LN MADISON, WI 53719	NONE 170(B)(1)(B)	GENERAL OPERATIONS	83,500
MADISON JEWISH COMMUNITY DAY SCHOOL 2702 ARBOR DR MADISON, WI 53711	NONE 170(B)(1)(A)(II)	GENERAL OPERATIONS	10,000
CHABAD AT THE UNIVERSITY OF WISC 233 W GILMAN ST MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	75,000
MADISON PARKS DIVISION PO BOX 2987 NADISON, WI 53701	NONE 170(B)(1)(A)(V)	GENERAL OPERATIONS	5,330

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WISCONSIN ALLIANCE OF ARTISTS AND CRAFTSPEOPLE INC 111 W WILSON ST STE 501 MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	1,000
CAPITOL CITY BAND ASSOCIATION PO BOX 258007 MADISON, WI 53725	NONE 170(B)(1)(B)	GENERAL OPERATIONS	1,000
CONGREGATION SHAAREI SHAMYIM PO BOX 55061 MADISON, WI 53705	NONE 170(B)(1)(B)	GENERAL OPERATIONS	5,000
AMERICAN NATURAL HYGIENE SOCIETY INC PO BOX 30630 TAMPA, FL 33630	NONE 170(B)(1)(B)	GENERAL OPERATIONS	30,000
MADISON SCHOOL & COMMUNITY RECREATION 3802 REGENT ST MADISON, WI 53705	NONE 170(B)(1)(B)	GENERAL OPERATIONS	1,500
GOODMAN COMMUNITY CENTER 149 WAUBESA ST MADISON, WI 53704	NONE 170(B)(1)(A)(IV)	GENERAL OPERATIONS	102,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YWCA MADISON 101 E MIFFLIN ST STE 100 MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	50,000
		TOTAL CONTRIBUTIONS PAID	614,830

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
IRWIN A. AND ROBERT D. GOODMAN, INC. K-1	531120	29,157.			
TOTALS		29,157.			

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.

Employer identification number 39-6056619

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 16		28,532.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	28,532.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 17		16,291.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	16,291.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			28,532.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			16,291.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			44,823.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of		
a	The loss on line 15, column (3) **or b** $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 16

SHORT-TERM CAPITAL GAIN DIVIDENDS

VARIOUS - SEE ATTACHED LISTING	28,532.	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		28,532.

ATTACHMENT 17

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
VARIOUS - SEE ATTACHED LISTING	16,291.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		16,291.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		16,291.

IRWIN A AND ROBERT D GOODMAN FOUNDATION, INC
39-6056619

SCHEDULE D (FORM 1041) CAPITAL GAINS AND LOSSES PART I LINE 1A DETAIL

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	SHORT-TERM GAIN/LOSS
6071.837 AMERICAN CENT S	02/17/2010	05/28/2010	47,906.79	45,174.00	2,732.79
6778.641 AMERICAN CENTY	02/17/2010	05/28/2010	45,620.25	44,838.00	782.25
31. ANADARKO PETROLEUM	04/28/2010	06/14/2010	1,299.39	2,181.00	-881.61
1. APPLE INC	04/28/2010	05/14/2010	251.22	262.00	-10.78
1. ASTEC INDUSTRIES I	04/28/2010	05/19/2010	28.93	34.00	-5.07
1. BALCHEM CORP	04/28/2010	05/19/2010	24.13	26.00	-1.87
9. BAXTER INTL INC	04/28/2010	05/20/2010	376.12	435.00	-58.88
19. BERKSHIRE HATHAWAY	04/28/2010	06/29/2010	1,523.20	1,468.00	55.20
39. BERKSHIRE HATHAWAY	04/28/2010	07/26/2010	3,058.33	3,014.00	44.33
13. BEST BUY CO INC	04/28/2010	07/14/2010	452.88	609.00	-156.12
1. CARBO CERAMICS INC	04/28/2010	05/19/2010	65.91	75.00	-9.09
16. CATERPILLAR INC	08/13/2010	08/25/2010	1,027.34	1,104.00	-76.66
19. CHEVRONTEXACO CORP	04/28/2010	06/22/2010	1,428.32	1,535.00	-106.68
27. CORNING INC	04/28/2010	07/29/2010	479.03	544.00	-64.97
1. DRIL QUIP INC	04/28/2010	05/19/2010	54.08	64.00	-9.92
2. EAGLE MATERIALS IN	04/28/2010	05/19/2010	59.82	62.00	-2.18
35235.368 EATON VANCE LAR	08/30/2009	08/11/2010	568,698.84	549,672.00	19,026.84
4. ECOLAB INC	04/28/2010	05/14/2010	190.16	191.00	-0.84
1. ERIE INDEMNITY CO	04/28/2010	05/19/2010	46.03	46.00	0.03
1. ESPEY MFG & ELECTR	04/28/2010	05/19/2010	19.00	19.00	
16014.235 AMERICAN EUROPA	04/01/2010	08/11/2010	585,000.00	624,488.00	-39,488.00
7. EXPEDITORS INTL WA	04/28/2010	05/14/2010	285.70	279.00	6.70
2. EXPRESS SCRIPTS IN	04/28/2010	05/14/2010	202.64	203.00	-0.36
6. EXXON MOBIL CORP	04/28/2010	06/01/2010	361.19	417.00	-55.81
8. FLIR SYSTEMS INC	04/28/2010	07/21/2010	241.93	246.00	-4.07

Attachment 16-a

IRWIN A AND ROBERT D GOODMAN FOUNDATION, INC
39-6056619

SCHEDULE D (FORM 1041) CAPITAL GAINS AND LOSSES PART I LINE 1A DETAIL (CONTINUED)

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	SHORT-TERM GAIN/LOSS
29673.591 FIRST AMER INTE	02/17/2010	02/19/2010	300,000.00	300,297.00	-297.00
9813.543 FIRST AMER INTE	02/17/2010	06/16/2010	100,000.00	99,313.00	687.00
10571.18 FIRST AMERICAN S	05/26/2010	05/28/2010	126,748.45	122,018.00	4,730.45
12091.301 FIRST AMER MID	05/26/2010	05/27/2010	425,855.62	406,513.00	19,342.62
2. FLOWERS FOODS INC	04/28/2010	05/19/2010	53.68	52.00	1.68
.6813 FRONTIER COMMU	04/28/2010	07/09/2010	5.07	5.00	0.07
7. FRONTIER COMMUNICA	04/28/2010	07/14/2010	50.68	52.00	-1.32
23. GILEAD SCIENCES IN	04/28/2010	05/14/2010	873.98	939.00	-65.02
4. GRANITE CONSTR INC	04/28/2010	05/19/2010	132.84	132.00	0.84
37878.788 AMERICAN GRW FD	04/01/2010	08/11/2010	1,000,000.00	1,087,121.00	-87,121.00
2. GULF IS FABRICATIO	04/28/2010	05/19/2010	40.98	50.00	-9.02
7. HALLIBURTON CO	04/28/2010	06/01/2010	151.62	233.00	-81.38
54. HALLIBURTON CO	04/28/2010	06/14/2010	1,292.76	1,799.00	-506.24
2. HAWKINS INC	04/28/2010	05/19/2010	54.42	56.00	-1.58
1. HERLEY INDS INC DE	04/28/2010	05/19/2010	14.68	15.00	-0.32
37. HEWLETT PACKARD CO	04/28/2010	07/26/2010	1,706.14	1,978.00	-271.86
1. ICU MED INC	04/28/2010	05/19/2010	32.89	35.00	-2.11
15900. ISHARES RUSSELL MI	08/30/2009	08/11/2010	607,687.71	538,096.00	69,591.71
14000. I SHARES RUSSELL M	08/30/2009	08/11/2010	639,614.17	569,318.00	70,296.17
500. ISHARES RUSSELL 10	07/24/2009	05/28/2010	24,350.58	21,694.00	2,656.58
27. J & J SNACK FOODS	04/28/2010	08/02/2010	1,124.28	1,283.00	-158.72
20. JACOBS ENGR GROUP	04/28/2010	05/14/2010	912.11	973.00	-60.89
34. JOHNSON & JOHNSON	04/28/2010	07/21/2010	1,982.43	2,205.00	-222.57
1. L S I INDUSTRIES I	04/28/2010	05/19/2010	6.90	7.00	-0.10
1. LADISH CO INC	04/28/2010	05/19/2010	26.35	27.00	-0.65

Attachment 16-b

IRWIN A AND ROBERT D GOODMAN FOUNDATION, INC.
39-6056619

SCHEDULE D (FORM 1041) CAPITAL GAINS AND LOSSES PART I LINE 1A DETAIL (CONTINUED)

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	SHORT-TERM GAIN/LOSS
43. LADISH CO INC	04/28/2010	07/01/2010	978.31	1,170.00	-191.69
4. LAKELAND INDUSTRIE	04/28/2010	05/19/2010	39.89	38.00	1.89
1. LUFKIN INDS INC	04/28/2010	05/19/2010	75.90	86.00	-10.10
1. MARTEN TRANSPORTAT	04/28/2010	05/19/2010	22.17	21.00	1.17
32. MCKESSON CORPORATI	04/28/2010	08/09/2010	1,995.32	2,125.00	-129.68
4. MERIT MED SYS INC	04/28/2010	05/19/2010	64.04	63.00	1.04
1. MINE SAFETY APPLIA	04/28/2010	05/19/2010	28.81	30.00	-1.19
4. MINE SAFETY APPLIA	04/28/2010	08/02/2010	100.51	121.00	-20.49
5. MONARCH CASINO & R	04/28/2010	05/19/2010	59.84	60.00	-0.16
7. MONSANTO CO	04/28/2010	05/14/2010	380.79	443.00	-62.21
104. MONSANTO CO	04/28/2010	07/01/2010	4,779.43	6,584.00	-1,804.57
12895.208 NEUBERGER BERMA	04/01/2010	08/11/2010	482,925.53	516,195.00	-33,269.47
14. NIKE INC	04/28/2010	06/14/2010	1,010.69	1,075.00	-64.31
128. PAYCHEX INC	04/28/2010	06/14/2010	3,621.06	3,995.00	-373.94
28. PEPSICO INC	04/28/2010	05/20/2010	1,810.16	1,809.00	1.16
3581.662 SCOUT INTERNATI	08/30/2009	08/11/2010	100,000.00	95,451.00	4,549.00
28. SOUTHERN CO	04/28/2010	05/04/2010	961.26	985.00	-23.74
16. STAPLES INC	04/28/2010	06/22/2010	342.55	380.00	-37.45
14. STAPLES INC	04/28/2010	07/14/2010	278.77	332.00	-53.23
1. STARRETT L S CO	04/28/2010	05/19/2010	11.25	12.00	-0.75
1. SUN HYDRAULICS COR	04/28/2010	05/19/2010	29.47	28.00	1.47
3. SUPERIOR WELL SERV	04/28/2010	05/19/2010	42.84	46.00	-3.16
308. SUPERIOR WELL SERV	08/13/2010	08/26/2010	6,791.29	6,403.00	388.29
56. SYSCO CORP	04/28/2010	08/24/2010	1,566.49	1,734.00	-167.51
1. UNIT CORP	04/28/2010	05/19/2010	39.38	48.00	-8.62

Attachment 16-c

IRWIN A AND ROBERT D GOODMAN FOUNDATION, INC
39-6056619

SCHEDULE D (FORM 1041) CAPITAL GAINS AND LOSSES PART I LINE 1A DETAIL (CONTINUED)

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	SHORT-TERM GAIN/LOSS
7. UNIT CORP	04/28/2010	08/02/2010	292.17	333.00	-40.83
5. UNITED TECHNOLOGIE	04/28/2010	07/14/2010	338.71	373.00	-34.29
2. UTAH MED PRODS INC	04/28/2010	05/19/2010	54.00	56.00	-2.00
877.517 VANGUARD EXPLOR	05/26/2010	05/28/2010	52,712.45	51,212.00	1,500.45
10. WASTE MGMT INC	04/28/2010	06/22/2010	334.88	352.00	-17.12
69. WELLPOINT INC	04/28/2010	05/18/2010	3,698.44	3,985.00	-286.56
2. WERNER ENTERPRISES	04/28/2010	05/19/2010	46.46	46.00	0.46
1. WHITING PETROLEUM	04/28/2010	05/19/2010	78.14	84.00	-5.86
13. WHITING PETROLEUM	04/28/2010	07/21/2010	1,068 44	1,094.00	-25.56
15. TRANSOCEAN LTD	04/28/2010	06/01/2010	771.03	1,273.00	-501.97
65. TRANSOCEAN LTD	05/14/2010	06/03/2010	3,224.94	4,224.00	-999.06
	TOTALS (ROUNDED)		5,161,995.00	5,133,463.00	28,532.00

Attachment 16-d

IRWIN A AND ROBERT D GOODMAN FOUNDATION, INC
39-6056619

SCHEDULE D (FORM 1041) CAPITAL GAINS AND LOSSES PART II LINE AA DETAIL (CONTINUED)

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	LONG-TERM GAIN/LOSS
CAPITAL GAIN DIV					1,138.00
290.661 DODGE & COX STO	03/27/2008	12/10/2009	27,700.00	32,849.00	-5,149.00
5467.197 FIRST AMERICAN	12/20/2007	12/10/2009	110,000.00	100,345.00	9,655.00
4001.362 FIRST AMERICAN	03/28/2003	08/11/2010	79,266.98	65,144.00	14,122.98
2027.559 FIRST AMER MID	12/20/2007	12/10/2009	20,600.00	21,895.00	-1,295.00
3145.238 FIRST AMER MID	03/25/2003	05/27/2010	35,037.95	26,609.00	8,428.95
890.432 FIRST AMER MID	12/20/2007	12/10/2009	29,500.00	30,449.00	-949.00
730 473 FIRST AMER MID	01/14/2003	05/27/2010	25,727.26	20,755.00	4,972.26
455.927 NEUBERGER BERMA	07/24/2009	08/11/2010	17,074.47	15,000.00	2,074.47
3739.54 T ROWE PRICE INT	12/18/2007	12/10/2009	46,968.62	56,928.00	-9,959.38
2982.507 LAUDUS INTL MRK	12/17/2007	02/19/2010	46.556.93	57,719.00	-11,162.07
. SECURITIES LITIGAT		01/04/2010	1,016.79		1,016.79
. SECURITIES LITIGAT		01/19/2010	340.66		340.66
. SECURITIES LITIGAT		01/26/2010	2,476.51		2,476.51
. SECURITIES LITIGAT		02/24/2010	117.42		117.42
. SECURITIES LITIGAT		04/27/2010	462.85		462.85
TOTALS (ROUNDED)			442,846.00	427,693.00	16,291.00

Attachment 17-a

IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.
39-6056619

For Profit Subsidiary
Name: Irwin A and Robert D Goodman, Inc
EIN 39-0908390

The Irwin A. and Robert D Goodman, Inc. is 100% owned by the Irwin A. and Robert D. Goodman Foundation, Inc. and has been accounted for by the Foundation as an investment. Irwin A and Robert D Goodman, Inc. is reporting its income, expenses, assets and liabilities in a separate federal income tax return, under its own filing requirement, and therefore are not included in the attached Foundation return.