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

2010

For calendar year 2010, 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

Name of foundation: THE GOODFRIEND FOUNDATION

A Employer identification number: 20-3791086

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 22726

B Telephone number: 865-692-6294

City or town, state, and ZIP code: KNOXVILLE, TN 37933

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 ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,815,658.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,117.	6,117.		STATEMENT 1
	4 Dividends and interest from securities	124,983.	124,983.		STATEMENT 2
	5a Gross rents	3.			STATEMENT 3
	b Net rental income or (loss) 3.				
	6a Net gain or (loss) from sale of assets not on line 10	105,267.			
	b Gross sales price for all assets on line 6a 2,528,149.				
	7 Capital gain net income (from Part IV, line 2)		105,267.		
	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	<6,995.>	5.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	229,375.	236,372.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	2,780.	0.		0.
	c Other professional fees STMT 6	31,838.	31,838.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	7,236.	1,101.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	41,854.	32,939.		0.
	25 Contributions, gifts, grants paid	450,550.			450,550.
	26 **Total expenses and disbursements.** Add lines 24 and 25	492,404.	32,939.		450,550.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<263,029.>			
	b **Net investment income** (if negative, enter -0-)		203,433.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,157.	36,419.	36,419.
	2 Savings and temporary cash investments	4,617,919.	1,298,888.	1,298,888.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,229,466.	5,269,206.	5,480,351.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	6,867,542.	6,604,513.	6,815,658.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,867,542.	6,604,513.	
	30 **Total net assets or fund balances**	6,867,542.	6,604,513.	
	31 **Total liabilities and net assets/fund balances**	6,867,542.	6,604,513.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,867,542.
2 Enter amount from Part I, line 27a	2	<263,029.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,604,513.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,604,513.

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 STATEMENT			
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	2,528,149.		2,422,882.	105,267.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				105,267.

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	105,267.
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))
2009	448,904.	6,936,456.	.064717
2008	432,750.	8,883,689.	.048713
2007	605,500.	9,924,234.	.061012
2006	209,807.	9,809,328.	.021389
2005	0.	2,335,271.	.000000

2 **Total** of line 1, column (d)	2	.195831
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	.039166
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,806,754.
5 Multiply line 4 by line 3	5	384,091.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,034.
7 Add lines 5 and 6	7	386,125.
8 Enter qualifying distributions from Part XII, line 4	8	450,550.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	2,034.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,034.
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	2,034.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 5,332.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	5,332.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	5.
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	3,293.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,040. **Refunded** ▶		11	1,253.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	6,657,007.
b	Average of monthly cash balances		1b	3,299,088.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	9,956,095.
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	9,956,095.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	149,341.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,806,754.
6	**Minimum investment return.** Enter 5% of line 5		6	490,338.

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	490,338.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 2,034.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	488,304.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	488,304.
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	488,304.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	450,550.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	450,550.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,034.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	448,516.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				488,304.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			53,746.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 450,550.				
a Applied to 2009, but not more than line 2a			53,746.	
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 2010 distributable amount				396,804.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				91,500.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ROBERT M. GOODFRIEND

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:

c 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total			▶ 3a	450,550.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,117.	
4 Dividends and interest from securities			14	124,983.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			14	3.	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<6,995.>	
8 Gain or (loss) from sales of assets other than inventory			18	105,267.	
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.		229,375.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 229,375.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ 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

Robert M Goodfriend | X 11-11-11 | President
Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHIRLEY J. HARRIS	Shirley J Harris CPA	11-8-11		P00050891
Firm's name ▶ BIBLE HARRIS SMITH, PC			Firm's EIN ▶ 62-1333840	
Firm's address ▶ 507 W. CLINCH AVE. KNOXVILLE, TN 37902-2104			Phone no. (865)546-2300	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MERRILL LYNCH 706-03711	P	12/31/10	12/31/10
b	MERRILL LYNCH 706-03711	P	01/01/01	12/31/10
c	MERRILL LYNCH 706-03712	P	12/31/10	12/31/10
d	MERRILL LYNCH 706-03712	P	01/01/01	12/31/10
e	MERRILL LYNCH 706-03738	P	12/31/10	12/31/10
f	GAIN/LOSS FROM PASSTHROUGH	P	12/31/10	12/31/10
g	GAIN/LOSS FROM PASSTHROUGH	P	01/01/01	12/31/10
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,108,946.		1,094,139.	14,807.
b	56,288.		44,778.	11,510.
c	832,011.		812,303.	19,708.
d	18,277.		17,253.	1,024.
e	510,809.		454,409.	56,400.
f	6.			6.
g	59.			59.
h	1,753.			1,753.
i				
j				
k				
l				
m				
n				
o				

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

	(i) 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				14,807.
b				11,510.
c				19,708.
d				1,024.
e				56,400.
f				6.
g				59.
h				1,753.
i				
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	105,267.
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

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

SOURCE	AMOUNT
MERRILL LYNCH	6,117.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,117.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	126,736.	1,753.	124,983.
TOTAL TO FM 990-PF, PART I, LN 4	126,736.	1,753.	124,983.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
THE BLACKSTONE GROUP LP	1	3.
TOTAL TO FORM 990-PF, PART I, LINE 5A		3.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NON DIVIDEND DISTRIBUTION	1,361.	0.	
OTHER INCOME	5.	5.	
GAIN/LOSS FROM SHORT TRANSACTIONS	<8,361.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,995.>	5.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2,780.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,780.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	31,838.	31,838.		0.
TO FORM 990-PF, PG 1, LN 16C	31,838.	31,838.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSES	20.	0.		0.
TAXES PAID	5,332.	0.		0.
FOREIGN TAX PAID	1,101.	1,101.		0.
BANK FEES	416.	0.		0.
INVESTMENT INTEREST EXPENSE	10.	0.		0.
2% PORTFOLIO DEDUCTIONS	356.	0.		0.
OTHER DEDUCTIONS	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	7,236.	1,101.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH BROKERAGE	FMV	5,269,206.	5,480,351.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,269,206.	5,480,351.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

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

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARTHRITIS FOUNDATION P.O. BOX 7669 ATLANTA, GA 30357	GENERAL SUPPORT FOR MISSION - FIGHT AGAINST ATHRITIS	501(C)(3)	
BARBARA SINATRA CHILDREN'S CHARITY 6231 BANDINI BOULEVARD COMMERCE, CA 90040	GENERAL SUPPORT FOR MISSION	501(C)(3)	1,000.
EAST TENNESSEE CHILDREN'S HOSPITAL 2018 CLINCH AVENUE KNOXVILLE, TN 379015010	BUILDING AND IMPROVEMENTS TO FACILITIES	501 (C)	200,000.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	BUILDING AND IMPROVEMENTS TO FACILITIES	501 (C)(3)	50,000.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 317093498	ADDRESS THE ISSUE OF SUBSTANDARD HOUSING	501(C)(3)	10,000.
JEWISH FEDERATION OF PALM SPRINGS 69930 HWY 111, SUITE 204 RANCHO MIRAGE, CA 92270	GENERAL SUPPORT FOR MISSION - RELIGIOUS	501 (C)	550.
KNOXVILLE JEWISH ALLIANCE, INC. 6800 DEANE HILL DRIVE KNOXVILLE, TN 37919	GENERAL SUPPORT FOR MISSION - RELIGIOUS	501 (C)(3)	25,000.
RALLY FOR THE CURE 20 WESTPORT ROAD WILTON, CT 06897	FIGHTING BREAST CANCER	501 (C)(3)	

TEMPLE·BETH EL 3037 KINGSTON PIKE KNOXVILLE, TN 37919	GENERAL SUPPORT FOR MISSION - RELIGIOUS	501 (C)3	7,500.
UNITED WAY OF GREATER KNOXVILLE, INC. 1301 HANNAH AVENUE KNOXVILLE, TN 37921	GENERAL SUPPORT FOR MISSION	501 (C)(3)	100,000.
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 379233399	CHANGE THE CAMPUS TO ENSURE OUTSTANDING PROGRAMS CON	501 (C)	25,000.
PALM SPRINGS INTERNATIONAL FILM FESTIVAL 1700 E TAHQUITZ CANYON WAY STE 3 PALM SPRINGS, CA 92262	SUPPORT FILM IN THE PALM SPRINGS COMMUNITY	501 (C)	3,000.
THE DOMINICAN SISTERS FAMILY HEALTH SERVICE 299 NORTH HIGHLAND AVENUE OSSINING, NY 10562	GENERAL SUPPORT FOR MISSION - HEALTHCARE	501 (C)	1,000.
LANCE ARMSTRONG FOUNDATION 2201 E. SIXTH STREET AUSTIN, TX 78702	FIGHTING CANCER	501 (C)(3)	10,000.
UNITED WAY OF MCMINN AND MEIGS COUNTIES 111 CHURCH STREET ATHENS, TN 37371	GENERAL SUPPORT FOR MISSION	501 (C)	10,000.
APPALACHIAN BALLET CO 215 WEST BROADWAY MARYVILLE, TN 37801	SUPPORT FOR BALLET	501 (C)	2,500.
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22313	GENERAL SUPPORT FOR MISSION	501 (C)	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			450,550.

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

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

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

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
AMER EAGLE OUTFITTERS	1210.0000	09/04/09	04/20/10			21,351.17	17,769.94	3,581.23
	630.0000	11/20/09	04/20/10			11,116.73	9,273.35	1,843.38
	120.0000	12/17/09	04/20/10			2,117.47	1,971.59	145.88
	240.0000	01/22/10	04/20/10			4,234.94	3,984.00	250.94
	350.0000	03/09/10	04/20/10			6,175.97	5,788.65	387.32
		Security Subtotal				***44,996.28***	***38,787.53***	***6,208.75***
ADC TELECOMMUNICATIONS	770.0000	11/20/09	02/16/10			5,120.90	4,381.30	739.60
	890.0000	12/17/09	02/16/10			5,918.97	5,408 00	510.97
		Security Subtotal				***11,039.87***	***9,789.30***	***1,250.57***
BJS WHOLESALE CLUB INC	120.0000	11/20/09	11/10/10			5,604.40	4,220.88	1,383.52
	30.0000	12/17/09	11/10/10			1,401.11	981.56	419.55
		Security Subtotal				***7,005.51***	***5,202.44***	***1,803.07***
BRISTOL-MYERS SQUIBB CO	680.0000	09/04/09	09/02/10			17,923.67	14,841.75	3,081.92
	160.0000	10/21/09	09/02/10			4,217.33	3,686.32	531.01
	110.0000	11/20/09	09/02/10			2,899.42	2,653.15	246.27
	100.0000	12/17/09	09/02/10			2,635.83	2,575.75	60.08
	150.0000	01/22/10	09/02/10			3,953.75	3,745.50	208.25
	200.0000	03/09/10	09/02/10			5,271.68	5,033.92	237.76
		Security Subtotal				***36,901.68***	***32,536.39***	***4,365.29***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
CLIFFS NATURAL RESOURCES	410.0000	11/02/09	03/25/10			29,621.42	15,305 18	14,316.24
	120.0000	11/06/09	03/25/10			8,669.69	4,312.44	4,357.25
	140.0000	01/22/10	03/25/10			10,114.64	6,101.40	4,013 24
		Security Subtotal				***48,405.75***	***25,719.02***	***22,686.73***
CHESAPEAKE ENERGY OKLA	990.0000	05/03/10	06/07/10			24,158.76	23,841.97	316.79
	480.0000	05/07/10	06/07/10			11,713 34	10,722.19	991.15
		Security Subtotal				***35,872.10***	***34,564.16***	***1,307.94***
DU PONT E I DE NEMOURS	630.0000	04/15/10	10/20/10			29,696.24	24,756.48	4,939.76
	570.0000	05/03/10	10/20/10			26,868.04	22,864.64	4,003 40
		Security Subtotal				***56,564.28***	***47,621.12***	***8,943.16***
EASTMAN CHEMICAL CO COM	279.0000	06/29/10	08/04/10			17,705.93	15,348.29	2,357.64
FREEPRT-MCMRAN CPR & GLD	340.0000	06/15/10	10/06/10			31,652.58	22,764.19	8,888.39
	180.0000	06/29/10	10/06/10			16,757.25	11,035.86	5,721.39
	80.0000	06/29/10	10/13/10			7,947.35	4,904.82	3,042.53
		Security Subtotal				***56,357.18***	***38,704.87***	***17,652.31***
GARMIN LTD	260.0000	11/05/09	07/02/10			7,649.28	7,323 08	326 20
GYMBOREE CORP CALIF COM	49.0000	09/14/10	10/04/10			2,363.85	1,966.39	397.46
HERSHEY COMPANY	390.0000	09/04/09	04/28/10			18,319.35	15,027.64	3,291.71
	80.0000	10/21/09	04/28/10			3,757.81	3,310.18	447.63
	380.0000	03/09/10	04/28/10			17,849.63	15,746.74	2,102.89
	90.0000	04/07/10	04/28/10			4,227.55	3,887.86	339.69
		Security Subtotal				***44,154.34***	***37,972.42***	***6,181.92***
INTEL CORP	800.0000	10/01/09	04/28/10			18,393.28	15,343.76	3,049.52
	160.0000	10/21/09	04/28/10			3,678.65	3,262 38	416.27
	220.0000	11/20/09	04/28/10			5,058.15	4,212.98	845 17
	210.0000	12/17/09	04/28/10			4,828.24	4,029.54	798.70
	80.0000	01/22/10	04/28/10			1,839.33	1,644.00	195.33
	230.0000	03/09/10	04/28/10			5,288.08	4,770.18	517.90
	120.0000	04/07/10	04/28/10			2,759.00	2,697.54	61.46
		Security Subtotal				***41,844.73***	***35,960.38***	***5,884.35***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
INTL BUSINESS MACHINES	50.0000	10/21/09	10/20/10			6,957.09	6,187.48	769.61
	40.0000	11/20/09	10/20/10			5,565.67	5,093.20	472.47
	60.0000	12/17/09	10/20/10			8,348.51	7,672.74	675.77
	40.0000	01/22/10	10/20/10			5,565.67	5,134.15	431.52
	80.0000	03/09/10	10/20/10			11,131.35	10,059.00	1,072.35
	70.0000	04/07/10	10/20/10			9,739.94	9,012.35	727 59
		Security Subtotal				***47,308.23***	***43,158.92***	***4,149.31***
METLIFE INC COM	250.0000	10/13/09	04/28/10			11,188.03	9,305.40	1,882.63
	60.0000	10/21/09	04/28/10			2,685.12	2,241.00	444.12
	90.0000	11/20/09	04/28/10			4,027.69	3,039.21	988.48
	440.0000	01/11/10	04/28/10			19,690.96	16,970.62	2,720.34
	40.0000	12/17/09	04/28/10			1,790.08	1,442.29	347.79
		Security Subtotal				***39,381.88***	***32,998.52***	***6,383.36***
MKS INSTRUMENTS INC COM	10.0000	03/23/10	04/20/10			210.21	184.01	26.20
	312.0000	03/24/10	04/20/10			6,558.59	5,924.88	633.71
	34.0000	03/25/10	04/20/10			714.72	648.20	66.52
	122.0000	03/25/10	04/21/10			2,564.15	2,325.91	238.24
	145.0000	03/26/10	04/21/10			3,047.56	2,769.30	278.26
	156.0000	03/26/10	04/21/10			3,278.75	2,979.38	299.37
	28.0000	04/07/10	04/21/10			588.50	570.49	18.01
	392.0000	04/07/10	04/22/10			8,594.69	7,986.93	607.76
		Security Subtotal				***25,557.17***	***23,389.10***	***2,168.07***
PRUDENTIAL FINANCIAL INC	190.0000	10/13/09	03/25/10			11,184.09	9,426.38	1,757.71
	40.0000	10/21/09	03/25/10			2,354.54	2,026.40	328.14
	50.0000	11/20/09	03/25/10			2,943.18	2,383.80	559.38
	40.0000	12/17/09	03/25/10			2,354.55	2,016.00	338 55
	30.0000	01/22/10	03/25/10			1,765.91	1,542.00	223.91
	30.0000	03/09/10	03/25/10			1,765.92	1,664.55	101.37
		Security Subtotal				***22,368.19***	***19,059.13***	***3,309.06***
PRINCIPAL FINANCIAL GRP	570.0000	09/04/09	04/28/10			16,657.68	14,739.92	1,917.76
	190.0000	11/20/09	04/28/10			5,552.56	4,838.94	713.62
	250.0000	12/17/09	04/28/10			7,306.00	5,974.85	1,331.15
	140.0000	01/22/10	04/28/10			4,091.36	3,392.20	699.16
	160.0000	03/09/10	04/28/10			4,675.85	3,975.39	700.46
		Security Subtotal				***38,283.45***	***32,921.30***	***5,362.15***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
QUICKSILVER RES INC	860 0000	11/17/09	03/10/10			13,109.15	11,770.73	1,338.42
	190.0000	11/20/09	03/10/10			2,896.20	2,412.70	483.50
		Security Subtotal				***16,005.35***	***14,183.43***	***1,821.92***
ST MARY LD & EXPL CO	350.0000	11/17/09	03/10/10			12,812.56	11,970.25	842.31
	80.0000	11/20/09	03/10/10			2,928.58	2,464.15	464.43
	30.0000	12/17/09	03/10/10			1,098.22	1,050.00	48.22
	215.0000	01/12/10	03/10/10			7,870.59	7,817.77	52.82
		Security Subtotal				***24,709.95***	***23,302.17***	***1,407.78***
TARGET CORP COM	320.0000	09/04/09	04/28/10			18,040.81	15,129.09	2,911.72
	160.0000	11/20/09	04/28/10			9,020.41	7,636.64	1,383 77
	90.0000	12/17/09	04/28/10			5,073 98	4,289.40	784.58
	30.0000	01/22/10	04/28/10			1,691.32	1,519.80	171.52
	60.0000	03/09/10	04/28/10			3,382.66	3,186 00	196.66
	90.0000	04/07/10	04/28/10			5,073.99	4,902.12	171 87
		Security Subtotal				***42,283.17***	***36,663.05***	***5,620.12***
WEYERHAEUSER CO	597.0000	09/02/10	09/15/10			9,562.05	9,277.38	284.67
	815.0000	09/02/10	09/17/10			13,043.37	12,665.10	378.27
	393.0000	09/02/10	09/24/10			6,372.90	6,107.22	265 68
		Security Subtotal				***28,978.32***	***28,049.70***	***928.62***
WASTE MANAGEMENT INC NEW	990.0000	09/04/09	03/12/10			33,093.19	29,283.51	3,809.68
	260.0000	10/21/09	03/12/10			8,691.14	8,168.94	522.20
	170.0000	11/20/09	03/12/10			5,682.67	5,492.38	190.29
	220.0000	12/17/09	03/12/10			7,354.04	7,216.00	138.04
		Security Subtotal				***54,821.04***	***50,160.83***	***4,660.21***
		Short Term Capital Gains Subtotal				**750,557.53**	**635,381.54**	**115,175.99**
SHORT TERM CAPITAL LOSSES								
AMER EAGLE OUTFITTERS	60.0000	04/07/10	04/20/10			1,058.74	1,111.31	(52.57)

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
ADC TELECOMMUNICATIONS	98.0000	08/20/09	01/21/10			636.99	910.91	(273.92)
	538.0000	08/20/09	02/16/10			3,577.97	5,000.77	(1,422 80)
	245.0000	08/26/09	02/16/10			1,629.37	2,204.78	(575.41)
	89.0000	08/27/09	02/16/10			591.89	799.42	(207.53)
	150.0000	09/04/09	02/16/10			997.57	1,150.49	(152.92)
	10.0000	09/09/09	02/16/10			66.50	85.00	(18.50)
	1530.0000	10/23/09	02/16/10			10,175.30	11,339.75	(1,164.45)
		Security Subtotal				***17,675.59***	***21,491.12***	***(3,815.53)***
BRISTOL-MYERS SQUIBB CO	140.0000	04/07/10	09/02/10			3,690.18	3,707.20	(17.02)
CHESAPEAKE ENERGY OKLA	1000.0000	04/15/10	06/07/10			24,402.78	24,449.20	(46.42)
EASTMAN CHEMICAL CO COM	360.0000	06/18/10	07/16/10			19,719.52	22,644.79	(2,925.27)
	31.0000	06/29/10	07/16/10			1,698.08	1,705.37	(7.29)
		Security Subtotal				***21,417.60***	***24,350.16***	***(2,932.56)***
ENTEGRIS INC MINNESOTA	375.0000	05/03/10	06/07/10			1,776.98	2,512.50	(735.52)
	116.0000	05/04/10	06/07/10			549.68	736.24	(186.56)
	1639.0000	05/04/10	06/21/10			7,389.48	10,402 57	(3,013.09)
	635.0000	05/04/10	06/22/10			2,895.04	4,030.28	(1,135.24)
	688.0000	05/05/10	06/22/10			3,136.68	4,255.14	(1,118.46)
	127.0000	05/06/10	06/22/10			579.01	760.78	(181.77)
		Security Subtotal				***16,326.87***	***22,697.51***	***(6,370.64)***
GARMIN LTD	420.0000	10/01/09	07/02/10			12,356.52	15,244.66	(2,888.14)
	90.0000	10/21/09	07/02/10			2,647.82	3,509.10	(861.28)
	30.0000	11/20/09	07/02/10			882.61	933.00	(50.39)
	118.0000	12/17/09	07/02/10			3,471.60	3,635.55	(163.95)
	42.0000	12/17/09	07/06/10			1,230.57	1,294.03	(63.46)
	30.0000	01/22/10	07/06/10			878.98	1,030.80	(151.82)
	117.0000	03/09/10	07/06/10			3,428.06	4,078.54	(650 48)
	3.0000	03/09/10	07/07/10			86.31	104.59	(18.28)
	50.0000	04/07/10	07/07/10			1,438.53	1,961.96	(523.43)
		Security Subtotal				***26,421.00***	***31,792.23***	***(5,371.23)***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
JANUS CAPITAL GROUP INC	640.0000	10/05/09	06/07/10			6,372.50	8,872.96	(2,500.46)
	7.0000	10/21/09	06/07/10			69.70	110.39	(40.69)
	83.0000	10/21/09	06/15/10			864.89	1,308.91	(444.02)
	290.0000	11/20/09	06/15/10			3,021.92	3,816.17	(794.25)
	210.0000	12/17/09	06/15/10			2,188.28	2,757.17	(568.89)
	1030.0000	01/11/10	06/15/10			10,733.04	15,544.25	(4,811.21)
	350.0000	01/22/10	06/15/10			3,647.15	4,869.13	(1,221.98)
	540.0000	03/09/10	06/15/10			5,627.04	7,333.15	(1,706.11)
	40.0000	04/07/10	06/15/10			416.82	604.37	(187.55)
		Security Subtotal				***32,941.34***	***45,216.50***	***(12,275.16)***
KING PHARMACEUTICALS INC	1530.0000	09/04/09	07/02/10			11,354.85	15,580.91	(4,226.06)
	330.0000	10/21/09	07/02/10			2,449.09	3,596 41	(1,147.32)
	190.0000	11/20/09	07/02/10			1,410.08	2,251.50	(841.42)
	23.0000	12/17/09	07/02/10			170 70	269.78	(99.08)
	337.0000	12/17/09	07/06/10			2,602.43	3,952.84	(1,350.41)
	140.0000	01/22/10	07/06/10			1,081.13	1,768.20	(687.07)
	214.0000	03/09/10	07/06/10			1,652.60	2,572.26	(919.66)
	356.0000	03/09/10	07/07/10			2,738.87	4,279.08	(1,540.21)
	470.0000	04/07/10	07/07/10			3,615.93	5,611.47	(1,995.54)
		Security Subtotal				***27,075.68***	***39,882.45***	***(12,806.77)***
METLIFE INC COM	210.0000	04/07/10	04/28/10			9,397.96	9,407.98	(10 02)
OMNICARE INC	900.0000	09/04/09	08/10/10			17,934.00	20,562.93	(2,628 93)
	300.0000	10/21/09	08/10/10			5,978.00	6,827.04	(849.04)
	160.0000	11/20/09	08/10/10			3,188.26	3,726.22	(537.96)
	135.0000	12/17/09	08/10/10			2,690.11	3,265.53	(575.42)
	65.0000	12/17/09	08/11/10			1,300.52	1,572.29	(271.77)
	200.0000	03/09/10	08/11/10			4,001.61	5,648.14	(1,646.53)
	160.0000	04/07/10	08/11/10			3,201.30	4,726.38	(1,525.08)
		Security Subtotal				***38,293.80***	***46,328.53***	***(8,034.73)***
PRINCIPAL FINANCIAL GRP	110.0000	10/21/09	04/28/10			3,214.64	3,218.55	(3.91)
QUICKSILVER RES INC	1060.0000	01/11/10	03/10/10			16,157.81	16,739.10	(581.29)
ST MARY LD & EXPL CO	235.0000	01/11/10	03/10/10			8,602.73	8,687.15	(84.42)
UNITED STS STL CORP NEW	450.0000	05/03/10	10/27/10			17,986.91	24,715.71	(6,728.80)
	530.0000	06/15/10	10/27/10			21,184 60	24,339.99	(3,155.39)
		Security Subtotal				***39,171.51***	***49,055.70***	***(9,884.19)***
WALGREEN CO	750.0000	07/20/10	09/01/10			20,597.65	21,932.63	(1,334.98)

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
WEYERHAEUSER CO	411.0000	05/03/10	09/14/10			6,649.99	20,661.64	(14,011.65)
	69.0000	05/03/10	09/15/10			1,105.16	3,468.75	(2,363.59)
	580.0000	05/26/10	09/15/10			9,289 76	24,354.57	(15,064.81)
		Security Subtotal				***17,044.91***	***48,484.96***	***(31,440.05)***
WASTE MANAGEMENT INC NEW	190.0000	01/22/10	03/12/10			6,351.22	6,352.37	(1.15)
	280.0000	03/09/10	03/12/10			9,359.71	9,385.18	(25.47)
		Security Subtotal				***15,710.93***	***15,737.55***	***(26.62)***
		Short Term Capital Losses Subtotal				**339,201.72**	**434,289.83**	**(95,088.11)**
NET SHORT TERM CAPITAL GAIN (LOSS)								**20,087.88**
LONG TERM CAPITAL GAINS								
BJS WHOLESALE CLUB INC	440.0000	09/04/09	11/10/10			20,549.45	15,040 87	5,508 58
	80.0000	10/21/09	11/10/10			3,736.26	2,984.00	752.26
		Security Subtotal				***24,285.71***	***18,024.87***	***6,260.84***
INTL BUSINESS MACHINES	230.0000	09/04/09	10/20/10			32,002.62	26,753.37	5,249.25
		Long Term Capital Gains Subtotal				**56,288.33**	**44,778.24**	**11,510.09**
NET LONG TERM CAPITAL GAIN (LOSS)								**11,510.09**
OTHER TRANSACTIONS								
BLACKSTONE GROUP LP	1710.0000	05/03/10	09/22/10			19,186.91	24,467.71	N/C
		Other Transactions Subtotal				**19,186.91**		
TOTAL CAPITAL GAINS AND LOSSES						**1,165,234.49**	**1,138,917.32**	**31,597.97**
TOTAL REPORTABLE GROSS PROCEEDS						**1,165,234.49**		
DIFFERENCE						**0.00 ****		

Note: Capital gains and losses in this statement are not reported to the Internal Revenue Service.

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

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

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	115,175.99	(95,088.11)	11,510.09	0.00

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

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

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

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
CATERPILLAR INC DEL	54.0000	04/21/10	10/20/10			4,342.12	3,632.03	710.09
	55.0000	04/16/10	10/20/10			4,422.51	3,679.41	743.10
	56.0000	03/26/10	10/20/10			4,502.92	3,494.15	1,008.77
	130.0000	04/07/10	10/20/10			10,453.21	8,463.78	1,989.43
	55.0000	03/12/10	10/20/10			4,422.51	3,324.58	1,097.93
		Security Subtotal				***28,143.27***	***22,593.95***	***5,549.32***
CONAGRA FOODS INC	360.0000	10/01/09	03/08/10			9,069.61	7,639.34	1,430 27
FIRSTENERGY CORP	170.0000	09/16/10	12/22/10			6,256.92	6,174.42	82 50
ISHARES IBOXX $	450.0000	09/04/09	07/20/10			49,113.96	47,311.20	1,802.76
	400.0000	10/02/09	07/20/10			43,656.86	41,923.28	1,733.58
	172.0000	10/21/09	07/20/10			18,772.46	18,025.49	746.97
	8.0000	10/21/09	07/21/10			872.12	838.40	33.72
	170.0000	11/20/09	07/21/10			18,532.70	18,041.66	491.04
		Security Subtotal				***130,948.10***	***126,140.03***	***4,808.07***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
ISHARES BARCLAYS AGGRGT	430.0000	09/04/09	03/08/10			44,862.58	44,683 88	178.70
	20.0000	09/04/09	07/20/10			2,146.43	2,078 32	68.11
	285.0000	10/02/09	07/20/10			30,586.72	29,863.87	722.85
	115.0000	10/02/09	07/21/10			12,347 03	12,050.33	296.70
	190.0000	10/21/09	07/21/10			20,399.44	19,826.20	573.24
	130.0000	11/20/09	07/21/10			13,957.52	13,663.00	294.52
		Security Subtotal				***124,299.72***	***122,165.60***	***2,134.12***
ISHARES BARCLAYS TIPS BO	200.0000	10/02/09	09/16/10			21,502.03	20,611.82	890.21
	40.0000	11/20/09	09/16/10			4,300.40	4,220 80	79.60
	80.0000	12/17/09	09/16/10			8,600.81	8,407.20	193.61
	60.0000	01/22/10	09/16/10			6,450.61	6,306.00	144.61
	110.0000	03/12/10	09/16/10			11,826.14	11,455.40	370.74
		Security Subtotal				***52,679.99***	***51,001.22***	***1,678.77***
ISHARES BARCLAYS 1-3 YEA	310.0000	09/04/09	03/04/10			32,363.93	32,363.26	0 67
	300.0000	10/02/09	03/04/10			31,319.93	31,184 73	135.20
	80.0000	10/21/09	03/04/10			8,351.98	8,312.34	39.64
	149.0000	12/17/09	03/04/10			15,555.57	15,549.63	5.94
		Security Subtotal				***87,591.41***	***87,409.96***	***181.45***
VANGUARD SHORT TERM BOND	550.0000	09/04/09	03/08/10			44,072.26	43,956 00	116.26
	40.0000	09/04/09	07/20/10			3,246.49	3,196.80	49.69
	74.0000	10/02/09	07/20/10			6,006.02	5,920 54	85.48
	403.0000	10/02/09	07/21/10			32,707.05	32,242.94	464.11
	23.0000	10/02/09	07/22/10			1,866.78	1,840.17	26.61
	270.0000	10/21/09	07/22/10			21,914.45	21,567.55	346.90
	130.0000	11/20/09	07/22/10			10,551.41	10,448.10	103.31
	140.0000	11/20/09	09/16/10			11,396.45	11,251.80	144.65
	120.0000	12/17/09	09/16/10			9,768.39	9,631.80	136.59
		Security Subtotal				***141,529.30***	***140,055.70***	***1,473.60***
GENUINE PARTS CO	120.0000	09/04/09	03/09/10			4,872.29	4,276.68	595.61
	20.0000	10/21/09	03/09/10			812.05	757.56	54.49
		Security Subtotal				***5,684.34***	***5,034.24***	***650.10***
LINEAR TECHNOLOGY CORP	119.0000	03/12/10	09/16/10			3,707.00	3,281.07	425.93
	120.0000	03/26/10	09/16/10			3,738.15	3,373 92	364.23
	51.0000	04/07/10	09/16/10			1,588.72	1,468.51	120.21
		Security Subtotal				***9,033.87***	***8,123.50***	***910.37***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
PG&E CORP	100.0000	09/04/09	03/04/10			4,235.13	3,986.95	248.18
	40.0000	11/20/09	03/04/10			1,694.05	1,670.00	24.05
		Security Subtotal				***5,929.18***	***5,656.95***	***272.23***
SCANA CORP NEW COM	41.0000	09/04/09	03/04/10			1,539.33	1,406.03	133.30
	69.0000	09/04/09	03/05/10			2,590.22	2,366.26	223 96
	90.0000	10/21/09	03/05/10			3,378.56	3,192.90	185.66
	50.0000	11/20/09	03/05/10			1,876.97	1,721.50	155.47
	20.0000	12/17/09	03/05/10			750.79	750.00	0 79
	50.0000	01/22/10	03/05/10			1,876 99	1,829.50	47.49
		Security Subtotal				***12,012.86***	***11,266.19***	***746.67***
XCEL ENERGY INC	170.0000	09/04/09	03/04/10			3,588.31	3,319.44	268.87
	200.0000	10/02/09	03/04/10			4,221.54	3,821.90	399.64
	70.0000	11/20/09	03/04/10			1,477 54	1,402.10	75.44
		Security Subtotal				***9,287.39***	***8,543.44***	***743.95***
WAL-MART STORES INC	150.0000	10/01/09	03/08/10			8,117.98	7,373.04	744.94
WISCONSIN ENERGY CORP	90.0000	09/04/09	03/04/10			4,478.65	4,025.57	453.08
	70.0000	10/21/09	03/04/10			3,483.40	3,156.97	326.43
	40 0000	11/20/09	03/04/10			1,990 51	1,784.00	206.51
		Security Subtotal				***9,952.56***	***8,966.54***	***986.02***
YUM BRANDS INC	87.0000	03/12/10	10/20/10			4,223 65	3,256.53	967.12
	90.0000	03/26/10	10/20/10			4,369.30	3,436.44	932.86
	220.0000	04/07/10	10/20/10			10,680.51	8,813.18	1,867.33
	86.0000	04/16/10	10/20/10			4,175.11	3,618.68	556.43
	87.0000	04/21/10	10/20/10			4,223.66	3,742.93	480.73
		Security Subtotal				***27,672.23***	***22,867.76***	***4,804.47***
		Short Term Capital Gains Subtotal				**668,208.73**	**641,011.88**	**27,196.85**
SHORT TERM CAPITAL LOSSES								
BP PLC SPON ADR	49.0000	03/12/10	04/30/10			2,540.10	2,788.94	(248 84)
	50.0000	03/26/10	04/30/10			2,591.94	2,819.00	(227.06)
	140.0000	04/07/10	04/30/10			7,257.43	8,243.07	(985.64)
	50.0000	04/16/10	04/30/10			2,591.94	2,981.50	(389.56)
	51.0000	04/21/10	04/30/10			2,643.79	3,075.80	(432.01)
		Security Subtotal				***17,625.20***	***19,908.31***	***(2,283.11)***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
FPL GROUP INC	70.0000	09/04/09	03/04/10			3,308.24	3,845.03	(536.79)
	60.0000	10/21/09	03/04/10			2,835.64	3,257.37	(421.73)
	40.0000	11/20/09	03/04/10			1,890.43	2,038.80	(148.37)
	20.0000	12/17/09	03/04/10			945.21	1,097.60	(152 39)
	50.0000	01/22/10	03/04/10			2,363.05	2,447.50	(84.45)
		Security Subtotal				***11,342.57***	***12,686.30***	***(1,343.73)***
FIRSTENERGY CORP	90.0000	09/04/09	03/04/10			3,510.92	4,095.51	(584.59)
	60.0000	10/21/09	03/04/10			2,340.62	2,812.77	(472.15)
	60.0000	11/20/09	03/04/10			2,340.62	2,533.20	(192.58)
	50.0000	01/22/10	03/04/10			1,950.52	2,247.50	(296.98)
	150.0000	10/01/10	12/22/10			5,520.83	5,823.27	(302.44)
		Security Subtotal				***15,663.51***	***17,512.25***	***(1,848.74)***
ISHARES BARCLAY 7-10 YR	180 0000	09/04/09	03/04/10			16,267.79	16,516.31	(248.52)
	200.0000	10/02/09	03/04/10			18,075.33	18,573.62	(498.29)
	100.0000	11/20/09	03/04/10			9,037.66	9,177.48	(139.82)
	90.0000	12/17/09	03/04/10			8,133.90	8,173.80	(39.90)
	70 0000	01/22/10	03/04/10			6,326.38	6,332.20	(5 82)
		Security Subtotal				***57,841.06***	***58,773.41***	***(932.35)***
ISHARES BARCLAYS 1-3 YEA	140.0000	11/20/09	03/04/10			14,615.97	14,629.64	(13.67)
	1.0000	12/17/09	03/05/10			104.34	104.37	(0.03)
	140.0000	01/22/10	03/05/10			14,608.99	14,633.26	(24.27)
		Security Subtotal				***29,329.30***	***29,367.27***	***(37.97)***
PG&E CORP	70.0000	10/21/09	03/04/10			2,964.59	2,983.13	(18.54)
	20.0000	12/17/09	03/04/10			847.03	901.80	(54.77)
	30.0000	01/22/10	03/04/10			1,270.55	1,329.60	(59.05)
		Security Subtotal				***5,082.17***	***5,214.53***	***(132.36)***
PPL CORPORATION	120.0000	09/04/09	03/04/10			3,445.52	3,541.72	(96.20)
	110.0000	10/21/09	03/04/10			3,158.40	3,419.85	(261.45)
	60.0000	11/20/09	03/04/10			1,722.76	1,815.00	(92.24)
	20 0000	12/17/09	03/04/10			574.25	648.60	(74.35)
	70.0000	01/22/10	03/04/10			2,009.91	2,173.50	(163 59)
		Security Subtotal				***10,910.84***	***11,598.67***	***(687.83)***
PROGRESS ENERGY INC	140.0000	09/16/10	12/22/10			6,096.23	6,116.50	(20.27)
	140.0000	10/01/10	12/22/10			6,096.24	6,266.61	(170.37)
		Security Subtotal				***12,192.47***	***12,383.11***	***(190.64)***

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
XCEL ENERGY INC	40.0000	12/17/09	03/04/10			844.31	857.60	(13 29)
	70.0000	01/22/10	03/04/10			1,477.55	1,491.70	(14.15)
		Security Subtotal				***2,321.86***	***2,349.30***	***(27.44)***
WISCONSIN ENERGY CORP	30.0000	01/22/10	03/04/10			1,492.90	1,497.90	(5.00)
		Short Term Capital Losses Subtotal				**163,801.88**	**171,291.05**	**(7,489.17)**
NET SHORT TERM CAPITAL GAIN (LOSS)								**19,707.68**
LONG TERM CAPITAL GAINS								
ISHARES BARCLAYS TIPS BO	170.0000	09/04/09	09/16/10			18,276.73	17,252.84	1,023.89
		Long Term Capital Gains Subtotal				**18,276.73**	**17,252.84**	**1,023.89**
NET LONG TERM CAPITAL GAIN (LOSS)								**1,023.89**
TOTAL CAPITAL GAINS AND LOSSES						**850,287.34**	**829,555.77**	**20,731.57**
TOTAL REPORTABLE GROSS PROCEEDS						**850,287.34**		
DIFFERENCE						**0.00** **		

Note: Capital gains and losses in this statement are not reported to the Internal Revenue Service.

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

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	27,196.85	(7,489.17)	1,023.89	0.00

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

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

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

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
• PUT GRMN MAY 00033.00	6 0000	05/24/10	05/05/10(S)			689.29	0.00	689.29
• PUT MS JAN 0027	14.0000	01/19/10	12/17/09(S)			382.99	0 00	382.99
• PUT DD MAY 00036.00	3.0000	05/24/10	04/21/10(S)			65.24	0.00	65 24
• PUT DD OCT 00035.00	6.0000	10/18/10	08/25/10(S)			336.99	0.00	336.99
• PUT AZW FEB 00060.00	8.0000	02/22/10	01/20/10(S)			534.99	0.00	534.99
• CALL HON SEP 00044.00	2.0000	09/20/10	09/03/10(S)			41.99	0.00	41.99
• CALL HON JUN 00043.00	2.0000	06/21/10	05/27/10(S)			204.99	0.00	204.99
• PUT KHP JAN 0012 1/2	32.0000	01/19/10	12/16/09(S)			414.99	0.00	414.99
• PUT WMT DEC 00045.00	5.0000	10/07/10	08/25/10(S)			274.99	93.75	181.24
• PUT TXN JUN 00024.00	8.0000	06/21/10	04/21/10(S)			319 49	0.00	319.49
• PUT TXN FEB 00022.00	11.0000	02/22/10	01/21/10(S)			209.99	0.00	209.99
• PUT TJB APR 00046.00	5.0000	04/19/10	01/20/10(S)			334.99	0.00	334.99
• PUT SNDK DEC 00035.00	4.0000	12/20/10	11/16/10(S)			287.49	0.00	287.49
• PUT WM APR 00027.50	7.0000	03/03/10	12/16/09(S)			214.99	43.75	171.24
• PUT STJ APR 00030.00	13.0000	04/19/10	12/16/09(S)			324.99	0.00	324.99
• PUT TGT MAY 00052.50	3.0000	05/24/10	04/28/10(S)			94.49	0.00	94.49

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
• PUT OCR MAR 00020.00	20.0000	03/22/10	12/16/09(S)			634.98	0.00	634.98
• CALL MS APR 00030.00	8.0000	04/19/10	02/24/10(S)			415.49	0.00	415.49
• CALL APC OCT 00060.00	3.0000	10/18/10	09/03/10(S)			213.49	0.00	213.49
• PUT CVX OCT 00065.00	3.0000	10/18/10	08/25/10(S)			177.99	0.00	177.99
• PUT M DEC 00022.00	5.0000	12/20/10	11/16/10(S)			152.49	0.00	152.49
• PUT PWQ FEB 00048.00	3.0000	02/22/10	01/20/10(S)			69.99	0.00	69.99
• PUT KG APR 00010.00	40.0000	04/19/10	12/16/09(S)			1,130.97	0.00	1,130 97
• PUT ORCL OCT 00020.00	16.0000	10/18/10	08/27/10(S)			574.99	0.00	574.99
• PUT KFT SEP 00026.00	10.0000	09/20/10	04/21/10(S)			317.49	0.00	317.49
• PUT JPM DEC 00037.00	3.0000	12/20/10	11/16/10(S)			153.49	0.00	153.49
• PUT NQ APR 00017.00	23.0000	03/05/10	12/16/09(S)			1,171.08	226.00	945.08
• PUT GQR FEB 00033.00	8.0000	02/22/10	01/20/10(S)			294.99	0.00	294.99
• PUT MET MAR 00034.00	4.0000	03/22/10	01/21/10(S)			174.99	0.00	174.99
• PUT WAG OCT 00025.00	9.0000	10/18/10	08/25/10(S)			348.99	0.00	348.99
• PUT JNS MAR 00010.00	40.0000	03/22/10	12/16/09(S)			703.98	0.00	703.98
• PUT CGJ 00045.000	5.0000	02/22/10	01/21/10(S)			434.99	0.00	434.99
• PUT IBM JUN 00120.00	3.0000	06/21/10	04/21/10(S)			231.49	0.00	231.49
• PUT CLF SEP 00050.00	4.0000	09/20/10	08/25/10(S)			422.99	0.00	422.99
• CALL MS OCT 00028.00	8.0000	10/18/10	09/03/10(S)			335.49	0.00	335.49
• PUT GQR JAN 0026	15.0000	01/19/10	12/16/09(S)			234.99	0.00	234.99
• CALL OXY SEP 00080.00	3.0000	09/20/10	09/03/10(S)			174.49	0.00	174.49
• CALL MET JUN 00043.00	5.0000	06/21/10	05/27/10(S)			274.99	0.00	274.99
• PUT TXN OCT 00022.00	10.0000	10/18/10	08/25/10(S)			394.99	0.00	394.99
• CALL PFG JUN 00027.00	7.0000	06/21/10	05/27/10(S)			774.99	0.00	774.99
• CALL PFG OCT 00027.00	7.0000	10/18/10	09/09/10(S)			387.49	0.00	387.49
• PUT WLL JAN 0060	6.0000	01/19/10	12/16/09(S)			234.99	0.00	234.99
• PUT AFL DEC 00050.00	2.0000	12/20/10	11/16/10(S)			113.49	0.00	113.49
• PUT FCX SEP 00060.00	3.0000	09/20/10	08/25/10(S)			231.99	0.00	231.99
• PUT CVX JUN 00075.00	3.0000	06/21/10	04/21/10(S)			150.49	0.00	150.49
• PUT IBM OCT 00110.00	3.0000	10/18/10	08/25/10(S)			258.99	0 00	258.99

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
• PUT CVX MAR 00070.00	7.0000	03/22/10	01/20/10(S)			333.99	0 00	333.99
• PUT BMY DEC 00022.00	2.0000	10/07/10	08/25/10(S)			111.99	32.50	79.49
	6.0000	10/07/10	08/25/10(S)			270.99	97.50	173.49
		Security Subtotal				***382.98***	***130.00***	***252.98***
• PUT SNDK OCT 00033.00	6.0000	10/18/10	08/25/10(S)			876.98	0.00	876.98
• PUT BJ SEP 00030.00	6.0000	09/20/10	04/21/10(S)			267.49	0.00	267.49
• PUT APA DEC 00095.00	1.0000	12/20/10	11/16/10(S)			56.24	0.00	56.24
• PUT APA MAR 00095.00	5.0000	03/22/10	01/20/10(S)			559.99	0.00	559.99
• PUT ORCL JUN 00022.00	20.0000	06/21/10	01/21/10(S)			1,321.98	0.00	1,321.98
• PUT BJ MAR 00030.00	8.0000	03/22/10	11/03/09(S)			751.98	0.00	751.98
• CALL MET OCT 00043.00	5.0000	10/18/10	09/03/10(S)			472.49	0.00	472.49
• PUT HSY MAY 00042.00	4.0000	05/24/10	04/21/10(S)			59.99	0.00	59.99
• PUT SM FEB 00030.00	13.0000	02/22/10	12/16/09(S)			649.98	0 00	649.98
• CALL FRX JUN 00027.50	10.0000	06/21/10	05/27/10(S)			134.99	0.00	134.99
• PUT CVX DEC 00075.00	1.0000	12/20/10	11/16/10(S)			34.49	0.00	34.49
• PUT AEO MAR 00015.00	20.0000	03/22/10	01/20/10(S)			734.99	0 00	734.99
• PUT X OCT 00038.00	5.0000	10/18/10	08/25/10(S)			674.99	0 00	674.99
APACHE CORP	200.0000	05/21/10	10/18/10			20,066.15 (P)	19,969.51 (P)	96.64
BAC BEAR ARN SPX	30000.0000	02/24/10	08/27/10			325,950.00	300,000.00	25,950 00
CHESAPEAKE ENERGY OKLA	500.0000	05/21/10	06/21/10			11,167.30 (P)	11,005.01 (P)	162.29
FOREST LABS INC	1000.0000	05/21/10	09/03/10			29,301.10	27,335.01 (P)	1,966.09
HONEYWELL INTL INC DEL	200.0000	05/21/10	11/16/10			9,647.78	8,643.51 (P)	1,004.27
OCCIDENTAL PETE CORP CAL	300.0000	05/21/10	11/16/10			25,474.07	23,920.01 (P)	1,554.06
PRINCIPAL FINANCIAL GRP	1000.0000	02/19/10	04/19/10			25,162.07 (P)	22,810.01 (P)	2,352.06
	700.0000	05/21/10	11/16/10			19,455.40	18,817.01 (P)	638.39
		Security Subtotal				***44,617.47***	***41,627.02***	***2,990.45***
		Short Term Capital Gains Subtotal				**489,462.56**	**432,993.57**	**56,468.99**

Merrill Lynch
Bank of America Corporation

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description		Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL LOSSES									
METLIFE INC	COM	500.0000	05/21/10	12/20/10			21,346.64 (P)	21,415.01 (P)	(68.37)
		Short Term Capital Losses Subtotal					**21,346.64**	**21,415.01**	**(68.37)**
NET SHORT TERM CAPITAL GAIN (LOSS)									**56,400.62**
TOTAL CAPITAL GAINS AND LOSSES							**510,809.20**	**454,408.58**	**56,400.62**
TOTAL REPORTABLE GROSS PROCEEDS							**486,237.55**		
DIFFERENCE							**24,571.65** **		

Note: Capital gains and losses in this statement are not reported to the Internal Revenue Service.

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

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

(S) Short Sale

(P) Indicates that an option premium has been included in the calculation.

GOODFRIEND FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 REALIZED CAPITAL GAIN AND LOSS SUMMARY

	SHORT TERM GAINS	SHORT TERM LOSSES	LONG TERM GAINS	LONG TERM LOSSES
TOTAL	56,468.99	(68.37)	0.00	0.00

[redacted] 8868
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

[redacted]

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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.

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

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Robert M. Goodfriend

Telephone No. ▶ 865-692-6294 FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

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

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

For Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ Robert M. Goodfriend

  Telephone No. ▶ 865-692-6294 FAX No ▶

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

4 I request an additional 3-month extension of time until November 15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension addition time requested to gather information to complete an accurate return

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.00
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification

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

Signature ▶ [illegible] Title ▶ CPA 8/5/11 Date ▶ 8/5/11

JSA

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