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Form **990-PF**

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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

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 GOODMAN FOUNDATION, INC

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

Room/suite

PO BOX 1040

City or town, state, and ZIP code

SALIBURY**NC 28145**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

J Accounting method. ☒ Cash ☐ Accrual

end of year (from Part II, col. (c),

☐ Other (specify)line 16) **\$ 5,986,832** (Part I, column (d) must be on cash basis)

A Employer identification number

56-6034757

B Telephone number (see page 10 of the instructions)

704-633-5982C 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 ☐

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) **172,325**
- 2 Check ☐ if the foundation is not required to attach Sch. B
- 3 Interest on savings and temporary cash investments **878**
- 4 Dividends and interest from securities **147,960**
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **Stmt 1 -1,264,904**
- b Gross sales price for all assets on line 6a **3,976,548**
- 7 Capital gain net income (from Part IV, line 2) **0**
- 8 Net short-term capital gain **0**
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less. Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule) **Stmt 2 6,986**
- 12 **Total. Add lines 1 through 11 -936,755**

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) **Stmt 3 2,692**
- b Accounting fees (attach schedule) **Stmt 4 17,057**
- c Other professional fees (attach schedule) **17,057**
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **Stmt 5 1,446**
- 19 Depreciation (attach schedule) and depletion **464**
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (att sch) **Stmt 6 1,045**
- 24 **Total operating and administrative expenses. 203**
- Add lines 13 through 23 **842**
- 25 Contributions, gifts, grants paid **117,950**
- 26 **Total expenses and disbursements. Add lines 24 and 25 17,724**
- 27 Subtract line 26 from line 12 **0**
- a **Excess of revenue over expenses and disbursements -1,076,945**
- b **Net investment income (if negative, enter -0-) 93,142**
- c **Adjusted net income (if negative, enter -0-) 0**

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

DAA

Bg16

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			201,591	252,303	252,302
	2 Savings and temporary cash investments			1,346,677	345,912	345,912
	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 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶		0			
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule) See Stmt 7			3,769,308	5,388,618	5,388,618
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			5,317,576	5,986,833	5,986,832
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 (attach schedule)					
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			5,317,576	5,986,833	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see page 17 of the instructions)			5,317,576	5,986,833	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			5,317,576	5,986,833	

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	5,317,576
2 Enter amount from Part I, line 27a	2	-1,076,945
3 Other increases not included in line 2 (itemize) ▶ See Statement 8	3	1,746,202
4 Add lines 1, 2, and 3	4	5,986,833
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	5,986,833

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 Worksheet			
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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-1,264,989
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	-19,380

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))
2009	112,875	3,421,935	0.032986
2008	70,235	1,887,842	0.037204
2007	103,475	1,827,278	0.056628
2006	83,385	1,314,987	0.063411
2005	231,356	1,121,404	0.206309

2 Total of line 1, column (d)	2	0.396538
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	0.079308
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,471,172
5 Multiply line 4 by line 3	5	433,908
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	931
7 Add lines 5 and 6	7	434,839
8 Enter qualifying distributions from Part XII, line 4	8	121,484

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,863
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	1,863
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	1,863
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	400
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	400
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	26
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,489
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 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		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)? 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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> None		
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	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	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? Website address ► N/A	13	X	
14	The books are in care of ► ARTHUR L HATTAWAY, JR PO BOX 1040 Located at ► SALISBURY Telephone no ► NC ZIP+4 ► 28145			
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			
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? 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 ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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? N/A	1c	
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? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 22 of the 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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here		N/A	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)		N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 (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
See Statement 9				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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

**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 (see page 24 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

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	4,652,688
b	Average of monthly cash balances	1b	901,801
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,554,489
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,554,489
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	83,317
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,471,172
6	Minimum investment return. Enter 5% of line 5	6	273,559

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	273,559
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,863
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,863
3	Distributable amount before adjustments Subtract line 2c from line 1	3	271,696
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	271,696
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	271,696

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	121,484
b	Program-related investments—total from Part IX-B	1b	
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	121,484
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	121,484

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				271,696
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010.				
a From 2005	175,744			
b From 2006	18,919			
c From 2007	13,883			
d From 2008				
e From 2009				
f Total of lines 3a through e	208,546			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 121,484				
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				121,484
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	150,212			150,212
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	58,334			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	25,532			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	32,802			
10 Analysis of line 9				
a Excess from 2006	18,919			
b Excess from 2007	13,883			
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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.
N/A

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

c Any submission deadlines
N/A

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

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				117,950
Total			▶ 3a	117,950
b Approved for future payment N/A				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 29 to verify calculations)

N/A

Schedule of Contributors

OMB No 1545-0047

2010

▶ Attach to Form 990, 990-EZ, or 990-PF.

Name of the organization

Employer identification number

THE GOODMAN FOUNDATION, INC

56-6034757

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE GOODMAN FOUNDATION, INC

Employer identification number

56-6034757

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	AGGREGATE RESOURCES, LLC PO BOX 425 SWANNANOA NC 28778	\$ 21,866	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	B V HEDRICK GRAVEL & SAND COMPANY PO BOX 1040 SALISBURY NC 28145	\$ 118,690	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	CUMBERLAND GRAVEL & SAND COMPANY PO BOX 425 SWANNANOA NC 28778	\$ 16,410	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	E.A. GOODMAN ESTATE PO BOX 1040 SALISBURY NC 28145	\$ 12,710	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2010
For calendar year 2010, or tax year beginning _____, and ending _____		

Name THE GOODMAN FOUNDATION, INC	Employer Identification Number 56-6034757
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(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)
(1) VANGUARD MONEY MAR RSVS QTY 202,389	D	Various	Various
(2) Schwab One - see attached	P	Various	Various
(3) VANGUARD MONEY MARKET RSVS INC 324.6	P	Various	Various
(4) Schwab One - see attached	D	Various	Various
(5) WELLS FARGO - 3100			
(6) SCHWAB			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 202,389		202,402	-13
(2) 445,859		465,239	-19,380
(3) 325		325	
(4) 3,325,640		4,573,470	-1,247,830
(5) 3			3
(6) 2,231			2,231
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-13
(2)			-19,380
(3)			
(4)			-1,247,830
(5)			3
(6)			2,231
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
COHEN & STEERS INFRASTRUCTURE Various			7/23/20	\$ 101	\$ 101	\$	16	\$	85
Total				\$ 101	\$ 101	0	16	0	85

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS	\$ 85		\$
NONDIVIDEND DISTRIBUTIONS	6,680		
ALLIANCEBERNSTEIN HOLDINGS LP	221		
Total	\$ 6,986	0	0

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WOMBLE, CARLYLE, SANDRIDGE & RIC	\$ 403	\$	\$	403
VAN WINKLE LAW FIRM	2,289			2,289
Total	\$ 2,692	0	0	2,692

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	\$ 17,057	\$ 17,057	\$	\$
Total	\$ 17,057	17,057	0	0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID	\$ 464	\$ 464	\$	\$
EXCISE TAX	982			
Total	\$ 1,446	\$ 464	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
BANK SERVICE CHARGES	842			842
INVESTMENT INTEREST EXPENSE K	13	13		
WELLS FARGO ACCOUNT FEES	190	190		
Total	\$ 1,045	\$ 203	\$ 0	\$ 842

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTH CAROLINA 5.25%28	\$ 67,125	\$ 67,448	Market	\$ 67,448
NORTH CAROLINA 6.25%21	79,190	75,989	Market	75,989
NORTH CAROLINA 6.25%27	9,100	8,979	Market	8,979
NORTH CAROLINA 5.875%35	35,240	37,798	Market	37,798
NORTH CAROLINA 5.2%26	10,001	9,963	Market	9,963
NORTH CAROLINA ST 3%14		68,427	Market	68,427
TOBACCO SETTLEM 6.375%28	37,931	36,077	Market	36,077
UNIVERSITY NC WILM 5%22		90,490	Market	90,490
CARY NC 4%20		90,992	Market	90,992
CHARLOTTE NC WTR 5%21		41,045	Market	41,045
CONCORD NC UTILS 4.2%16		61,970	Market	61,970
DURHAM CNTY NC 4.25%13		41,677	Market	41,677
NORTH CAROLINA 5.25%18	89,770	83,432	Market	83,432
AFLAC INC 1190 SHS		67,152	Market	67,152
AT&T INC NEW 2510 SHS		73,744	Market	73,744
ABBOTT LABORATORIES 1300 SHS		62,283	Market	62,283
APACHE CORP 615 SHS		73,327	Market	73,327
AUTO DATA PROCESSING 1435 SHS		66,412	Market	66,412
CVS CAREMARK CORP		61,543	Market	61,543
CHEVRON CORPORATION 795 SHS		72,544	Market	72,544
COMCAST CORP NEW CL A 3500 SHS		76,895	Market	76,895
DOVER CORPORATION 1195 SHS		69,848	Market	69,848
EMERSON ELECTRIC CO 1250 SHS		71,463	Market	71,463
EXXON MOBIL CORPORATION 900 SHS		65,808	Market	65,808
FLOUR CORPORATION NEW 1250 SHS		82,825	Market	82,825
GENERAL DYNAMICS CORP 660 SHS		46,834	Market	46,834
GENERAL MILLS INC 1860 SHS		66,197	Market	66,197

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HOME DEPOT INC 1800 SHS	\$	\$ 63,108	Market	\$ 63,108
HUDSON CITY BANCORP INC 4810 SHS		61,279	Market	61,279
ILLINOIS TOOL WORKS INC 1200 SHS		64,080	Market	64,080
INTEL CORP 2730 SHS		57,412	Market	57,412
INTL BUSINESS MACHINES 505 SHS		74,114	Market	74,114
JOHNSON & JOHNSON 1010 SHS		62,469	Market	62,469
JPMORGAN CHASE & CO 1460 SHS		61,933	Market	61,933
KIMBERLY-CLARK CORP 1060 SHS		66,822	Market	66,822
MEDTRONIC INC 1780 SHS		66,020	Market	66,020
MICROCHIP TECHNOLOGY INC 2175 SHS		74,407	Market	74,407
MICROSOFT CORP 2120 SHS		59,169	Market	59,169
NOBLE CORP F 1460 SHS		52,224	Market	52,224
ORACLE CORPORATION 2470 SHS		77,311	Market	77,311
PEPSICO INCORPORATED 1000 SHS		65,330	Market	65,330
PINNACLE WEST CAPITAL CP 1800 SHS		74,610	Market	74,610
PROCTER & GAMBLE 1025 SHS		65,938	Market	65,938
QUALCOMM INC 1400 SHS		69,286	Market	69,286
SEI INVESTMENTS CO 2890 SHS		68,753	Market	68,753
STRYKER CORP 1120 SHS		60,144	Market	60,144
SYSCO CORPORATION 2110 SHS		62,034	Market	62,034
TELEFONICA SPON ADR F 800 SHS		54,736	Market	54,736
TEVA PHARM INDS LTD ADRF 1265 SHS		65,944	Market	65,944
WAL-MART STORES INC 1200 SHS		64,716	Market	64,716
3M COMPANY 760 SHS		65,588	Market	65,588
LOOMIS SAYLES BOND CL I QTY 4603.55		65,693	Market	65,693
LORD ABBETT HIGH YIELD I QTY 20545.6		160,461	Market	160,461
METROPOLITAN WEST TOTAL QTY 8119.01		84,194	Market	84,194

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
OPPENHEIMER INTL BD Y QTY 24231.754	\$	\$	158,960 Market	\$ 158,960
PIMCO LOW DURATION FUND QTY 7848.928		81,550 Market		81,550
VANGUARD INFLATION QTY 25735.907		334,567 Market		334,567
AMERICAN FD EUROPACIFIC QTY 5271.27		216,965 Market		216,965
AMERICAN FD NEW WORLD QTY 1648.27		89,369 Market		89,369
ARTISAN SMALL CAP FUND QTY 10499.743		176,921 Market		176,921
MATTHEWS PACIFIC TIGER QTY 3315.662		77,719 Market		77,719
ROYCE PENNSYLVANIA QTY 15802.317		184,097 Market		184,097
ALLICANCE RES PARTNERS LP QTY 1400		92,064 Market		92,064
ALLIANCEBERNSTEIN HLDG QTY 1800		41,994 Market		41,994
ENERGY TRANSFER PARTNERS QTY 1160		60,111 Market		60,111
ISHARES TR S&P GLOBAL		71,381 Market		71,381
SECTOR SPDR UTIL SELECT QTY 2145		67,224 Market		67,224
SPDR S&P BIOTEC ETF QTY 1090		68,757 Market		68,757
VANGUARD EMERGIN MARKET QTY 713		34,328 Market		34,328
WISDOMTREE TRUST QTY 1420		77,390 Market		77,390
SCH ADV ASH RESRV PREM		16,284 Market		16,284
EVERGREEN MONEY MARKET	93,777		Market	
BP BPLC SPONS ADR 2260 SHS	131,012		Market	
CONOCOPHILLIPS 3000 SHS	153,210		Market	
DUKE ENERGY CORP 4679 SHS	80,526		Market	
EQUITY RESIDENTIAL EQR 8802 SHS	297,332		Market	
HALLIBURTON COMPANY 210 SHS	6,319		Market	
LINCOLN NATL CORP IND 32684 SHS	813,178		Market	
NORFOLK SOUTHERN CORP 1000 SHS	52,420		Market	
PEPSICO INCORPORATED 6200 SHS	376,960		Market	
PHOENIX COMPANIES INC 121 SHS	336		Market	

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PIEDMONT NATURAL GAS CO 3800 SHS	\$ 101,650	\$	Market	\$
PROGRESS ENERGY INC PREX 1500 SHS	225		Market	
PROGRESS ENERGY INC PNG 6013 SHS	246,593		Market	
SPECTRA ENERGY CORP 2339 SHS	47,973		Market	
SUNTRUST BANKS INC 7280 SHS	147,711		Market	
TELEFONICA S A 3723 SHS	310,945		Market	
WELLS FARGO COMPANY 2696 SHS	72,765		Market	
VANGUARD MONEY MARKET RSVS INC	202,693		Market	
ALLIANCE BERSTEIN NATL 357 SHS	4,780		Market	
CALAMOS CONV & HIGH INCOME FD 1000 S	11,543		Market	
COHEN & STEERS SELECT FUND 750 SHS	11,963		Market	
COHEN & STEERS REIT AND UTILITY 1000	10,620		Market	
GABELLI GLOBAL UTILITY INCOME TRUST	19,420		Market	
ING CLARION GLOBAL REAL ESTATE 1666	10,612		Market	
NICHOLAS APPLGATE CONV & INCOME FUN	15,833		Market	
NUVEEN MULTI-STRATEGY INCOME 1000 SH	7,691		Market	
VAN KAMPEN TR FOR INVST GRADE 7737	107,235		Market	
MK AMER CAP 7% SER V TR 2000	43,780		Market	
GENERAL MOTORS 7.375% SR NOTE	4,080		Market	
WELLS FARGO BANK MONEY MARKET	17,809		Market	
BLACKROCK HEALTH SCIENCES TRUST	26,230		Market	
EATON VANCE TAX	13,730		Market	
Total	\$ 3,769,308	\$ 5,388,618		\$ 5,388,618

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN ON SECURITIES	\$ <u>1,746,202</u>
Total	\$ <u><u>1,746,202</u></u>

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
GAIL G. SETTLE P O BOX 1040 SALISBURY NC 28145	VP	0.00	0	0	0
JEFFREY V. GOODMAN PO BOX 1040 SALISBURY NC 28145-1040	VP & TREASUR	0.00	0	0	0
MICHAEL A. GOODMAN PO BOX 1040 SALISBURY NC 28145-1040	SECRETARY	0.00	0	0	0
ARTHUR L. HATTAWAY, JR PO BOX 1040 SALISBURY NC 28145-1040	ASST. SEC.	0.00	0	0	0
C. RANDALL MCGLOTHLIN PO BOX 1040 SALISBURY NC 28145-1040	ASST, SEC.	0.00	0	0	0

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
CENTRAL UNITED METHODIST	27 CHURCH STREET			RELIGIOUS ORGANIZATION	33,650
ASHEVILLE NC 28801					
WILDERNESS TRAIL	PO BOX 742			DISCIPLESHIP EDUCATION	250
WAYNESVILLE NC 28786					
REFORMED UNITED MINISTRIE	1700 NORTH BROWN RD			FIELD STAFF SUPPORT	100
LAWRENCEVILLE GA 30043					
NCSU STUDENT AID ASSOCIAT	PO BOX 37100			SUPPORT ATHLETIC PROGRAM	10,000
RALEIGH NC 27627					
NC STATE ANNUAL GIVING	CAMPUS BOX 7511			ACADEMIC PROGRAM SUPPORT	3,000
RALEIGH NC 27695					
UNC ASHEVILLE FOUNDATION	312 OWEN HALL CPO #1800			SUPPORT FOR WRITING & LIT PROGRAMS	25,000
ASHEVILLE NC 28804					
ASHEVILLE SCHOOL	360 ASHEVILLE SCHOOL RD			FINANCIAL AID FUND AND MAINTENANCE FU	500
ASHEVILLE NC 28806					
ST. ANDREWS PRESBY COLLEG	1700 DOGWOOD MILE			EDUCATIONAL SUPPORT	1,000
LAURINBURG NC 28352					
UNITED WAY OF ASHEVILLE	50 S FRENCH BROAD AVE			CHARTIABLE	5,500
ASHEVILLE NC 28801					
UNC-TV	PO BOX 14900			SUPPORT PUBLIC TV	500
RESEARCH TRIANGLE PARK NC					
COMMUNITY FOUND OF WNC	PO BOX 1888			RECESSIONS RESPONSE FUND	1,100
ASHEVILLE NC 28802					
ASHEVILLE-BUNCOMBE TECH F	340 VICTORIA RD			SUPPORT FOR EDUCATIONAL FACILITY	5,000
ASHEVILLE NC 28801					
COUMMUNITY CARE CLINIC	315 MOCKSVILLE AVE #G			SUPPORT FOR FREE HEALTH CARE CLINIC	500
SALISBURY NC 28144					
DEERFIELD EPSICOPAL RETIR	1617 HENDERSONVILLE RD			SUPPORT FOR RETIREMENT PROGRAMS	50
ASHEVILLE NC 28803					
DIANA WORTHAM TTHEATRE	2 SOUTH PACK SQUARE			SUPPORT EDUCATIONAL PROGRAM	100
ASHEVILLE NC 28801					
GREENSBORO COLLEGE	815 W MARKET ST			EDUCATIONAL SCHOLARSHIPS	1,500
GREENSBORO NC 27401					
HELPMATE	PO BOX 2263			SUPPORT FOR ABUSE PROGRAMS	1,000
ASHEVILLE NC 28802					
JEWEL CHARITY	PO BOX 472149			SUPPORT FOR CHILDREN'S HOSPITAL	2,000
FORT WORTH TX 76147					
LEUKEMIA & LYMPHONOMIA SOC	PO BOX 4072			RESEARCH, EDUCATION, PATIENT SERVICE	200
PITTSFIELD MA 01202					

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
LIGHTSHARE	ASHEVILLE NC 28813	PO BOX 5129				SUPPORT FOR PROGRAMS FOR WOMEN	100
MISSIONS HEALTHCARE FOUND	ASHEVILLE NC 28803	980 HENDERSONVILLE RD				FUNDING FOR CANCER CENTER CAPITAL FU	10,000
NATIONAL MS SOCIETY	BIRMINGHAM AL 35209	3840 RIDGEWAY DR				RESEARCH, EDUCATION, PATIENT SERVICE	250
NAZARETH CHILDREN'S HOME	ROCKWELL NC 28138	PO BOX 1438				CHILDREN'S HOME PROGRAM SUPPORT	50
RED CROSS	ASHEVILLE NC 28804	100 EDGEWOOD RD				2010 HEROES CAMPAIGN	1,000
ST. LUKES EPISCOPAL CHURC	SALISBURY NC 28144	131 W. COUNCIL ST				RELIGIOUS ORGANIZATION	100
SUSAN G. KOMEN FOUNDATION	FORT WORTH TX 76185	PO BOX 101328				RESEARCH, EDUCATION, PATIENT SERVICE	2,500
T.H.E. CENTER FOR DISORDE	ASHEVILLE NC 28801	297 HAYWOOD ST				SUPPORT EDUCATION PROGRAMS	10,000
TEACH OVERSEAS	ASHEVILLE NC 28801	639 N. SOLDANO AVE				EDUCATION SERVICES	500
THE SALVATION ARMY	ASHEVILLE NC 28805	204 HAYWOOD ST				CHARITY	500
ARHF- WATAUGA MEDICAL CEN	BOONE NC 25607	PO BOX 2600				SUPPORT MEDICAL FOUNDATION	2,000
Total							117,950

Parsec Financial Management, Inc.
REALIZED GAINS AND LOSSES
The Goodman Foundation, Inc., Schwab One 2909-7313
Jeffrey V. Goodman, President
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-27-03	03-24-10	800.000	GENERAL MTRS CORP NT SR 051548	25,000.00	6,360.00		-18,640.00
12-28-05	03-24-10	3,723.0000	TELEFONICA SA	168,614.67	262,446.55		93,831.88
04-01-05	03-24-10	357.00000	ALLIANCE NATIONAL MUNICIPAL INCOME FUND	5,051.55	5,014.97		-36.58
01-17-02	03-24-10	2,000.000	BAC CAPITAL TRUST I 7% 12/15/31	49,993.00	46,736.45		-3,256.55
03-28-05	03-24-10	1,000.000	BLACKROCK HEALTH SCIENCES TRUST	25,000.00	26,703.51		1,703.51
12-28-05	03-24-10	1,310.0000	BP AMOCO ADR	84,056.15	74,978.68		-9,077.47
07-16-03	03-24-10	1,000.000	CALAMOS CONV & HI INC COM SHS	15,000.00	12,291.89		-2,708.11
12-28-05	03-24-10	3,000.0000	CONOCO PHILLIPS	174,795.00	157,669.04		-17,125.96
11-26-01	03-24-10	1,246.2000	DUKE ENERGY	27,112.00	20,317.17		-6,794.83
02-05-03	03-24-10	132.8000	DUKE ENERGY	1,314.12	2,165.08		850.96
12-28-05	03-24-10	8,802.0000	EQUITY RESIDENTIAL PROPERTIES TRUST	351,463.86	346,267.01		-5,196.85
12-16-04	03-24-10	1,000.000	EATON VANCE T/A GL DVD INCM	19,634.61	14,101.87		-5,532.74
01-01-60	03-24-10	1,000.000	GABELLI GLOBAL UTILITY & INCOME TRUST	0.00	20,117.59		20,117.59
06-09-08	03-24-10	210.0000	HALLIBURTON COMPANY	10,764.88	6,360.68		-4,404.20
03-12-04	03-24-10	1,666.000	ING CLARION GLOBAL REAL ESTATE ADV	24,990.00	12,089.38		-12,900.62
03-12-04	03-24-10	1,000.00000	NUVEEN PFD & CV INCOME	15,000.00	8,201.94		-6,798.06
12-28-05	03-24-10	697.0000	LINCOLN NATIONAL	38,683.50	20,243.71		-18,439.79
12-28-05	03-24-10	5,403.0000	LINCOLN NATIONAL	299,866.50	156,925.04		-142,941.46
12-28-05	03-24-10	12,691.0000	LINCOLN NATIONAL	704,350.50	368,598.13		-335,752.37
12-28-05	03-24-10	2,526.0000	LINCOLN NATIONAL	140,193.00	73,365.29		-66,827.71
12-28-05	03-24-10	11,367.0000	LINCOLN NATIONAL	341,237.34	330,143.79		-11,093.55
07-16-03	03-24-10	1,100.000	NICHOLAS APPELEGATE CONV & INCOME FUND	16,246.25	10,754.30		-5,491.95
07-16-03	03-24-10	108.000	NICHOLAS APPELEGATE CONV & INCOME FUND	1,595.09	1,055.87		-539.22
07-16-03	03-24-10	100.000	NICHOLAS APPELEGATE CONV & INCOME FUND	1,476.93	978.46		-498.47
07-16-03	03-24-10	100.000	NICHOLAS APPELEGATE CONV & INCOME FUND	1,476.93	978.46		-498.47
07-16-03	03-24-10	100.000	NICHOLAS APPELEGATE CONV & INCOME FUND	1,476.93	978.46		-498.47
07-16-03	03-24-10	100.000	NICHOLAS APPELEGATE CONV & INCOME FUND	1,476.93	977.46		-499.47

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Parsec Financial Management, Inc.
REALIZED GAINS AND LOSSES
The Goodman Foundation, Inc., Schwab One 2909-7313
Jeffrey V. Goodman, President
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-16-03	03-24-10	100.000	NICHOLAS APPLGATE CONV & INCOME FUND	1,476.93	977.44		-499.49
12-28-05	03-24-10	1,000.0000	NORFOLK SOUTHERN CORP	44,760.00	54,441.95		9,681.95
12-28-05	03-24-10	5,400.0000	PEPSICO	320,139.00	358,333.73		38,194.73
12-28-05	03-24-10	1,000.0000	PROGRESS ENERGY INC	44,335.00	39,218.11		-5,116.89
12-28-05	03-24-10	1,913.0000	PROGRESS ENERGY INC	84,812.85	75,024.25		-9,788.60
12-28-05	03-24-10	2,000.0000	PROGRESS ENERGY INC	88,670.00	78,436.23		-10,233.77
12-28-05	03-24-10	500.0000	PROGRESS ENERGY INC	22,167.50	19,609.05		-2,558.45
12-28-05	03-24-10	600.0000	PROGRESS ENERGY INC	26,601.00	23,530.87		-3,070.13
01-01-60	03-24-10	121.0000	THE PHOENIX COMPANIES, INC.	0.00	292.45		292.45
12-28-05	03-24-10	3,800.0000	PIEDMONT NATURAL GAS CO INC	90,687.00	104,382.94		13,695.94
12-28-05	03-24-10	1,500.0000	PROGRESS ENERGY	817.50	216.04		-601.46
11-26-01	03-24-10	623.1000	SPECTRA ENERGY CORP	19,633.00	13,923.72		-5,709.28
02-05-03	03-24-10	999.5000	SPECTRA ENERGY CORP	14,245.00	22,334.72		8,089.72
06-28-02	03-24-10	716.4000	SPECTRA ENERGY CORP	22,572.00	16,008.59		-6,563.41
12-28-05	03-24-10	3,174.0000	SUNTRUST BANKS INC	234,082.50	86,169.10		-147,913.40
12-19-97	03-24-10	4,106.0000	SUNTRUST BANKS INC	6,117.94	111,471.43		105,353.49
03-25-04	03-24-10	749.440	COHEN & STEERS SELECT UTILITY	14,988.80	11,231.69		-3,757.11
03-03-04	03-24-10	734.560	COHEN & STEERS SELECT UTILITY	19,914.00	11,008.68		-8,905.32
03-30-04	03-24-10	7,737.000	INVESCO VAN KAMPEN TRUST	127,079.80	110,265.10		-16,814.70
01-02-09	03-24-10	6.0000	VIRTUS INVESTMENT PARTNERS	52.50	114.94		62.44
12-28-05	03-24-10	705.1567	WELLS FARGO & CO-NEW	189,322.70	21,716.21		-167,606.49
12-28-05	03-24-10	995.4217	WELLS FARGO & CO-NEW	267,253.96	30,655.29		-236,598.67
12-28-05	03-24-10	995.4216	WELLS FARGO & CO-NEW	267,253.94	30,655.29		-236,598.65
03-25-04	04-08-10	0.560	COHEN & STEERS SELECT UTILITY	11.20	0.00		-11.20
03-25-10	04-23-10	13,422.819	MFS MUNICIPAL HIGH INCOME FUND	100,000.00	100,671.15	671.15	
03-31-10	04-23-10	12.031	MFS MUNICIPAL HIGH INCOME FUND	89.63	90.23	0.60	
12-28-05	04-30-10	950.0000	BP AMOCO ADR	60,956.75	49,711.19		-11,245.56
04-23-10	04-30-10	150.0000	BP AMOCO ADR	8,933.80	7,849.14	-1,084.66	
04-30-10	07-29-10	4.595	PIMCO LOW DURATION INSTL	48.25	48.42	0.17	
07-02-10	07-29-10	8,529.615	PIMCO LOW DURATION INSTL	89,420.36	89,885.42	465.06	

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Parsec Financial Management, Inc.
REALIZED GAINS AND LOSSES
The Goodman Foundation, Inc., Schwab One 2909-7313
Jeffrey V. Goodman, President
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-30-10	07-29-10	20.296	PIMCO LOW DURATION INSTL	212.70	213.88	1.18	
04-23-10	07-29-10	6,746.054	PIMCO LOW DURATION INSTL	70,645.32	71,090.18	444.86	
04-23-10	09-15-10	70.0000	TRANSOCEAN LTD	6,260.65	4,140.32	-2,120.33	
03-24-10	09-15-10	650.0000	TRANSOCEAN LTD	53,210.61	38,445.79	-14,764.82	
04-23-10	09-24-10	480.0000	DOMINION RESOURCES	19,938.07	21,049.30	1,111.23	
06-28-02	09-24-10	1,432.8000	DUKE ENERGY	31,172.00	25,655.98		-5,516.02
02-05-03	09-24-10	1,867.2000	DUKE ENERGY	18,476.88	33,434.43		14,957.55
04-27-98	10-01-10	10,000	NORTH CAROLINA EDL FACS FIN AGY REV 5.250% Due 10-01-18	10,000.00	10,000.00		0.00
04-23-10	11-12-10	150.000	VANGUARD REIT INDEX ETF	7,906.30	8,146.47	240.17	
03-24-10	11-12-10	1,100.000	VANGUARD REIT INDEX ETF	54,853.85	59,740.81	4,886.96	
03-24-10	12-09-10	735.0000	MONSANTO	53,719.81	44,487.71	-9,232.10	
TOTAL GAINS						7,821.38	306,832.21
TOTAL LOSSES						-27,201.91	-1,554,661.51
				5,038,708.85	3,771,499.02	-19,380.53	-1,247,829.30
TOTAL REALIZED GAIN/LOSS				-1,267,209.83			

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