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 Goldsmith Family Foundation, Inc.

A Employer identification number: 62-6039604

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

B Telephone number: 901-728-4600

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

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)* ▶$ 6,708,413.

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	103.	103.		Statement 1
	4 Dividends and interest from securities	70,908.	70,908.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123,291.			
	b Gross sales price for all assets on line 6a 3,452,657.				
	7 Capital gain net income (from Part IV, line 2)		123,291.		
	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	2,048.	2,048.		Statement 3
	12 **Total** Add lines 1 through 11	196,350.	196,350.		
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				
	c Other professional fees Stmt 4	74,952.	0.		0.
	17 Interest				
	18 Taxes Stmt 5	4,000.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,813.	0.		0.
	22 Printing and publications				
	23 Other expenses Stmt 6	2,507.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	84,272.	0.		0.
	25 Contributions, gifts, grants paid	243,288.			243,288.
	26 **Total expenses and disbursements.** Add lines 24 and 25	327,560.	0.		243,288.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<131,210.>			
	b **Net investment income** (if negative, enter -0-)		196,350.		
	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			
2 Savings and temporary cash investments	569,254.	1,166,126.	1,166,126.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock Stmt 7	5,025,803.	4,408,199.	5,491,388.
c Investments - corporate bonds Stmt 8	50,505.	50,505.	50,899.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other	110,478.		
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	5,756,040.	5,624,830.	6,708,413.
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 ▶ ☒ 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	5,756,040.	5,624,830.	
30 **Total net assets or fund balances**	5,756,040.	5,624,830.	
31 **Total liabilities and net assets/fund balances**	5,756,040.	5,624,830.	

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	5,756,040.
2 Enter amount from Part I, line 27a	2	<131,210.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,624,830.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,624,830.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Various Marketable Securities	P	Various	Various
b				
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	3,452,657.		3,329,366.	123,291.
b				
c				
d				
e				

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				123,291.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	123,291.
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	207,098.	5,198,966.	.039834
2008	316,626.	6,461,845.	.048999
2007	320,392.	7,780,499.	.041179
2006	303,702.	7,256,765.	.041851
2005	350,097.	7,298,529.	.047968

2 **Total** of line 1, column (d)	2	.219831
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	.043966
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,033,245.
5 Multiply line 4 by line 3	5	265,258.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,964.
7 Add lines 5 and 6	7	267,222.
8 Enter qualifying distributions from Part XII, line 4	8	243,288.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,927.
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	3,927.
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	3,927.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	17,909.		
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	17,909.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	13,982.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 13,982. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
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?	5		X
If "Yes," attach the statement required by General Instruction T			
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?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
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

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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 ▶ Community Foundation of Greater Mem Telephone no. ▶ 901-728-4600
Located at ▶ 1900 Union Avenue, Memphis, TN ZIP+4 ▶ 38104-4029

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

		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

			Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Schedule	0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,286,003.
b	Average of monthly cash balances	1b	839,119.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,125,122.
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	6,125,122.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,877.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,033,245.
6	**Minimum investment return.** Enter 5% of line 5	6	301,662.

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	301,662.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 3,927.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,927.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	297,735.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	297,735.
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	297,735.

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	243,288.
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	243,288.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	243,288.

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				297,735.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			54,710.	
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: ▶ $ 243,288.				
a Applied to 2009, but not more than line 2a			54,710.	
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				188,578.
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				109,157.
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	Prior 3 years			
	(a) 2010	(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).)

None

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

None

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

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

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

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

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

c Any submission deadlines:

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 Attached Schedule	None	Public Charity	Annual Support	243,288.
Total			▶ 3a	243,288.
b Approved for future payment				
See Attached Schedule	None	Public Charity	Annual Support	241,000.
Total			▶ 3b	241,000.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	103.	
4 Dividends and interest from securities			14	70,908.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,048.	
8 Gain or (loss) from sales of assets other than inventory			18	123,291.	
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.		196,350.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 196,350.

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [X] Yes [ ] No

b If "Yes," complete the following schedule.

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

Sign Here

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

By: K. Goldsmith President 5/16/11 ▶ 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
Mack E. McCaul, Jr.	Mack E. McCaul	5/16/11		
Firm's name ▶ Community Foundation of Greater Memphis 1900 Union Avenue			Firm's EIN ▶	
Firm's address ▶ Memphis, TN 38104-4029			Phone no. 901-728-4600	

Form 990-PF (2010)

023622
03-04-11

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

Source	Amount
Money Market Interest	103.
Total to Form 990-PF, Part I, line 3, Column A	103.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Interest & Dividends	70,908.	0.	70,908.
Total to Fm 990-PF, Part I, ln 4	70,908.	0.	70,908.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	2,048.	2,048.	
Total to Form 990-PF, Part I, line 11	2,048.	2,048.	

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Manager Fees	36,632.	0.		0.
Investment Consulting Fees	25,245.	0.		0.
Investment Custodial Fees	75.	0.		0.
Administrative Fees	13,000.	0.		0.
To Form 990-PF, Pg 1, ln 16c	74,952.	0.		0.

Form 990-PF | Taxes | Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2010 Federal Excise Tax Estimates	4,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	4,000.	0.		0.

Form 990-PF | Other Expenses | Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	2,507.	0.		0.
To Form 990-PF, Pg 1, ln 23	2,507.	0.		0.

Form 990-PF | Corporate Stock | Statement 7

Description	Book Value	Fair Market Value
Publicly Traded Stocks	4,408,199.	5,491,388.
Total to Form 990-PF, Part II, line 10b	4,408,199.	5,491,388.

Form 990-PF | Corporate Bonds | Statement 8

Description	Book Value	Fair Market Value
Corporate Bonds	50,505.	50,899.
Total to Form 990-PF, Part II, line 10c	50,505.	50,899.

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

Account Number	Symbol	Quantity	Security	Cost	Market Price	Market Value
671-485667	A	915 00	Agilent Technologies Inc	30,601 11	41.43	37,908 45
671-485667	AA	2,465.00	Alcoa Inc	55,438.78	15.39	37,936 35
671-485667	ALL	940 00	Allstate Corp	18,226 24	31 88	29,967.20
671-485667	AMGN	555.00	Amgen Inc	26,418 36	54 90	30,469.50
671-485667	ADM	810 00	Archer-Daniels-Midland Company	24,090 99	30.08	24,364.80
671-485667	AVY	815.00	Avery Dennison Corp	30,664 14	42.34	34,507 10
671-485667	BXS	570 00	Bancorpsouth Inc	7,981.11	15.95	9,091 50
671-485667	BK	995 00	Bank Of New York Company Inc	29,794 45	30 20	30,049 00
671-485667	BA	450 00	Boeing Co	25,921 11	65 26	29,367.00
671-485667	CHK	1,150.00	Chesapeake Energy Corp	26,421 67	25.91	29,796.50
671-485667	CSCO	1,295.00	Cisco Systems Inc	29,286.57	20.23	26,197 85
671-485667	CYH	620 00	Community Health Systems Inc	15,102 98	37 37	23,169.40
671-485667	COP	555.00	ConocoPhillips	34,606.36	68.10	37,795.50
671-485667	DD	680 00	E I DuPont de Nemours & Company	32,885 85	49.88	33,918.40
671-485667	ETN	125.00	Eaton Corp	9,131 30	101.51	12,688 75
671-485667	GPS	1,320.00	Gap Inc	25,269.42	22.14	29,224.80
671-485667	GE	1,715 00	General Electric Co	-	18.29	31,367.35
671-485667	HNT	1,380.00	Health Net Inc	45,761 58	27 29	37,660.20
671-485667	IP	450 00	International Paper Co	11,472.51	27 24	12,258 00
671-485667	JPM	1,095 00	JP Morgan Chase & Co	43,418 81	42 42	46,449.90
671-485667	LPNT	910 00	Lifepoint Hospitals	32,240.29	36.75	33,442 50
671-485667	LOW	775.00	Lowes Companies	15,691 96	25 08	19,437.00
671-485667	M	1,290 00	Macys Inc	21,946.85	25.30	32,637 00
671-485667	MRO	995 00	Marathon Oil Corp	40,639.72	37 03	36,844.85
671-485667	MDT	730 00	Medtronic Inc	28,019 60	37 09	27,075 70
671-485667	MET	720.00	Metlife Inc	21,253 53	44.44	31,996 80
671-485667	PTEN	1,690.00	Patterson-Uti Energy Inc	35,924.28	21.55	36,419 50
671-485667	PFE	1,820 00	Pfizer Inc	14,052 04	17.51	31,868.20
671-485667	PNC	505 00	Pnc Financial Services Group	24,750 20	60 72	30,663.60
671-485667	PRU	505 00	Prudential Fiancial Inc	24,398.23	58.71	29,648 55
671-485667	RHB	530.00	Rehabcare Group Inc	11,891.79	23.70	12,561 00
671-485667	SWY	860.00	Safeway Inc	18,910.05	22.49	19,341 40
671-485667	TEX	1,365 00	Terex Corp	28,806 07	31.04	42,369 60
671-485667	TXN	1,210 00	Texas Instruments Inc	20,835.39	32.50	39,325 00
671-485667	TRLG	395.00	True Religion Apparel	9,044.25	22 26	8,792.70
671-485667	UNH	1,055 00	United Health Group	27,689 17	36 11	38,096.05
671-485667	VLO	1,580.00	Valero Energy Corp	32,133 07	23 12	36,529 60
671-485667	WFC	960 00	Wells Fargo & Co	27,850 36	30 99	29,750.40
671-485667	WCC	245.00	Wesco International Inc	4,474.22	52.80	12,936 00
671-485667	654902204	1,835.00	Nokia Corp -Adr	24,196.14	10.32	18,937.20
			Subtotal	987,240.55		1,152,860.20
671-485659	AMZN	125.00	Amazon.Com Inc	14,263.98	180.00	22,500 00

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 **#62-6039604**

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

Account Number	Symbol	Quantity	Security	Cost	Market Price	Market Value
671-485659	AXP	1,270 00	American Express	51,180 57	42 92	54,508.40
671-485659	AAPL	255.00	Apple Computer Inc	29,887.60	322.56	82,252 80
671-485659	CTSH	435 00	Cognizant Tech Solutions	12,787.77	73 29	31,881.15
671-485659	ECL	565 00	Ecolab Inc	24,099.49	50.42	28,487.30
671-485659	EMC	1,705 00	Emc Corp	28,162 15	22.90	39,044.50
671-485659	ESRX	1,445.00	Express Scripts Inc	50,643.47	54.05	78,102.25
671-485659	GILD	1,540.00	Gilead Sciences Inc	65,480.52	36.24	55,809.60
671-485659	GS	415 00	Goldman Sachs Group	48,489 64	168.16	69,786 40
671-485659	GOOG	120.00	Google Inc	55,710 78	593.97	71,276.40
671-485659	ISRG	153 00	Intuitve Surgical, Inc	40,083 24	257.75	39,435 75
671-485659	JEC	985 00	Jacobs Engineering Group Inc	35,818.15	45.85	45,162 25
671-485659	LLTC	1,235 00	Linear Technology Corp	37,986.02	34.59	42,718.65
671-485659	PEP	515.00	Pepsico Inc	30,523.70	65 33	33,644.95
671-485659	PRGO	785.00	Perrigo Company	47,994 02	63 33	49,714.05
671-485659	QCOM	865 00	Qualcomm Inc	36,471.48	49 49	42,808 85
671-485659	SRCL	495.00	Stericycle Inc	27,675 13	80 92	40,055 40
671-485659	USB	2,030.00	US Bancorp	46,138.24	26.97	54,749 10
671-485659	VAR	450 00	Varian Medical Systems Inc	19,054 89	69 28	31,176.00
671-485659	V	975.00	Visa Inc	66,214 02	70 38	68,620.50
			Subtotal	768,664.86		981,734.30
671-485640	UHAL	100 00	Amerco	4,229 35	96.04	9,604.00
671-485640	AMN	270.00	Ameron International	13,936.04	76.37	20,619 90
671-485640	ALC	544.00	Assisted Living Concepts Inc	16,088 36	32.53	17,696 32
671-485640	AVT	950.00	Avnet Inc	14,580.66	33 03	31,378 50
671-485640	125581801	870.00	CIT Group Inc	34,619 46	47.10	40,977.00
671-485640	COG	800 00	Cabot Oil & Gas Corp	27,689.05	37 85	30,280.00
671-485640	CASY	390.00	Caseys General Store	10,492 39	42 51	16,578.90
671-485640	DNR	1,548 00	Denbury Resources Inc	14,275.58	19.09	29,551 32
671-485640	DFS	1,450 00	Discover Financial Services	23,927.44	18 53	26,868.50
671-485640	WIRE	960.00	Encore Wire Corp	18,340 80	25 08	24,076.80
671-485640	FDO	610 00	Family Dollar Stores	23,757 34	49 71	30,323.10
671-485640	FITB	1,300.00	Fifth Third Bancorp	13,445 38	14 68	19,084.00
671-485640	FL	1,970.00	Foot Locker Inc	21,934 09	19 62	38,651 40
671-485640	HCBK	1,700 00	Hudson City Bancorp	22,846 22	12.74	21,658 00
671-485640	448579102	640 00	Hyatt Hotels Corporation	25,196 69	45.76	29,286 40
671-485640	ISBC	1,290 00	Investors Bancorp Inc	19,438.42	13 12	16,924 80
671-485640	JEF	890.00	Jefferies Group Inc	13,326 92	26 63	23,700.70
671-485640	KALU	480 00	Kaiser Aluminum Corporation	16,443 18	50.09	24,043 20
671-485640	KEY	2,040.00	Keycorp	17,371.87	8 85	18,054.00
671-485640	LUK	1,330 00	Leucadia National Corp	34,728 97	29 18	38,809.40
671-485640	MW	800.00	Mens Wearhouse Inc	18,820 80	24 98	19,984 00
671-485640	608554200	1,040 00	Molex Incorporated	15,175.45	18.87	19,624.80

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 **#62-6039604**

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

Account Number	Symbol	Quantity	Security	Cost	Market Price	Market Value
671-485640	OKE	570.00	Oneok Inc	23,667.66	55.47	31,617.90
671-485640	HK	670.00	Petrohawk Energy Corporation	16,632 75	18 25	12,227 50
671-485640	PAA	270 00	Plains All American Pipeline Inc	13,513 60	62 79	16,953 30
671-485640	PCL	820.00	Plum Creek Timber Company Inc	29,904.46	37.45	30,709 00
671-485640	RRC	410 00	Range Resources Corp	20,703 14	44.98	18,441.80
671-485640	RJF	610 00	Raymond James Financial Inc	14,438.49	32.70	19,947.00
671-485640	SLG	370 00	SL Green Realty Corp	18,462 94	67 51	24,978.70
671-485640	SCHN	450.00	Schnitzer Steel Industries Inc	13,097.27	66.39	29,875 50
671-485640	SPR	1,420 00	Spirit Aerosystems Holdings Inc	28,110.39	20.81	29,550.20
671-485640	TECD	650.00	Tech Data Corp	25,347 59	44 02	28,613.00
671-485640	TLAB	2,740.00	Tellabs Inc	19,425.02	6.78	18,577.20
671-485640	TRN	1,160.00	Trinity Industries	29,242 52	26 61	30,867 60
671-485640	UPL	360 00	Ultra Petroleum Corp	18,525.34	47.77	17,197.20
671-485640	UMBF	430.00	Umb Financial Corp	16,172.78	41.42	17,819.20
671-485640	MTN	630.00	Vail Resorts Inc	32,215 56	52.04	32,785.20
671-485640	WRB	660 00	WR Berkley Corp	17,161 59	27.38	18,070.80
671-485640	WTM	85 00	White Mountains Insurance Group Ltd	33,883 11	335.60	28,526 00
671-485640	WINN	350 00	Winn Dixie Stores Inc	5,326.30	7 17	2,513.00
			Subtotal	796,494.97		957,045.14
671-485632	AMG	165 00	Affiliated Managers Group Inc	13,689 07	99 22	16,371 30
671-485632	AKAM	385 00	Akamai Technologies	14,433 03	47 05	18,114 25
671-485632	AME	420 00	Ametek Inc	12,634 99	39 25	16,485.00
671-485632	APH	410.00	Amphenol Corp	13,827.11	52.78	21,639.80
671-485632	ANSS	415.00	Ansys Inc	11,623 94	52 07	21,609 05
671-485632	CHRW	315 00	C H Robinson Worldwide	13,462.36	80.19	25,259.85
671-485632	BCR	145 00	CR Bard Inc	12,261 84	91.77	13,306.65
671-485632	CERN	225 00	Cerner Corp	10,972.85	94.74	21,316.50
671-485632	CMG	85.00	Chipotle Mexican Grill Inc	8,388.83	212.66	18,076.10
671-485632	CHD	240 00	Church & Dwight Inc	11,575.94	69.02	16,564.80
671-485632	CTXS	310 00	Citrix Systems Inc	9,375.63	68 41	21,207.10
671-485632	COH	425 00	Coach Inc	17,276.83	55.31	23,506 75
671-485632	CTSH	405.00	Cognizant Tech Solutions	15,208.41	73.29	29,682 45
671-485632	CXO	250 00	Concho Resources Inc	17,226 78	87 67	21,917.50
671-485632	CPRT	425 00	Copart Inc	13,517.27	37.35	15,873 75
671-485632	DECK	245 00	Deckers Outdoor Corp	12,667.92	79.74	19,536.30
671-485632	XRAY	300 00	Dentsply International Inc	9,633.11	34.17	10,251.00
671-485632	DKS	630 00	Dicks Sporting Goods Inc	17,053 01	37 50	23,625 00
671-485632	DLB	185.00	Dolby Laboratories Inc	11,497 50	66 70	12,339.50
671-485632	EV	325 00	Eaton Vance Corp	11,642.42	30 23	9,824 75
671-485632	EXPD	465 00	Expeditors International Washington Inc	20,358 30	54.60	25,389 00
671-485632	FFIV	125 00	F5 Networks Inc	9,703 56	130 16	16,270 00
671-485632	FTI	255 00	FMC Technologies Inc	8,895 55	88 91	22,672 05

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

Account Number	Symbol	Quantity	Security	Cost	Market Price	Market Value
671-485632	FDS	215.00	Factset Research Systems Inc	13,456 78	93.76	20,158 40
671-485632	FAST	385.00	Fastenal Co	14,424 39	59 91	23,065 35
671-485632	FISV	215.00	Fiserv Inc	11,191 91	58 56	12,590 40
671-485632	FLIR	450 00	Flir Systems Inc	12,839 57	29.75	13,387.50
671-485632	FLS	200 00	Flowserve Corp	15,993 83	119 22	23,844.00
671-485632	GNTX	350.00	Gentex Corp	10,254 87	29.56	10,346.00
671-485632	IHS	290 00	IHS Inc	16,360 85	80.39	23,313 10
671-485632	IEX	322 00	Idex Corp	11,654 71	39 12	12,596.64
671-485632	IDXX	310.00	Idexx Labs Inc	13,147 83	69.22	21,458.20
671-485632	ICE	125 00	Intercontinental Exchange Inc	12,271 88	119.15	14,893 75
671-485632	INTU	460.00	Intuit Inc	14,524.14	49.30	22,678.00
671-485632	KNX	755.00	Knight Transportation Inc	15,627 61	19 00	14,345 00
671-485632	LKQX	645 00	LKQ Corporation	9,082.36	22.72	14,654.40
671-485632	LECO	145.00	Lincoln Electric Holdings	9,258 61	65 27	9,464 15
671-485632	MCRS	465 00	Micros Systems Inc	15,297.25	43.86	20,394.90
671-485632	ORLY	435.00	O Reilly Automotive	14,246 31	60.42	26,282 70
671-485632	OII	205.00	Oceaneering International Inc	12,135.51	73.63	15,094.15
671-485632	OIS	270.00	Oil States International Inc	11,792 15	64 09	17,304.30
671-485632	PNRA	235 00	Panera Bread Co	14,224 49	101.21	23,784.35
671-485632	RRC	295 00	Range Resources Corp	14,798 98	44.98	13,269.10
671-485632	RHAT	165.00	Red Hat Inc	6,408 56	45 65	7,532 25
671-485632	RMD	590.00	Resmed Inc	11,402.21	34.64	20,437.60
671-485632	ROP	325 00	Roper Industries Inc	16,424 59	76 43	24,839.75
671-485632	SXCI	390.00	SXC Health Solutions Corp	15,912.43	42 86	16,715 40
671-485632	SIAL	260 00	Sigma-Aldrich	12,580.24	66.56	17,305.60
671-485632	SRCL	315 00	Stericycle Inc	13,533 74	80 92	25,489 80
671-485632	STRA	80.00	Strayer Education Inc	13,392 56	152.22	12,177.60
671-485632	TSCO	580.00	Tractor Supply Co	12,939 23	48.49	28,124.20
671-485632	TRMB	455 00	Trimble Navigation Ltd	15,839 79	39 93	18,168 15
671-485632	URBN	455 00	Urban Outfitters Inc	16,144 76	35.81	16,293.55
671-485632	VAR	350.00	Varian Medical Systems Inc	17,346.30	69.28	24,248.00
			Subtotal	711,434 69		1,005,094.74
671-485624	CNI	369 00	Canadian National Railway Company	21,007.10	66.47	24,527 43
671-485624	CNQ	393.00	Canadian Natural Resources	11,797.39	44 42	17,457.06
671-485624	CCL	769 00	Carnival Corp	31,252.01	46.11	35,458 59
671-485624	455807107	1,047.00	Industrial and Commercial Bank	14,075.58	14.90	15,596 64
671-485624	H50430232	1,053 00	Logitech International S A	21,076.80	18.55	19,533.15
671-485624	LULU	117.00	Lululemon Athletica Inc	4,944 25	68 42	8,005 14
671-485624	POT	100 00	Potash Corp Sask Inc	10,089.01	154 83	15,483 00
671-485624	SLB	337 00	Schlumberger Ltd	17,692 91	83 50	28,139.50
671-485624	PCU	260.00	Southern Copper Corporation	6,582.70	48.74	12,672.40
671-485624	042068106	630.00	ARM Holdings PLC	4,220.63	20.75	13,072.50

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 **#62-6039604**

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

Account Number	Symbol	Quantity	Security	Cost	Market Price	Market Value
671-485624	02364W105	327 00	America Movil SA de CV	19,508.16	57 34	18,750.18
671-485624	045387107	1,111 00	Assa Abby AB	15,358 09	14 09	15,658.10
671-485624	055434203	208.00	BG Group PLC	17,848 94	101.45	21,102.54
671-485624	05565A202	740 00	BNP Paribas SA	27,839.73	31.94	23,632 20
671-485624	111013108	368.00	British Sky Brdcstg	11,081.14	46.09	16,962 19
671-485624	126132109	104 00	CNOOC Ltd	15,238 60	238 37	24,790 48
671-485624	138006309	420.00	Canon Inc -Adr	16,053 33	51 34	21,562 80
671-485624	1694EN103	466.00	China Merchants Holdings	16,002.55	39 49	18,403.46
671-485624	1912EP104	360 00	Coca-Cola Hellenic Bottling Company -ads	12,037 48	25 90	9,324.00
671-485624	237545108	183 00	Dassault Systemes SA	9,477 27	75 69	13,851.25
671-485624	29082A107	597 00	Embraer SA	18,986.07	29.40	17,551 80
671-485624	307305102	867.00	FANUC Limited	11,030.36	25.68	22,261.53
671-485624	343793105	1,411 00	Flysmidth & Company A/S	7,860 46	9 58	13,513.43
671-485624	358029106	420 00	Fresenius Med Care A	16,971 46	57 69	24,229.80
671-485624	41043M104	620.00	Hang Lung Properties Limited	9,347.12	23.38	14,495 79
671-485624	425883105	3,850.00	Hennes & Mauritz AB	20,363 15	6 66	25,655 63
671-485624	43858F109	817 00	Hong Kong Exchanges	6,825 35	22 68	18,528 91
671-485624	456788108	163 00	Infosys Technologies	4,493.04	76.08	12,401 04
671-485624	465562106	598 00	Itau Unibanco Banco Multiplo SA	9,290 82	24.01	14,357 98
671-485624	495724403	2,902.00	Kingfisher PLC	24,945 64	8.25	23,935 41
671-485624	500458401	921.00	Komatsu Ltd	16,736 26	30 29	27,900.87
671-485624	502441306	939 00	LVMH Moet Hennessy Louis Vuitton SA	10,392 07	33.03	31,014.04
671-485624	505861401	1,132.00	Lafarge SA	19,189 68	15 74	17,813.49
671-485624	56164U107	3,390 00	Man Group PLC	12,516.55	4 63	15,710 28
671-485624	606822104	3,043 00	Mitsubishi UFJ Financial Group	18,760 41	5 41	16,462 63
671-485624	641069406	414 00	Nestle SA	15,718.66	58 82	24,351.48
671-485624	647581107	131 00	New Oriental Education & Tech Group Inc	10,023.46	105 23	13,785.13
671-485624	66987V109	488 00	Novartis AG	26,252.21	58.95	28,767 60
671-485624	670100205	250.00	Novo-Nordisk A/S -A	10,567.16	112 57	28,142.50
671-485624	368287207	654.00	Oao Gazprom Spons -Adr	26,130 38	25 25	16,513 50
671-485624	74463M106	655 00	Publicis Groupe	14,363 53	26 16	17,134 87
671-485624	756255105	2,455 00	Reckitt Benckiser Group PLC	22,038 25	11.04	27,098 04
671-485624	78572M105	425 00	SABMiller Plc	10,728.66	35.33	15,014.83
671-485624	803054204	685.00	SAP AG	30,937 67	50.61	34,667 85
671-485624	83175M205	290 00	Smith & Nephew PLC	14,538 10	52.55	15,239 50
671-485624	879382208	333 00	Telefonica SA	24,245.52	68.42	22,783.86
671-485624	88032Q109	549 00	Tencent Holdings Limited	11,280 31	21 73	11,928 23
671-485624	881575302	1,337 00	Tesco PLC - Sponsored ADR	26,677.36	19.96	26,689.33
671-485624	881624209	624 00	Teva Pharmaceutical Industries Ltd	21,089 73	52 13	32,529.12
671-485624	892331307	306 00	Toyota Motor Corp -	30,320 71	78.63	24,060.78
671-485624	900148701	3,969 00	Turkiye Garanti Bankasi A S	17,842 44	5 08	20,167 28
671-485624	925458101	967 00	Vestas Wind Systems A/S	25,956 26	10 56	10,208.43
671-485624	928662402	438 00	Volkswagen AG	9,528 87	32.68	14,315.02
671-485624	93114W107	751 00	Wal-Mart De Mexico SA	8,217 25	28 61	21,487.61

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 **#62-6039604**

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

Account Number	Symbol	Quantity	Security	Cost	Market Price	Market Value
			Various Valuation Adjustments	-		(36.58)
			Subtotal	867,348.64		1,074,663.62
5520-0404	SCHF	4,000 00	Schwab International Equity ETF	95,704 00	27 69	110,760.00
5520-0404	SCHB	3,500 00	Schwab US Broad Market ETF	93,793 00	30 38	106,330 00
5520-0404	SCHA	3,000.00	Schwab US Small Cap ETF	87,518 40	34 30	102,900.00
			Subtotal	277,015 40		319,990.00
			Grand Total	4,408,199 11		5,491,388.00

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 #62-6039604

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

	Principal Amount	Cost or Other Basis	Market Value
General Electric Capital Corp. 5.50% due 11/15/2011	50,000	50,505	50,899
	$ 50,000	$ 50,505	$ 50,899

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

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

Part X - Minimum Investment Return

Month	Value of Cash & Equiv.	Value of Securities	Total
Beg. of Year	569,254	5,482,978	6,052,232
January	584,787	5,287,020	5,871,807
February	413,078	5,617,324	6,030,402
March	252,670	6,092,789	6,345,459
April	294,693	6,146,330	6,441,023
May	1,224,843	4,788,551	6,013,394
June	1,046,909	4,692,522	5,739,431
July	1,064,557	4,871,768	5,936,325
August	1,020,495	4,655,365	5,675,860
September	1,077,377	5,040,176	6,117,553
October	1,035,052	5,285,104	6,320,156
November	1,158,711	5,215,830	6,374,541
December	1,166,126	5,542,287	6,708,413
	10,908,552	68,718,044	79,626,596
Average	839,119	5,286,003	6,125,123

Average monthly fair market value of cash	839,119
Average monthly fair market value of securities	5,286,003
Average monthly fair market value of other assets	-
Total	6,125,122
Cash deemed held for charitable activities (1.5% of total)	(91,877)
Adjusted Total	6,033,245
Minimum investment return (5% of Adjusted total)	301,662

The Goldsmith Family Foundation, Inc.
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Part XV Supplementary Information,
Line 3a, Grants and Contributions Paid During the Year

Date	Description	Amount
03/08/2010	Access Center, Inc.	5,000.00
03/08/2010	All Faiths Food Bank Foundation, Inc.	200.00
07/12/2010	American Cancer Society, Inc.	5,000.00
03/08/2010	American Committee For Shaare Zedek Hospital In Jerusalem	750.00
03/08/2010	American Jewish Congress - Southwest Region	100.00
01/19/2010	American National Red Cross	100.00
03/08/2010	American Society For Technion-Israel Institute Of Technology	500.00
03/08/2010	Bayith Lepleitot, Inc. - Girls Town Jerusalem	100.00
04/16/2010	Boys and Girls Club of Monterey County	5,000.00
03/08/2010	Boys and Girls Club of Sarasota County, Inc.	1,500.00
06/22/2010	Boys and Girls Club of Sarasota County, Inc.	250.00
03/08/2010	Boys Town Jerusalem Foundation Of America, Inc.	100.00
05/10/2010	Charlotte Country Day School	250.00
12/14/2010	Church of Hope	365.00
03/08/2010	Cincinnati Children's Hospital Medical Center	750.00
03/08/2010	Coastal Conservation Association	100.00
09/17/2010	Coastal Conservation Association	150.00
12/14/2010	Combined Jewish Philanthropies of Boston, MA	2,500.00
05/10/2010	Community Hospice of Northeast Florida, Inc.	5,000.00
03/08/2010	Community Mobile Meals Of Sarasota County, Inc.	200.00
03/08/2010	Florida Sheriffs Youth Ranches, Inc.	100.00
03/08/2010	Florida Wildlife Federation	100.00
06/25/2010	Friends of the Levitt Pavilion Memphis, Inc.	5,000.00
03/08/2010	Friends of the Selby Public Library, Inc.	150.00
03/08/2010	Glasser-Schoenbaum Human Services Center, Inc.	150.00
03/08/2010	Gulfcoast Wonder and Imagination Zone, Inc.	150.00
03/08/2010	Hospice Education Institute, Inc.	100.00
09/07/2010	Hospice Education Institute, Inc.	(100.00)
08/11/2010	Jewish Federation of Greater Atlanta	1,000.00

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 **#62-6039604**

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

Date	Description	Amount
03/08/2010	Jewish Housing Council Foundation, Inc.	2,000.00
03/08/2010	John and Mable Ringling Museum of Art Foundation	150.00
09/17/2010	John and Mable Ringling Museum of Art Foundation	150.00
06/25/2010	Lifeblood Foundation	2,000.00
09/17/2010	Memphis Botanic Garden Foundation	15,000.00
06/25/2010	Memphis Jewish Community Center	15,000.00
07/06/2010	Memphis Jewish Federation	30,000.00
09/08/2010	Memphis Jewish Federation	30,000.00
10/14/2010	Memphis Jewish Federation	(10,000.00)
06/25/2010	Memphis Oral School for the Deaf	5,000.00
10/29/2010	Memphis University School	500.00
04/16/2010	Monterey Peninsula College	300.00
03/08/2010	Mote Marine Laboratory	150.00
09/17/2010	Mote Marine Laboratory	150.00
06/22/2010	Naval Postgraduate School Foundation, Inc.	5,000.00
04/16/2010	Oak Park School	1,500.00
12/14/2010	Oak Park School	250.00
06/22/2010	Pace Academy (Atlanta, GA)	5,000.00
06/22/2010	Palms Presbyterian Church	4,000.00
03/08/2010	Planned Parenthood Of Southwest And Central Florida, Inc.	500.00
05/10/2010	Ronald McDonald House	4,000.00
03/08/2010	Safe Place and Rape Crisis Center of Sarasota, Inc.	100.00
03/08/2010	Sarasota-Manatee Jewish Federation	7,500.00
03/08/2010	Senior Friendship Centers, Inc.	100.00
03/08/2010	Sierra Club Foundation	100.00
03/08/2010	SPCA of Monterey County	2,000.00
03/08/2010	St. Mary's Home for Disabled Children	5,000.00
12/14/2010	St. Mary's Home for Disabled Children	5,000.00
03/08/2010	Temple Beth Israel - Longboat Key, FL	2,590.00
06/25/2010	Temple Israel	40,000.00

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 #62-6039604

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

Date	Description	Amount
09/07/2010	Temple Israel	10,000.00
10/29/2010	Temple Israel	773.00
06/22/2010	Temple Israel (Brotherhood)	500.00
09/07/2010	Temple Sinai	960.00
08/11/2010	The Cultural Center at Ponte Vedra Beach, Inc.	1,000.00
09/17/2010	The Foundation for Tomorrow	3,000.00
03/08/2010	United Way of Sarasota County, Inc.	7,000.00
06/25/2010	United Way of the Mid-South	12,000.00
03/08/2010	W.E.D.U. Channel #3	100.00
04/16/2010	Word Jewish Congress Foundation	100.00
03/08/2010	World Wildlife Fund, Inc.	100.00
03/08/2010	YMCA Foundation Of Sarasota, Inc.	150.00
	Total	243,288.00

The Goldsmith Family Foundation, Inc.
Form 990 PF Return of Private Foundation
Year Ended December 31, 2010 **#62-6039604**

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

Amount Payable in 2011	Description	Balance Payable
5,000.00	American Cancer Society, Inc. (Memphis Hope Lodge)	5,000.00
2,000.00	Jewish Housing Council Foundation, Inc. (Sarasota, FL)	6,000.00
15,000.00	Memphis Botanic Garden Foundation, Inc.	15,000.00
3,000.00	Memphis College of Art	15,000.00
15,000.00	Memphis Jewish Community Center	55,000.00
5,000.00	Memphis Oral School for the Deaf	5,000.00
5,000.00	St. Mary's Home for Disabled Children (Norfolk, VA)	20,000.00
40,000.00	Temple Israel	120,000.00
-		-
$ 90,000.00		$ 241,000.00