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: J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION

A Employer identification number: 77-0559337

Number and street (or P O box number if mail is not delivered to street address): 570 UNIVERSITY TERRACE | Room/suite

B Telephone number: –

City or town, state, and ZIP code: LOS ALTOS, CA 94022

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: [X] 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) ▶$ 2,295,999.

J Accounting method: [X] 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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6.	6.		STATEMENT 1
	4 Dividends and interest from securities	88,202.	88,202.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,227.			
	b Gross sales price for all assets on line 6a 665,479.				
	7 Capital gain net income (from Part IV, line 2)		5,227.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	93,435.	93,435.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,100.	0.		0.
	c Other professional fees STMT 4	10,848.	10,848.		0.
	17 Interest				
	18 Taxes STMT 5	265.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	353.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,566.	10,848.		0.
	25 Contributions, gifts, grants paid	92,500.			92,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	108,066.	10,848.		92,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-14,631.			
	b **Net investment income** (if negative, enter -0-)		82,587.		
	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	3,977.	13,293.	13,293.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,772,000.	1,748,053.	2,282,706.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,775,977.	1,761,346.	2,295,999.
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** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,775,977.	1,761,346.	
	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			
	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**	1,775,977.	1,761,346.	
	31 **Total liabilities and net assets/fund balances**	1,775,977.	1,761,346.	

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	1,775,977.
2 Enter amount from Part I, line 27a	2	-14,631.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,761,346.
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	1,761,346.

Form **990-PF** (2010)

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10520309 794095 145702.0 2010.03010 J.W. & H.M. GOODMAN FAMILY 14570201

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 ATTACHMENT A	P	VARIOUS	VARIOUS
b	SEE ATTACHMENT A	P	VARIOUS	VARIOUS
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	15,456.		16,473.	-1,017.
b	650,023.		643,779.	6,244.
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				-1,017.
b				6,244.
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	5,227.
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	111,335.	1,910,642.	.058271
2008	115,952.	2,230,232.	.051991
2007	88,500.	2,609,098.	.033920
2006	77,595.	1,788,375.	.043389
2005	81,190.	1,620,289.	.050108

2 **Total** of line 1, column (d)	2	.237679
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	.047536
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,159,441.
5 Multiply line 4 by line 3	5	102,651.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	826.
7 Add lines 5 and 6	7	103,477.
8 Enter qualifying distributions from Part XII, line 4	8	92,500.

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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	1,652.
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	1,652.
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	1,652.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 800.		
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	800.
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	852.
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** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.GOODMANFAMILYFOUNDATION.ORG

14 The books are in care of ▶ MICHELE A GOODMAN Telephone no. ▶ -
Located at ▶ 1001 NW LOVEJOY STREET #1510, PORTLAND, OR ZIP+4 ▶ 97209

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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	2,171,595.
b	Average of monthly cash balances	1b	20,731.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,192,326.
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	2,192,326.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,885.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,159,441.
6	**Minimum investment return.** Enter 5% of line 5	6	107,972.

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	107,972.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 1,652.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,652.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,320.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	106,320.
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	106,320.

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	92,500.
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	92,500.
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	92,500.

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				106,320.
2 Undistributed income, if any as of the end of 2010				
a Enter amount for 2009 only			89,902.	
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: ▶ $ 92,500.				
a Applied to 2009, but not more than line 2a			89,902.	
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				2,598.
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				103,722.
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				

Form **990-PF** (2010)

023581
12-07-10

10520309 794095 145702.0 2010.03010 J.W. & H.M. GOODMAN FAMILY 14570201

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 ▶ ☐ 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:

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total			▶ 3a	92,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

023611 12-07-10

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	6.	
4 Dividends and interest from securities			14	88,202.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,227.	
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.		93,435.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 93,435.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Joseph W. Goodman | 5/6/2011 | 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
CAROLYN R. AMSTER	Carolyn R. Amster	5/3/11		

Firm's name ▶ BURR PILGER MAYER, INC. Firm's EIN ▶

Firm's address ▶ 2000 UNIVERSITY AVENUE, SUITE 201 EAST PALO ALTO, CA 94303 Phone no. (650) 855-6800

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE	88,202.	0.	88,202.
TOTAL TO FM 990-PF, PART I, LN 4	88,202.	0.	88,202.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,100.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,100.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	10,848.	10,848.		0.
TO FORM 990-PF, PG 1, LN 16C	10,848.	10,848.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	265.	0.		0.
TO FORM 990-PF, PG 1, LN 18	265.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	35.	0.		0.
ADMINISTRATIVE EXPENSES	318.	0.		0.
TO FORM 990-PF, PG 1, LN 23	353.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	1,748,053.	2,282,706.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,748,053.	2,282,706.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JOSEPH W. GOODMAN	570 UNIVERSITY TERRACE LOS ALTOS, CA 94022
HON MAI GOODMAN	570 UNIVERSITY TERRACE LOS ALTOS, CA 94022

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH W. GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	PRESIDENT, CHAIRMAN 1.00	0.	0.	0.
MICHELE A. GOODMAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	EXECUTIVE DIRECTOR 16.00	0.	0.	0.
HON MAI GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	DIRECTOR 1.00	0.	0.	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.00	0.	0.	0.
MARIETTE T. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.00	0.	0.	0.
ERIC A. WAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHELE GOODMAN, JW & HM GOODMAN FAMILY CHARITABLE FOUNDATION
P.O. BOX 5756
PORTLAND, OR 97228

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE FOR APPLICATION INFORMATION - WWW.GOODMANFAMILYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR SUBMISSION DEADLINES - WWW.GOODMANFAMILYFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE ONLY TO THE SAN FRANCISCO BAY AREA IN CALIFORNIA AND THE PORTLAND AREA IN OREGON. GRANTS ARE MADE IN THE FOLLOWING AREAS OF INTEREST: ARTS & CULTURE, ENVIRONMENT, HEALTH & HUMAN SERVICES, AND EDUCATION.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS 3131 N. VANCOUVER AVENUE PORTLAND, OR 97208	NONE OREGON TRAIL CHAPTER'S TRANSPORTATION PROGRAM	EXEMPT	5,000.
CAMP FIRE USA PORTLAND METRO COUNCIL 619 SW 11TH AVENUE, SUITE 234 PORTLAND, OR 97205	NONE SCHOOL BASED LITERACY CURRICULUM	EXEMPT	5,000.
COMPASS COMMUNITY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	NONE SALARY OF PRE-SCHOOL COORDINATOR	EXEMPT	2,500.
IMPACT NORTHWEST 4610 SE BELMONT STREET PORTLAND, OR 97292	NONE SENIORS AND ADULTS WITH DISABILITIES SERVICE	EXEMPT	5,000.
LOAVES & FISHES CENTERS 7710 SW 31ST AVENUE PORTLAND, OR 97280	NONE ONSITE DINING PROJECT	EXEMPT	5,000.
METROPOLITAN FAMILY SERVICE 1808 SE BELMONT STREET PORTLAND, OR 97214	NONE PROJECT LINKAGE	EXEMPT	5,000.
OPAL CREEK ANCIENT FOREST CENTER 1220 SW MORRISON, SUITE 512 PORTLAND, OR 97205	NONE SUPPORT FOR STEWARDSHIP ACTIVITIES	EXEMPT	5,000.
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON STREET PORTLAND, OR 97209	NONE STOP-MOTION ANIMATION STUDIO	EXEMPT	5,000.

PETS ARE WONDERFUL SUPPORT (PAWS) 3170 23RD STREET SAN FRANCISCO, CA 94110	NONE SENIOR PROGRAM	EXEMPT	5,000.
READING PARTNERS 106 LINDEN STREET, #202 OAKLAND, CA 94607	NONE GENERAL OPERATING SUPPORT	EXEMPT	5,000.
RECORDING FOR THE BLIND & DYSLEXIC, N. CA UNIT 2445 FABER PLACE, SUITE 103 PALO ALTO, CA 94306	NONE NEW RECORDING BOOTH	EXEMPT	5,000.
SOLV 5193 NE ELAM YOUNG PARKWAY, SUITE B HILLSBORO, OR 97124	NONE ABERNATHY CREEK RESTORATION PROJECT	EXEMPT	5,000.
THE ARTS COUNCIL OF PENDLETON 214 NORTH MAIN STREET PENDLETON, OR 97801	NONE DIGITAL ARTS SOFTWARE PURCHASE	EXEMPT	5,000.
THE ELIZABETH BOWERS ZAMBIA EDUCATION FUND P.O. BOX 294 SALEM, OR 97308	NONE TECHNOLOGY FOR LIBRARY	EXEMPT	5,000.
THE LIBRARY FOUNDATION 620 SW FIFTH AVENUE, SUITE 1025 PORTLAND, OR 97204	NONE RAISING A READER PROGRAM	EXEMPT	5,000.
THE WILD SALMON CENTER 721 NW NINTH AVENUE, SUITE 300 PORTLAND, OR 97209	NONE OREGON NORTH COAST INITIATIVE	EXEMPT	5,000.
WILLAMETTE RIVERKEEPER 1515 SE WATER AVE., #102 PORTLAND, OR 97214	NONE COMMUNITY WATERSHED STEWARDSHIP PROJECT	EXEMPT	5,000.
WOMEN'S AUDIO MISSION (WAM) 1890 BRYANT STREET, SUITE 312 SAN FRANCISCO, CA 94110	NONE WEBSITE DESIGN AND TRAINING FOR MIDDLE SCHOOL GIRLS	EXEMPT	5,000.

YWCA OF GREATER PORTLAND 1111 SW 10TH AVENUE PORTLAND, OR 97205	NONE SENIOR SERVICES PROGRAMS	EXEMPT	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			92,500.

J.W. & H.M. Goodman Family Charitable Foundation
FEIN # 77-0559337
Attachment A

Short Term

Description	Shares	Date acquired	Date sold	Cost	Proceeds	Gain/loss
COLUMBIA MGMT INTL VALUE Z	56 045	12/21/2009	1/19/2010	1,043.47	826 10	-217.37
UNIFIED SER TR BECKER VAL EO FD	65.039	1/4/2010	1/4/2010	768 76	768 76	0.00
JANUS OVERSEAS FD T	118 737	10/13/2009	7/22/2010	5,919 14	5,220 87	-698 27
JANUS OVERSEAS FD T	5.922	12/23/2009	7/22/2010	295 22	260 39	-34.83
OAKMARKFDS OAKMARK INTL	175.85	1/20/2010	7/22/2010	3,012 31	3,000 00	-12 31
T ROWE PRICE INTL EMERG MKTS STK	167.448	10/15/2009	7/22/2010	5,111 77	5,060.28	-51 49
T ROWE PRICE INTL EMERG MKTS STK	10 563	12/18/2009	7/22/2010	322.46	319 21	-3 25
Short Term Totals				**16,473.13**	**15,455.61**	**-1,017.52**

Long Term

Description	Shares	Date acquired	Date sold	Cost	Proceeds	Gain/loss
COLUMBIA MGMT INTL VALUE Z	239 584	12/12/2001	1/19/2010	4,460.66	3,531.47	-929.19
COLUMBIA MGMT INTL VALUE Z	58 454	12/28/2001	1/19/2010	1,088 32	861 61	-226 71
COLUMBIA MGMT INTL VALUE Z	23.148	5/22/2002	1/19/2010	430.97	341.20	-89.77
COLUMBIA MGMT INTL VALUE Z	0 029	11/22/2002	1/19/2010	0.55	0.43	-0.12
COLUMBIA MGMT INTL VALUE Z	63.181	12/30/2002	1/19/2010	1,176 31	931.29	-245 02
COLUMBIA MGMT INTL VALUE Z	50 395	12/30/2003	1/19/2010	938.28	742 82	-195 46
COLUMBIA MGMT INTL VALUE Z	171.15	11/24/2004	1/19/2010	3,186.53	2,522.75	-663 78
COLUMBIA MGMT INTL VALUE Z	65.397	12/31/2004	1/19/2010	1,217.58	963.95	-253.63
COLUMBIA MGMT INTL VALUE Z	190 474	5/20/2005	1/19/2010	3,546 31	2,807.59	-738.72
COLUMBIA MGMT INTL VALUE Z	379.61	12/23/2005	1/19/2010	7,067.72	5,595.45	-1,472 27
COLUMBIA MGMT INTL VALUE Z	270 202	6/20/2006	1/19/2010	5,030.71	3,982.78	-1,047.93
COLUMBIA MGMT INTL VALUE Z	289 597	12/22/2006	1/19/2010	5,391.81	4,268.66	-1,123 15
COLUMBIA MGMT INTL VALUE Z	241.145	6/21/2007	1/19/2010	4,489.73	3,554 48	-935.25
COLUMBIA MGMT INTL VALUE Z	764.891	12/24/2007	1/19/2010	14,241.00	11,274 49	-2,966.51
COLUMBIA MGMT INTL VALUE Z	284.525	6/19/2008	1/19/2010	5,297.39	4,193 90	-1,103 49
COLUMBIA MGMT INTL VALUE Z	231.499	12/22/2008	1/19/2010	4,310 12	3,412.30	-897 82
DODGE & COX STK FD COM	49 736	12/6/2006	1/19/2010	6,277.94	4,982.01	-1,295.93
DODGE & COX STK FD COM Wash Sale Adj	1.881	12/22/2009	1/19/2010	(49 01)	-	49 01
METRO WEST FDS TOT RET BD CL	1,483 68	10/19/2006	1/20/2010	14,132 70	14,982 01	849 31
PIMCO TOTAL RET FD INSTL	1,369 86	1/24/2008	1/20/2010	14,679 80	14,982.01	302.21
PRIMECAP ODYSSEY FDS GR FD	1,088 53	12/6/2006	1/19/2010	15,121 11	14,982.01	-139.10
PRIMECAP ODYSSEY FDS GR FD Wash Sale Adj	15 249	12/21/2009	1/19/2010	(1 95)	-	1.95
PRIMECAP ODYSSEY FDS STK FD	1,176 47	12/7/2006	1/21/2010	15,941.03	14,982 01	-959 02
UNIFIED SER TR BECKER VAL EO FD	415 282	10/15/2008	1/19/2010	3,886 52	5,000 00	1,113 48
WASATCH ADVISORS FDS INC HOISINGTON US TREAS FD	348 675	7/17/2008	1/19/2010	4,983.59	5,000 00	16 41
METRO WEST FDS TOT RET BD CL I	4,863 813	10/19/2006	4/19/2010	46,368 05	49,982 01	3,613 96

J.W. & H.M. Goodman Family Charitable Foundation
FEIN # 77-0559337
Attachment A

Long Term

Description	Shares	Date acquired	Date sold	Cost	Proceeds	Gain/loss
PIMCO TOTAL RET FD INSTL	4,508.566	1/24/2008	4/19/2010	48,324 23	49,982 01	1,657.78
PIMCO FUNDS INVST GRD CORP BD INSTL	4,436 557	1/14/2009	4/19/2010	45,465 93	49,982 01	4,516 08
WASATCH ADVISORS FOS INC HOISINGTON US TREAS FD	354.862	7/17/2008	4/19/2010	5,070.81	5,000.00	-70.81
WASATCH ADVISORS FDS INC HOISINGTON US TREAS FD	95 455	4/1/2010	4/19/2010	(19 05)	-	19 05
ARTISAN FDS INC SMALL CAP VALUE FD	1,432 665	7/17/2008	6/9/2010	18,684 32	20,000 00	1,315 68
ARTISAN FDS INC MID CAP VALUE FD	575 043	10/17/2007	6/9/2010	10,635.95	10,000 00	-635 95
DODGE & COX FDS INTL STK FD	93.252	5/24/2004	6/9/2010	3,018.24	2,618.46	-399.78
DODGE & COX FDS INTL STK FD	31 597	12/31/2004	6/9/2010	1,022 68	887.23	-135 45
DODGE & COX FDS INTL STK FD	44.941	12/30/2005	6/9/2010	1,454.58	1,261 92	-192 66
DODGE & COX FDS INTL STK FD	185.702	12/7/2006	6/9/2010	6,010.52	5,214 40	-796 12
PIMCO TOTAL RET FD INSTL	374.034	1/24/2008	6/9/2010	4,009 80	4,160 49	150 69
PIMCO TOTAL RET FD INSTL	21 742	1/31/2008	6/9/2010	233 09	241 85	8 76
PIMCO TOTAL RET FD INSTL	102.004	2/29/2008	6/9/2010	1,093 53	1,134.62	41.09
PIMCO TOTAL RET FD INSTL	88.208	3/31/2008	6/9/2010	945.63	981.16	35 53
PIMCO TOTAL RET FD INSTL	96.749	4/30/2008	6/9/2010	1,037.18	1,076.17	38.99
PIMCO TOTAL RET FD INSTL	101.477	5/30/2008	6/9/2010	1,087 89	1,128.76	40 87
PIMCO TOTAL RET FD INSTL	99.706	6/30/2008	6/9/2010	1,068.88	1,109.06	40.18
PIMCO TOTAL RET FD INSTL	193 279	7/17/2008	6/9/2010	2,072 04	2,149.90	77 86
T ROWE PRICE INTL EMERG MKTS STK	363 372	4/20/2006	6/9/2010	11,092 85	9,982.01	-1,110 84
ARTISAN FDS INC INTL FD	157.315	10/10/2001	7/22/2010	3,137.11	3,000.00	-137 11
ARTISAN FDS INC INTL VAL FD	128.811	1/14/2009	7/22/2010	2,249.03	3,000.00	750.97
DODGE & COX FDS INTL STK FD	97 087	12/7/2006	7/22/2010	3,142.36	2,982 01	-160 35
JANUS OVERSEAS FD T	436.24	12/7/2006	7/22/2010	21,746.96	19,181 47	-2,565 49
JANUS OVERSEAS FD T	13.032	12/15/2006	7/22/2010	649.66	573.02	-76.64
JANUS OVERSEAS FD T	838.082	10/17/2007	7/22/2010	41,779.15	36,850.47	-4,928 68
JANUS OVERSEAS FD T	188.082	12/14/2007	7/22/2010	9,376.06	8,269.96	-1,106.10
JANUS OVERSEAS FD T	84.17	12/12/2008	7/22/2010	4,195.95	3,700.96	-494.99
JANUS OVERSEAS FD T	10.17	6/25/2009	7/22/2010	506.99	447.17	-59.82
ROYCE VALUE PLUS FD SERVICE CL	2,712 462	12/7/2006	7/22/2010	36,147 06	30,271 08	-5,875 98
ROYCE VALUE PLUS FD SERVICE CL	417 32	12/7/2007	7/22/2010	5,561.32	4,657 29	-904 03
ROYCE VALUE PLUS FD SERVICE CL	147 785	12/9/2008	7/22/2010	1,969.43	1,649 28	-320 15
T ROWE PRICE INTL EMERG MKTS STK	1,290.067	4/20/2006	7/22/2010	39,382.55	38,985.82	-396.73
T ROWE PRICE INTL EMERG MKTS STK	76.069	12/20/2006	7/22/2010	2,322.19	2,298.81	-23 38
T ROWE PRICE INTL EMERG MKTS STK	136.962	12/19/2007	7/22/2010	4,181.11	4,138 99	-42 12
T ROWE PRICE INTL EMERG MKTS STK	68 095	12/17/2008	7/22/2010	2,078.78	2,057.83	-20.95
WASATCH FDS INC FMIEX 1ST SOURCE INCOME EQUITY I	3,746 296	VAR	10/12/2010	40,773 95	48,477 07	7,703.12
FIDELITY ADVISOR SER I SMALL CAP FD INSTL	1,908 641	VAR.	10/13/2010	31,885 98	48,766 87	16,880 89

J.W. & H.M. Goodman Family Charitable Foundation
FEIN # 77-0559337
Attachment A

Long Term

Description	Shares	Date acquired	Date sold	Cost	Proceeds	Gain/loss
LORD ABBETT LIMITED DURATION USG & GSEI	2,141 328	VAR	10/25/2010	9,851 92	9,982.01	130 09
ARTISAN FDS INC MID CAP VALUE FD	258 131	VAR	10/25/2010	4,774.36	5,000 00	225 64
METRO WEST FDS LOW DUR BD CL I	1,162 791	VAR	10/25/2010	10,610 20	9,982 01	-628 19
ARTISAN FDS INC SMALL CAP VALUE FD	321 337	VAR	10/25/2010	4,190 77	5,000 00	809.23
PIMCO LOW DURATION FD INSTL	933.707	VAR	10/25/2010	9,555 78	9,982 01	426 23
VANGUARD FD INC CAP OPPRTN PTF	324.675	VAR.	10/25/2010	8,187.91	9,982.01	1,794 10
Long Term Totals				**643,779.45**	**650,023.42**	**6,243.97**
Grand Total				**660,252.58**	**665,479.03**	**5,226.45**