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

2010

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

For calendar year 2010, or tax year beginning APR 1, 2010, and ending MAR 31, 2011

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 GOEL FOUNDATION		A Employer identification number 77-0269072		
Number and street (or P.O. box number if mail is not delivered to street address) 98 RIDGEVIEW DRIVE		Room/suite		
City or town, state, and ZIP code ATHERTON, CA 94027				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 7,659,155. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
Part II: 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)
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B interest on savings and temporary cash investments				
3 Dividends and interest from securities	23,905.	23,905.		STATEMENT 1
5a Gross rents	151,962.	151,962.		STATEMENT 2
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 3,317,804.	248,346.			
7 Capital gain net income (from Part IV, line 2)		248,346.		
8 Net short-term capital gain				
9 Income modifications Gross sales less returns and allowances				
10a b Less. Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,132.	1,132.		STATEMENT 3
12 Total. Add lines 1 through 11	425,345.	425,345.		
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 4	8,163.	4,082.		4,081.
c Other professional fees STMT 5	37,499.	37,499.		0.
17 Interest	836.	836.		0.
18 Taxes STMT 6	10,000.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	3,712.	3,712.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	60,210.	46,129.		4,081.
25 Contributions, gifts, grants paid	376,000.			376,000.
26 Total expenses and disbursements. Add lines 24 and 25	436,210.	46,129.		380,081.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements <10,865.				
b Net investment income (if negative, enter -0-) 379,216.				
c Adjusted net income (if negative, enter -0-) N/A				

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	1,947,893.	317,133.	317,133.
	2	Savings and temporary cash investments			
	3	Accounts receivable ► 1,956,750.	1,000,000.	1,956,750.	1,956,750.
		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 STMT 8	931,862.	248,091.	262,339.
	b	Investments - corporate stock STMT 9	2,997,311.	4,343,818.	5,122,933.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less: accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	<409.►		
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	6,876,657.	6,865,792.	7,659,155.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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.	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,876,657.	6,865,792.	
	30	Total net assets or fund balances	6,876,657.	6,865,792.	
	31	Total liabilities and net assets/fund balances	6,876,657.	6,865,792.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,876,657.
2	Enter amount from Part I, line 27a	2	<10,865.>
3	Other Increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	6,865,792.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,865,792.

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 STATEMENT D-1		P	VARIOUS	VARIOUS
b SEE STATEMENT D-1		P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	VARIOUS
d K-1		P	VARIOUS	VARIOUS
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 1,388,561.		1,330,805.	57,756.	
b 1,929,243.		1,743,289.	185,954.	
c			4,652.	
d			<16.>	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(I) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			57,756.	
b			185,954.	
c			4,652.	
d			<16.>	
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	248,346.
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	340,520.	7,159,403.	.047563
2008	395,329.	7,230,161.	.054678
2007	370,270.	8,173,210.	.045303
2006	368,164.	7,686,202.	.047899
2005	344,354.	7,414,917.	.046441

2 Total of line 1, column (d)	2	.241884
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	.048377
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,883,712.
5 Multiply line 4 by line 3	5	284,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,792.
7 Add lines 5 and 6	7	288,428.
8 Enter qualifying distributions from Part XII, line 4	8	380,081.

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 4,905.

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 4,905.

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 1,113.

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

1,113.

Refunded

11

0.

Part VII-A Statements Regarding Activities

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 Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b Yes 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.

1c Yes X

c Did the foundation file Form 1120-POL for this year?

1d Yes 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 Yes X

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.

3 Yes 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*

4a Yes X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 Yes 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:

6 Yes X

● 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?

7 Yes 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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

8b Yes X

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*

9 Yes 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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

10 Yes X

Part VII-A: Statements Regarding Activities (continued)

11		X
12		X
13	N/A	
14	PRABHU GOEL Located at ► 98 RIDGEVIEW DRIVE, AHERTON, CA	Telephone no. ► 408-977-7092 ZIP+4 ► 94027
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
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No") If the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
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?	1b	
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)):	1c	X
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/>	Yes X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes X 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.)	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? Yes No

N/A

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

6b

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

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

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
PRABHU GOEL 98 RIDGEVIEW DRIVE AHTERTON, CA 94027	SECRETARY 1.00	0.	0.	0.
POONAM GOEL 98 RIDGEVIEW DRIVE AHTERTON, CA 94027	PRESIDENT 1.00	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 VII**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.

1 N/A	Expenses
</	

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	4,444,464.
b Average of monthly cash balances	1b	1,528,848.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,973,312.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,973,312.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,600.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,883,712.
6 Minimum investment return. Enter 5% of line 5	6	294,186.

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	294,186.
2a Tax on investment income for 2010 from Part VI, line 5	2a	3,792.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,792.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	290,394.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	290,394.
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	290,394.

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	380,081.
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	380,081.
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	3,792.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	376,289.

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				290,394.
2 Undistributed income, if any, as of the end of 2010:			348,135.	
a Enter amount for 2009 only				
b Total for prior years: 2008, _____		5,297.		
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: ► \$ 380,081.			348,135.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		5,297.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				26,649.
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				263,745.
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 XV **Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
<i>a Paid during the year</i>				
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45277	N/A	PUBLIC CHARITY	DONOR ADVISED FUND - GRANTS TO MANY CHARITIES	376,000.
Total				376,000.
<i>b Approved for future payment</i>				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income	
		(a) Business code	(b) Amount		(c) Exclu- sion code
1 Program service revenue:					
a					
b					
c					
d					
e					
1					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	23,905.
4 Dividends and interest from securities				14	151,962.
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				18	1,132.
8 Gain or (loss) from sales of assets other than inventory				18	248,346.
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.		425,345.
13 Total. Add line 12, columns (b), (d), and (e)				13	425,345.
(See worksheet in line 13 instructions to verify calculations.)					

Part XVIB: Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

Signature of officer or trustee

Date

Title

Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	HAZEL DOLIO TAG-AT		<i>HaZel Dolio Tag-At</i>	7/13/2011	P00778203
	Firm's name ► WTAS, LLC			Firm's EIN ► 33-1197384	
	Firm's address ► 100 FIRST STREET, SUITE 1600 SAN FRANCISCO, CA 94105			Phone no. (415) 764-2700	

The Goel Foundation
 Schedule D - Capital Gains/Losses
 3/31/2011

Account	Asset	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain/Loss
MS 78F03 SHORT TERM CAPITAL GAIN/LOSS						
78F03	600 SHS Target	1/6/2010	4/26/2010	29,608.02	34,878.37	5,270.35 ST
78F03	700 SHS Monsanto	11/11/2009	4/29/2010	52,775.45	43,714.61	(9,060.84) ST
78F03	550 SHS Monsanto	8/25/2009	4/29/2010	46,701.27	34,347.20	(12,354.07) ST
78F03	1,100 SHS URS Corp	12/2/2009	5/7/2010	46,895.64	51,695.82	4,800.18 ST
78F03	2,200 SHS URS Corp	11/11/2009	5/7/2010	91,619.88	103,391.65	11,771.77 ST
78F03	900 SHS BP ADRC	12/2/2009	5/11/2010	52,908.48	43,896.40	(9,012.08) ST
78F03	3,000 SHS Adobe Sys Inc	2/19/2010	6/28/2010	102,119.70	86,710.53	(15,409.17) ST
78F03	1,400 SHS HSBC Holdings PLC ADR	11/11/2009	9/2/2010	84,351.12	70,113.75	(14,237.37) ST
78F03	2,100 SHS Baxter Internations Inc	12/2/2009	9/3/2010	116,962.44	92,107.38	(24,855.06) ST
78F03	2,300 SHS Intuit	5/11/2010	9/3/2010	83,220.21	100,113.39	16,893.18 ST
78F03	3,000 SHS Home Depot Inc	5/11/2010	10/14/2010	107,188.80	92,938.72	(14,250.08) ST
78F03	5,700 SHS Yahoo Inc	5/11/2010	12/6/2010	93,483.99	93,126.73	(357.26) ST
78F03	500 SHS Union Pacific Corp	1/6/2010	12/13/2010	33,415.00	46,299.26	12,884.26 ST
78F03	500 SHS Lorillard Inc	5/11/2010	1/10/2011	39,966.25	38,879.49	(1,086.76) ST
78F03	1,100 SHS ITT Corp	9/3/2010	1/13/2011	50,210.05	65,935.74	15,725.69 ST
78F03	2,200 SHS ITT Corp	9/2/2010	1/13/2011	98,974.92	131,871.49	32,896.57 ST
78F03	1,500 SHS Baker Hughes Inc	5/11/2010	1/25/2011	71,173.95	91,371.94	20,197.99 ST
78F03	1,400 SHS Occidental Pete Corp	9/2/2010	3/4/2011	108,020.92	143,530.42	35,509.50 ST
78F03	500 SHS Suncor Energy Inc	2/15/2011	3/7/2011	21,209.20	23,637.90	2,428.70 ST
	TOTAL MS 78F03 STCG			1,330,805.29	1,388,560.79	57,755.50
MS 78F03 LONG TERM CAPITAL GAIN/LOSS						
78F03	400 SHS Costco	1/16/2010	4/15/2010	19,522.40	23,624.00	4,101.60 LT
78F03	1,500 SHS Costco	8/1/2008	4/15/2010	93,314.10	88,590.00	(4,724.10) LT
78F03	500 SHS Target	1/16/2009	4/26/2010	17,515.70	29,065.31	11,549.61 LT
78F03	2,100 SHS Target	8/1/2008	4/26/2010	94,548.30	122,074.29	27,525.99 LT
78F03	800 SHS 3M Co	1/16/2009	4/28/2010	45,148.80	70,806.32	25,657.52 LT
78F03	1,400 SHS 3M Co	12/5/2007	4/28/2010	117,202.96	123,911.06	6,708.10 LT
78F03	1,700 SHS BP PLC ADRC	12/10/2003	5/11/2010	77,279.96	82,915.41	5,635.45 LT
78F03	1,500 SHS Merck & Co	1/12/2004	5/11/2010	68,670.00	50,801.14	(17,868.86) LT
78F03	1,500 SHS Merck & Co	12/10/2003	5/11/2010	64,807.95	50,801.14	(14,006.81) LT
78F03	1,500 SHS Bank New York Mellon Corp	8/25/2009	9/2/2010	43,776.00	37,428.71	(6,347.29) LT
78F03	1,500 SHS Bank New York Mellon Corp	8/12/2009	9/2/2010	43,559.40	37,428.72	(6,130.68) LT
78F03	88 SHS MS Group Emerging Mrkts FD	12/31/2007	9/7/2010	369.14	1,257.49	888.35 LT
78F03	1,000 SHS Phillip Morris Intl	12/10/2003	12/13/2010	27,921.65	58,641.90	30,720.25 LT
78F03	1,850 SHS iShares S&P GSCI Commodity Inx	5/29/2009	12/20/2010	55,187.53	61,621.90	6,434.37 LT
78F03	1,850 SHS iShares S&P GSCI Commodity Inx	5/29/2009	12/21/2010	55,187.54	61,996.34	6,808.80 LT
78F03	900 SHS Lorillard Inc	6/28/2007	1/10/2011	69,967.98	69,983.09	15.11 LT
78F03	1,100 SHS Union Pacific Corp	1/16/2009	1/25/2011	44,835.89	102,286.37	57,450.48 LT
78F03	3,300 SHS Suncor Energy Inc	1/6/2010	3/7/2011	124,605.69	156,010.11	31,404.42 LT
	TOTAL MS 78F03 LTCG			1,063,420.99	1,229,243.30	165,822.31
	TOTAL MS 78F03			2,394,226.28	2,617,804.09	223,577.81
MS A1220 LONG TERM CAPITAL GAIN/LOSS						
A1220	700,000 SHS FHLB	3/22/2007	4/1/2010	679,868.00	700,000.00	20,132.00 LT
				TOTAL MS A1220 LTCG	679,868.00	700,000.00
						20,132.00
				TOTAL STCG	1,330,805.29	1,388,560.79
						57,755.50
				TOTAL LTCG	1,743,288.99	1,929,243.30
						185,954.31

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

SOURCE	AMOUNT
K-1 INTEREST INCOME	6.
K-1 US TREASURIES	128.
MORGAN STANLEY ACCOUNT DEPOSIT INTEREST	1,752.
MORGAN STANLEY ACCOUNT INTEREST	8,894.
MORGAN STANLEY ACCOUNT/US TREASURIES	13,125.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,905.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY #78F03 DIVIDENDS	151,962.	0.	151,962.
TOTAL TO FM 990-PF, PART I, LN 4	151,962.	0.	151,962.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 ORDINARY GAIN	1,127.	1,127.	
OTHER INCOME	5.	5.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,132.	1,132.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,163.	4,082.		4,081.
TO FORM 990-PF, PG 1, LN 16B	8,163.	4,082.		4,081.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY FEES	37,499.	37,499.		0.
TO FORM 990-PF, PG 1, LN 16C	37,499.	37,499.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,000.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS INVESTMENT EXPENSE	3,712.	3,712.		0.
TO FORM 990-PF, PG 1, LN 23	3,712.	3,712.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US T-NOTE 7.12	X		248,091.	262,339.
TOTAL U.S. GOVERNMENT OBLIGATIONS			248,091.	262,339.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			248,091.	262,339.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY #78F03	4,343,818.	5,122,933.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,343,818.	5,122,933.

**Election to Avoid the "Additional" Excise
Tax for Failure to Distribute Income**

The Goel Foundation

EIN 77-0269072

98 Ridgeview Drive

Atherton, CA 94027

Form 990-PF, Tax Year Ending 03/31/2011

Pursuant to Code Sec. 4942(h) and Reg § 53.4942(a)-3(d)(2) the foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of undistributed income from the tax year 2008 in the following amount:

Tax Year	Amount
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2008	\$5,297
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/s/

