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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
THE JOHN N. GODDARD FOUNDATION, INC.

A Employer identification number
58-2314424

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
87 WEST PACES FERRY ROAD, N.W.

B Telephone number
404-574-6540

City or town, state, and ZIP code
ATLANTA, GA 30305

C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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)* ▶$ 3,669,329.

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	0.		N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,171.	1,171.		STATEMENT 1
4	Dividends and interest from securities	57,220.	57,220.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	48,321.			
b	Gross sales price for all assets on line 6a 1,203,698.				
7	Capital gain net income (from Part IV, line 2)		48,321.		
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	3,759.	3,759.		STATEMENT 3
12	**Total.** Add lines 1 through 11	110,471.	110,471.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	16,500.	8,250.		8,250.
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	2,480.	1,240.		1,240.
b	Accounting fees STMT 5	7,530.	3,765.		3,765.
c	Other professional fees STMT 6	19,964.	19,964.		0.
17	Interest				
18	Taxes STMT 7	4,357.	2,552.		1,445.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	723.	28.		695.
24	**Total operating and administrative expenses.** Add lines 13 through 23	51,554.	35,799.		15,395.
25	Contributions, gifts, grants paid	207,000.			207,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	258,554.	35,799.		222,395.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<148,083.>			
b	**Net investment income** (if negative, enter -0-)		74,672.		
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	51,882.	70,040.	70,040.
	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 9	1,935,131.	1,803,258.	2,045,974.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	1,943,643.	1,909,275.	1,553,315.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,930,656.	3,782,573.	3,669,329.
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	3,930,656.	3,782,573.	
	30	**Total net assets or fund balances**	3,930,656.	3,782,573.	
	31	**Total liabilities and net assets/fund balances**	3,930,656.	3,782,573.	

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	3,930,656.
2	Enter amount from Part I, line 27a	2	<148,083.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,782,573.
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	3,782,573.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,203,698.		1,155,377.	48,321.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				48,321.

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 48,321.

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))
2010	180,977.	3,733,332.	.048476
2009	197,730.	3,378,834.	.058520
2008	233,225.	4,150,060.	.056198
2007	165,734.	5,184,283.	.031969
2006	183,454.	3,503,952.	.052356

2	Total of line 1, column (d)	2	.247519
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	.049504
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,865,823.
5	Multiply line 4 by line 3	5	191,374.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	747.
7	Add lines 5 and 6	7	192,121.
8	Enter qualifying distributions from Part XII, line 4	8	222,395.

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	747.
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	747.
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	747.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,878.		
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	6,878.
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	6,131.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 6,131. **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)? *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.*	1b		X
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) ▶ GA			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BLAIN A. ALLEN Telephone no. ▶404-574-6542

Located at ▶87 WEST PACES FERRY ROAD, N.W., ATLANTA, GA ZIP+4 ▶30305

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 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	4b		X

Form **990-PF** (2011)

123541
12-02-11

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 11		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

Form **990-PF** (2011)

123551
12-02-11

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.

Form **990-PF** (2011)

123561
12-02-11

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	2,290,573.
b	Average of monthly cash balances		1b	92,901.
c	Fair market value of all other assets		1c	1,541,219.
d	**Total** (add lines 1a, b, and c)		1d	3,924,693.
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	3,924,693.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	58,870.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	3,865,823.
6	**Minimum investment return**. Enter 5% of line 5		6	193,291.

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	193,291.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 747.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	747.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	192,544.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	192,544.
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	192,544.

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	222,395.
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	222,395.
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	747.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	221,648.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				192,544.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			166,771.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ______				
b From 2007 ______				
c From 2008 ______				
d From 2009 ______				
e From 2010 ______				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 222,395.				
a Applied to 2010, but not more than line 2a			166,771.	
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 2011 distributable amount				55,624.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				136,920.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007 ______				
b Excess from 2008 ______				
c Excess from 2009 ______				
d Excess from 2010 ______				
e Excess from 2011 ______				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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:

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*				
ANGEL FLIGHT OF GEORGIA 2000 AIRPORT RD, SUITE 227 ATLANTA, GA 30341		PUBLIC	GENERAL	5,000.
ATLANTA BELTLINE INC 86 PRYOR STREET, STE 200 ATLANTA, GA 30303		PUBLIC	GENERAL	100,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD ATLANTA, GA 30305		PUBLIC	GENERAL	4,000.
CHARLOTTE COUNTRY DAY 1440 CARMEL ROAD CHARLOTTE, NC 28226-5096		PUBLIC	EDUCATIONAL	1,000.
CHILDRENS HEALTHCARE OF ATLANTA 1680 TULLIE CIRCLE NE ATLANTA, GA 30329-2321		PUBLIC	GENERAL	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	207,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	1,171.	
4 Dividends and interest from securities			14	57,220.	
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	3,759.	
8 Gain or (loss) from sales of assets other than inventory			18	48,321.	
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.		110,471.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 110,471.

(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).

123621
12-02-11

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) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 9-26-12 Date | ▶ VICE CHAIRMAN Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLA P. BROWNLEE	Willa P. Brownlee	9/25/12		P00746452

Firm's name ▶ CARR, RIGGS & INGRAM,LLC   Firm's EIN ▶ 72-1396621

Firm's address ▶ 4360 CHAMBLEE DUNWOODY RD., SUITE 420
ATLANTA, GA 30341

Phone no. 770-457-6606

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
GENESIS SHELTER P O BOX 54840 ATLANTA, GA 30357-0795		PUBLIC	GENERAL	3,000.
LOVETT SCHOOL 4075 PACES FERRY ROAD, NW ATLANTA, GA 30327-3099		PUBLIC	EDUCATIONAL	50,000.
MUSEUM OF CONTEMPORARY ART OF GEORGIA 75 BENNETT STREET STE A2 ATLANTA, GA 30309		PUBLIC	EDUCATIONAL	5,000.
PATS PLACE CHILD ADVOCACY CENTER 1819 EAST BOULEVARD CHARLOTTE, NC 28203		PUBLIC	EDUCATIONAL	5,000.
SHEPHERD CENTER 2020 PEACHTREE ROAD ATLANTA, GA 30309-1465		PUBLIC	GENERAL	5,000.
TRUST FOR PUBLIC LAND 600 W PEACHTREE ST, NW, STE 1840 ATLANTA, GA 30308		PUBLIC	GENERAL	4,000.
YOUTH SYMPHONY OF COASTAL GEORGIA P O BOX 603 BRUNSWICK, GA 31521		PUBLIC	GENERAL	10,000.
TRINITY SCHOOL 4301 NORTHSIDE PARKWAY, N.W. ATLANTA, GA 30327		PUBLIC	EDUCATIONAL	5,000.
Total from continuation sheets				87,000.

123631 08-03-11

CONTINUATION FOR 990-PF, PART IV

THE JOHN N. GODDARD FOUNDATION, INC. 58-2314424 PAGE 1 OF 1

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	HOMRICH & BERG #9857-SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	HOMRICH & BERG #9857-SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	SCHWAB ADJUSTMENT TO BASIS	P	VARIOUS	12/31/11
d	SHORT TERM FROM INVESTMENT PARTNERSHIPS	P	VARIOUS	12/31/11
e	LONG TERM FROM INVESTMENT PARTNERSHIPS	P	VARIOUS	12/31/11
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	742,633.		590,370.	152,263.
b	449,343.		483,111.	<33,768.>
c			65,565.	<65,565.>
d			81.	<81.>
e			16,250.	<16,250.>
f	11,722.			11,722.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				152,263.
b				<33,768.>
c				<65,565.>
d				<81.>
e				<16,250.>
f				11,722.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	48,321.
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

Homrich Berg
REALIZED GAINS AND LOSSES
The John N. Goddard Foundation, Inc
John Alston and Robert Edge auth agent
8068-9857
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Long Term
4/27/2010	1/27/2011	1228	Caldwell & Orkin Market Opportunity	24,101	23,753	(348)	
4/28/2010	1/27/2011	1274	Caldwell & Orkin Market Opportunity	25,000	24,651	(349)	
3/13/2009	1/27/2011	262	iShares MSCI Emerging Mkts Index	6,102	12,263		6,161
8/11/2009	1/27/2011	143	Van Eck Global Hard Assets Institutional	5,085	7,569		2,484
7/15/2009	1/27/2011	140	Van Eck Global Hard Assets Institutional	4,728	7,431		2,703
3/6/2009	1/27/2011	200	iShares S&P 500 Growth	7,332	13,459		6,127
12/4/2008	2/2/2011	639	Litman Gregory Masters International Fund	5,403	10,000		4,597
3/13/2009	2/17/2011	300	iShares MSCI Emerging Mkts Index	6,987	13,755		6,769
7/15/2009	2/17/2011	157	Van Eck Global Hard Assets Institutional	5,272	8,881		3,609
7/9/2009	2/17/2011	637	Van Eck Global Hard Assets Institutional	19,956	36,119		16,163
1/14/2010	2/17/2011	2078	JPMorgan Strategic Income Opportunity	24,291	25,000		709
10/29/2010	2/17/2011	26	Pimco Unconstrained Bond Fund Instl Cl	294	290	(4)	
9/30/2010	2/17/2011	25	Pimco Unconstrained Bond Fund Instl Cl	282	279	(3)	
8/31/2010	2/17/2011	886	Pimco Unconstrained Bond Fund Instl Cl	10,000	9,903	(97)	
8/31/2010	2/17/2011	23	Pimco Unconstrained Bond Fund Instl Cl	263	261	(2)	
11/29/2010	2/17/2011	1782	Pimco Unconstrained Bond Fund Instl Cl	20,000	19,915	(85)	
11/30/2010	2/17/2011	27	Pimco Unconstrained Bond Fund Instl Cl	300	299	(1)	
3/4/2009	2/17/2011	363	Pimco Unconstrained Bond Fund Instl Cl	3,613	4,052		439
2/17/2011	5/6/2011	5554	Fidelity Advisor Floating Rate High Income	55,000	54,905	(95)	
4/29/2011	5/6/2011	12	Fidelity Advisor Floating Rate High Income	114	114	0	
2/28/2011	5/6/2011	4	Fidelity Advisor Floating Rate High Income	39	39	0	
3/31/2011	5/6/2011	12	Fidelity Advisor Floating Rate High Income	114	114	0	
3/31/2011	5/6/2011	21	Pimco Unconstrained Bond Fund Instl Cl	233	233	(1)	
4/29/2011	5/6/2011	20	Pimco Unconstrained Bond Fund Instl Cl	226	225	(1)	
2/28/2011	5/6/2011	19	Pimco Unconstrained Bond Fund Instl Cl	213	213	0	
4/30/2010	5/6/2011	23	Pimco Unconstrained Bond Fund Instl Cl	255	255		0
3/31/2010	5/6/2011	20	Pimco Unconstrained Bond Fund Instl Cl	215	218		3
3/16/2010	5/6/2011	1367	Pimco Unconstrained Bond Fund Instl Cl	15,000	15,224		224
3/4/2009	5/6/2011	326	Pimco Unconstrained Bond Fund Instl Cl	3,249	3,632		383
4/30/2010	5/11/2011	14	JPMorgan Strategic Income Opportunity	165	169		4
1/14/2010	5/11/2011	61	JPMorgan Strategic Income Opportunity	709	729		20
3/31/2010	5/11/2011	17	JPMorgan Strategic Income Opportunity	200	206		6
3/16/2010	5/11/2011	857	JPMorgan Strategic Income Opportunity	10,000	10,301		301
2/3/2010	5/11/2011	1287	JPMorgan Strategic Income Opportunity	15,000	15,475		475
1/29/2010	5/11/2011	15	JPMorgan Strategic Income Opportunity	176	182		6
12/31/2009	5/11/2011	14	JPMorgan Strategic Income Opportunity	157	163		6
2/26/2010	5/11/2011	20	JPMorgan Strategic Income Opportunity	226	235		9
12/15/2009	5/11/2011	19	JPMorgan Strategic Income Opportunity	222	231		9
12/15/2009	5/11/2011	2	JPMorgan Strategic Income Opportunity	22	22		1
11/17/2009	5/11/2011	1438	JPMorgan Strategic Income Opportunity	16,626	17,288		661
3/4/2009	5/11/2011	4034	Pimco Unconstrained Bond Fund Instl Cl	40,195	45,000		4,805
9/29/2010	8/4/2011	1331	Pimco All Asset All Authority Fund	14,824	14,689	(135)	
6/17/2010	8/4/2011	28	Pimco All Asset All Authority Fund	299	311		12
5/31/2011	8/4/2011	15	Pimco Unconstrained Bond Fund Instl Cl	164	163	0	
1/31/2011	8/4/2011	26	Pimco Unconstrained Bond Fund Instl Cl	284	284	(1)	
6/30/2011	8/4/2011	10	Pimco Unconstrained Bond Fund Instl Cl	112	112	0	
12/31/2010	8/4/2011	29	Pimco Unconstrained Bond Fund Instl Cl	317	317	0	
7/30/2010	8/4/2011	21	Pimco Unconstrained Bond Fund Instl Cl	231	230		0

6/30/2010	8/4/2011	18	Pimco Unconstrained Bond Fund Instl Cl	200	200		0
5/28/2010	8/4/2011	20	Pimco Unconstrained Bond Fund Instl Cl	219	221		1
6/21/2010	8/4/2011	1214	Pimco Unconstrained Bond Fund Instl Cl	13,380	13,473		93
12/16/2010	8/19/2011	321	Robeco Boston Partners L/S Equity Fund	6,279	6,250	(29)	
12/16/2010	8/19/2011	21	Robeco Boston Partners L/S Equity Fund	408	406	(2)	
4/29/2010	8/19/2011	685	Robeco Boston Partners L/S Equity Fund	13,453	13,344		(109)
8/4/2011	8/19/2011	250	iShares S&P 500 Value	14,083	13,039	(1,044)	
3/6/2009	8/19/2011	350	iShares S&P 500 Value	10,927	18,255		7,328
3/6/2009	8/19/2011	400	iShares S&P 500 Value	12,488	20,862		8,374
3/6/2009	8/19/2011	350	iShares S&P 500 Value	10,927	18,254		7,327
3/6/2009	8/19/2011	300	iShares S&P 500 Value	9,366	15,646		6,280
3/23/2011	8/19/2011	24	Driehaus Active Income	265	250	(16)	
9/29/2010	8/19/2011	1354	Driehaus Active Income	15,000	14,296	(704)	
6/22/2011	8/19/2011	34	Driehaus Active Income	372	356	(16)	
12/21/2010	8/19/2011	92	Driehaus Active Income	1,013	971	(42)	
12/21/2010	8/19/2011	21	Driehaus Active Income	234	224	(10)	
2/23/2010	8/19/2011	723	Driehaus Active Income	7,862	7,631		(231)
2/24/2010	8/19/2011	919	Driehaus Active Income	10,000	9,706		(294)
2/25/2010	8/19/2011	919	Driehaus Active Income	10,000	9,706		(294)
4/29/2011	10/6/2011	18	JPMorgan Strategic Income Opportunity	218	205	(13)	
2/28/2011	10/6/2011	19	JPMorgan Strategic Income Opportunity	226	213	(14)	
5/31/2011	10/6/2011	11	JPMorgan Strategic Income Opportunity	129	121	(8)	
3/31/2011	10/6/2011	19	JPMorgan Strategic Income Opportunity	227	214	(13)	
1/31/2011	10/6/2011	25	JPMorgan Strategic Income Opportunity	300	284	(16)	
6/30/2011	10/6/2011	10	JPMorgan Strategic Income Opportunity	118	112	(6)	
12/31/2010	10/6/2011	32	JPMorgan Strategic Income Opportunity	377	359	(17)	
7/29/2011	10/6/2011	11	JPMorgan Strategic Income Opportunity	135	129	(6)	
10/29/2010	10/6/2011	29	JPMorgan Strategic Income Opportunity	341	326	(15)	
12/14/2010	10/6/2011	11	JPMorgan Strategic Income Opportunity	125	119	(5)	
11/30/2010	10/6/2011	35	JPMorgan Strategic Income Opportunity	408	392	(16)	
8/31/2011	10/6/2011	10	JPMorgan Strategic Income Opportunity	119	116	(3)	
9/30/2011	10/6/2011	11	JPMorgan Strategic Income Opportunity	119	119	0	
9/30/2010	10/6/2011	30	JPMorgan Strategic Income Opportunity	351	338		(13)
7/30/2010	10/6/2011	30	JPMorgan Strategic Income Opportunity	349	338		(11)
6/21/2010	10/6/2011	2148	JPMorgan Strategic Income Opportunity	25,000	24,236		(764)
8/31/2010	10/6/2011	31	JPMorgan Strategic Income Opportunity	361	350		(11)
5/28/2010	10/6/2011	20	JPMorgan Strategic Income Opportunity	227	221		(6)
6/30/2010	10/6/2011	26	JPMorgan Strategic Income Opportunity	305	297		(8)
11/17/2009	10/6/2011	577	JPMorgan Strategic Income Opportunity	6,675	6,513		(162)
7/10/2009	10/27/2011	189	Vanguard Total Stock Market	8,311	12,488		4,176
3/6/2009	10/27/2011	11	Vanguard Total Stock Market	372	727		354
3/6/2009	10/27/2011	200	Vanguard Total Stock Market	6,770	13,214		6,444
3/6/2009	10/27/2011	100	Vanguard Total Stock Market	3,385	6,606		3,221
3/6/2009	10/27/2011	601	Vanguard Total Stock Market	20,344	39,703		19,359
4/29/2010	10/28/2011	333	Robeco Boston Partners L/S Equity Fund	6,547	6,892		345
4/23/2010	10/28/2011	511	Robeco Boston Partners L/S Equity Fund	10,000	10,565		565
4/20/2010	10/28/2011	606	Robeco Boston Partners L/S Equity Fund	11,722	12,542		821
3/22/2011	10/28/2011	0	Vanguard Energy Fund	23	22	(2)	
3/22/2011	10/28/2011	1	Vanguard Energy Fund	82	76	(5)	
3/22/2011	10/28/2011	0	Vanguard Energy Fund	4	4	0	
4/28/2010	10/28/2011	131	Vanguard Energy Fund	8,106	8,892		787
12/30/2009	10/28/2011	11	Vanguard Energy Fund	641	718		77
3/22/2010	10/28/2011	1	Vanguard Energy Fund	55	63		8
3/22/2010	10/28/2011	4	Vanguard Energy Fund	229	263		34
12/16/2008	10/28/2011	21	Vanguard Energy Fund	958	1,414		456
12/16/2008	10/28/2011	40	Vanguard Energy Fund	1,824	2,693		869
3/20/2009	10/28/2011	1	Vanguard Energy Fund	49	78		29
5/11/2011	12/14/2011	281	Van Eck Global Hard Assets Institutional	15,000	12,144	(2,856)	
12/21/2010	12/14/2011	14	Van Eck Global Hard Assets Institutional	733	603	(130)	
4/21/2010	12/14/2011	404	Van Eck Global Hard Assets Institutional	18,253	17,480		(773)
5/18/2010	12/14/2011	248	Van Eck Global Hard Assets Institutional	10,000	10,727		727

7/9/2009	12/14/2011	209	Van Eck Global Hard Assets Institutional	6,552	9,046		2,493
2/17/2011	12/14/2011	200	Vanguard Energy Index	22,365	19,405	(2,959)	
10/28/2011	12/14/2011	200	Vanguard Energy Index	21,339	19,405	(1,934)	
12/15/2011	12/16/2011	65	Robeco Boston Partners L/S Equity Fund	1,216	1,212	(4)	
12/15/2011	12/16/2011	151	Robeco Boston Partners L/S Equity Fund	2,818	2,809	(9)	
4/20/2010	12/16/2011	321	Robeco Boston Partners L/S Equity Fund	6,197	5,979		(218)
8/19/2011	12/16/2011	1038	Driehaus Select Credit Fund	10,301	10,000	(301)	
5/6/2011	12/16/2011	704	FPA Crescent Fund	20,000	18,849	(1,151)	
7/1/2011	12/16/2011	5	FPA Crescent Fund	145	139	(6)	
7/1/2011	12/16/2011	27	FPA Crescent Fund	762	728	(33)	
1/27/2011	12/16/2011	11	FPA Crescent Fund	291	284	(6)	
7/9/2009	12/16/2011	590	Van Eck Global Hard Assets Institutional	18,492	25,780		7,289
7/10/2009	12/16/2011	97	Van Eck Global Hard Assets Institutional	3,013	4,220		1,206
5/6/2011	12/16/2011	2783	Litman Gregory Masters International Fund	45,000	34,497	(10,503)	
12/29/2010	12/16/2011	33	Litman Gregory Masters International Fund	497	410	(87)	
10/6/2011	12/16/2011	411	Litman Gregory Masters International Fund	5,127	5,093	(34)	
8/19/2011	12/19/2011	2994	Driehaus Select Credit Fund	29,699	28,861	(838)	
9/21/2011	12/19/2011	39	Driehaus Select Credit Fund	378	377	(2)	
7/10/2009	12/19/2011	705	Van Eck Global Hard Assets Institutional	21,987	30,022		8,035
5/11/2011	12/19/2011	1821	Pimco All Asset All Authority Fund	20,000	18,941	(1,059)	
6/16/2011	12/19/2011	102	Pimco All Asset All Authority Fund	1,104	1,059	(45)	
5/11/2011	12/19/2011	1287	TFS Market Neutral Fund	20,000	18,307	(1,693)	
12/9/2011	12/19/2011	100	TFS Market Neutral Fund	1,432	1,428	(4)	
12/9/2011	12/19/2011	23	TFS Market Neutral Fund	324	323	(1)	
4/26/2010	12/19/2011	21	TFS Market Neutral Fund	336	303		(33)
4/23/2010	12/19/2011	678	TFS Market Neutral Fund	10,648	9,638		(1,010)
1/27/2011	12/20/2011	941	FPA Crescent Fund	25,769	25,000	(769)	
6/16/2011	12/20/2011	5	Pimco All Asset All Authority Fund	54	53	(2)	
3/17/2011	12/20/2011	55	Pimco All Asset All Authority Fund	583	572	(10)	
9/15/2011	12/20/2011	101	Pimco All Asset All Authority Fund	1,070	1,055	(14)	
12/31/2010	12/20/2011	327	Pimco All Asset All Authority Fund	3,456	3,427	(30)	
9/16/2010	12/20/2011	62	Pimco All Asset All Authority Fund	686	655		(31)
12/8/2010	12/20/2011	20	Pimco All Asset All Authority Fund	221	213		(8)
6/17/2010	12/20/2011	34	Pimco All Asset All Authority Fund	358	354		(4)
2/26/2010	12/20/2011	350	Pimco All Asset All Authority Fund	3,666	3,671		5
5/6/2011	12/20/2011	1716	First Eagle Overseas Institutional	41,164	35,000	(6,164)	
4/23/2010	12/20/2011	696	TFS Market Neutral Fund	10,939	10,000		(939)
2/25/2010	12/21/2011	1378	Hussman Strategic Growth Fund	17,689	17,328		(362)
3/16/2010	12/21/2011	1559	Hussman Strategic Growth Fund	20,000	19,598		(402)
2/24/2010	12/21/2011	1040	Hussman Strategic Growth Fund	13,334	13,074		(260)
11/29/2010	12/21/2011	200	UBS Alerian MLP Infrastructure	5,886	6,440		554
11/29/2010	12/21/2011	99	UBS Alerian MLP Infrastructure	2,914	3,188		274
3/6/2009	12/21/2011	475	Vanguard Total Stock Market	16,079	30,068		13,989
TOTAL GAINS						0	158,206
TOTAL LOSSES						(33,768)	(5,943)
				1,073,481	1,191,976	(33,768)	152,263

118,495

LT 590,370 742633

ST 483,111 449,343

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

SOURCE	AMOUNT
INVESTMENT PARTNERSHIPS	1,171.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,171.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT PARTNERSHIPS	2.	0.	2.
SCHWAB #8068-9857	68,940.	11,722.	57,218.
TOTAL TO FM 990-PF, PART I, LN 4	68,942.	11,722.	57,220.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PARTNERSHIP INCOME (LOSS)FROM K-1	3,759.	3,759.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,759.	3,759.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL AND OTHER PROFESSIONAL FEES	2,480.	1,240.		1,240.
TO FM 990-PF, PG 1, LN 16A	2,480.	1,240.		1,240.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,530.	3,765.		3,765.
TO FORM 990-PF, PG 1, LN 16B	7,530.	3,765.		3,765.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	19,627.	19,627.		0.
INVESTMENT PARTNERSHIP EXPENSES	337.	337.		0.
TO FORM 990-PF, PG 1, LN 16C	19,964.	19,964.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	1,107.	1,107.		0.
TAXES & LICENSES	360.	0.		0.
PAYROLL COSTS	2,890.	1,445.		1,445.
TO FORM 990-PF, PG 1, LN 18	4,357.	2,552.		1,445.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS OFFICE EXPENSES	695.	0.		695.
PARTNERSHIP EXPENSES FROM K-1	28.	28.		0.
TO FORM 990-PF, PG 1, LN 23	723.	28.		695.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	1,803,258.	2,045,974.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,803,258.	2,045,974.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT PARTNERSHIPS	COST	1,909,275.	1,553,315.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,909,275.	1,553,315.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELKIN GODDARD ALSTON 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE, VICE CHAIRMAN 2.00	0.	0.	0.
JOHN G. ALSTON 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE, VICE CHAIRMAN 2.00	0.	0.	0.
JAMES E. CUSHMAN, JR. 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE 2.00	0.	0.	0.
ELKIN G. C. TAYLOR 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE 2.00	0.	0.	0.
JOHN G. ALSTON, JR. 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE 2.00	0.	0.	0.
EDITH ALSTON MCDONNELL 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE 2.00	0.	0.	0.
JENNIFER A. EUART 87 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE 2.00	0.	0.	0.
B. HARVEY HILL, JR. 1201 W. PEACHTREE STREET ATLANTA, GA 30309-3424	TRUSTEE, SECRETARY-TREASUR 2.00	0.	0.	0.
ROBERT G. EDGE 1201 W. PEACHTREE STREET ATLANTA, GA 30309-3424	ADMINISTRATOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE JOHN N. GODDARD FOUNDATION, INC.	Employer identification number (EIN) or ☒ 58-2314424
	Number, street, and room or suite no. If a P.O. box, see instructions. 87 WEST PACES FERRY ROAD, N.W.	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30305	

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

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

- The books are in the care of ▶ BLAIN A. ALLEN
87 WEST PACES FERRY ROAD, N.W. - ATLANTA, GA 30305
Telephone No. ▶ 404-574-6542 FAX No. ▶ 404-574-6545
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2011 or
▶ ☐ tax year beginning ____________, and ending ____________.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 6,878.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841
01-04-12

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
THE JOHN N. GODDARD FOUNDATION, INC.

Employer identification number (EIN) or
☒ 58-2314424

Number, street, and room or suite no. If a P.O. box, see instructions.
87 WEST PACES FERRY ROAD, N.W.

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
ATLANTA, GA 30305

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

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

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

- The books are in the care of ▶ BLAIN A. ALLEN
87 WEST PACES FERRY ROAD, N.W. - ATLANTA, GA 30305
Telephone No.▶ 404-574-6542 FAX No. ▶ 404-574-6545
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ________________ , and ending ________________.

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

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO RECEIVE MISSING K-1 INFORMATION WHICH IS NECESSARY FOR THE PREPARATION OF A COMPLETE AND ACCURATE FORM 990-PF.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 6,878.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Willa P. Brownlee Title ▶ CPA Date ▶ 8/6/12

Form **8868** (Rev. 1-2012)