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

A Employer identification number
77-0559337

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

B Telephone number
–

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

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)* ▶$ 2,121,487.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		STATEMENT 1
	4 Dividends and interest from securities	42,074.	42,074.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,439.			
	b Gross sales price for all assets on line 6a 922,453.				
	7 Capital gain net income (from Part IV, line 2)		29,439.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	71,520.	71,520.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,900.	0.		0.
	c Other professional fees STMT 4	11,298.	11,298.		0.
	17 Interest				
	18 Taxes STMT 5	2,852.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	577.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,627.	11,298.		0.
	25 Contributions, gifts, grants paid	108,000.			108,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	126,627.	11,298.		108,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-55,107.			
	b **Net investment income** (if negative, enter -0-)		60,222.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	13,293.	6,954.	6,954.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,748,053.	1,699,285.	2,114,533.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,761,346.	1,706,239.	2,121,487.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,761,346.	1,706,239.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,761,346.	1,706,239.	
	31 **Total liabilities and net assets/fund balances**	1,761,346.	1,706,239.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,761,346.
2	Enter amount from Part I, line 27a	2	-55,107.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,706,239.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,706,239.

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	ATTACHMENT A - SHORT TERM	P	VARIOUS	VARIOUS
b	ATTACHMENT A - LONG TERM	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	198,097.		223,872.	-25,775.
b	692,885.		669,142.	23,743.
c	31,471.			31,471.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-25,775.
b				23,743.
c				31,471.
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	29,439.
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	92,500.	2,159,441.	.042835
2009	111,335.	1,910,642.	.058271
2008	115,952.	2,230,232.	.051991
2007	88,500.	2,609,098.	.033920
2006	77,595.	1,788,375.	.043389

2 **Total** of line 1, column (d)	2	.230406
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	.046081
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,245,158.
5 Multiply line 4 by line 3	5	103,459.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	602.
7 Add lines 5 and 6	7	104,061.
8 Enter qualifying distributions from Part XII, line 4	8	108,000.

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 ▶ [X] and enter 1% of Part I, line 27b			1	602.
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	602.
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	602.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,000.		
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	2,000.
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	1,398.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,398. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 STMT 8	10	X	

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

			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 ▶ WWW.GOODMANFAMILYFOUNDATION.ORG

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

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

			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.

				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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,252,597.
b	Average of monthly cash balances	1b	26,751.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,279,348.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,279,348.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,190.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,245,158.
6	**Minimum investment return.** Enter 5% of line 5	6	112,258.

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	112,258.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 602.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	602.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,656.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	111,656.
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	111,656.

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	108,000.
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	108,000.
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	602.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	107,398.

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				111,656.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			103,722.	
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: ▶ $ 108,000.				
a Applied to 2010, but not more than line 2a			103,722.	
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				4,278.
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				107,378.
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:

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
BIENESTAR/HOUSING DEVP.CORP OF NW 220 SE 12TH AVENUE, SUITE A-100 HILLSBORO, OR 97123	NONE	EXEMPT	FITNESS/NUTRITION PROGRAM COORDINATOR.	5,000.
BOYS & GIRLS CLUBS OF THE PENINSULA 401 PIERCE ROAD MENLO PARK, CA 94025	NONE	EXEMPT	ENRICHMENT PROGRAMS FOR HIGH SCHOOL AGE YOUTH.	5,000.
COLUMBIA GORGE ECOLOGY INSTITUTE 203 SECOND STREET, PO BOX 1104 HOOD RIVER, OR 97301	NONE	EXEMPT	GORGE EXPLORERS PROGRAM - HIGH SCHOOL STUDENT MENTORS.	5,000.
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	EXEMPT	PROMOTE HEALTHY EATING AND FITNESS AT COMPASS CHILDREN'S CENTER.	2,500.
CONFLUENCE PROJECT 1701 BROADWAY, #144 VANCOUVER, WA 98663	NONE	EXEMPT	GENERAL OPERATING SUPPORT.	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	108,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

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	7.	
4 Dividends and interest from securities			14	42,074.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	29,439.	
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.		71,520.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 71,520.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Joseph W. Goodman 4/25/12 President

Signature of officer or trustee | Date | 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
CAROLYN R. AMSTER	Carolyn R Amster	4/23/12		P00189994
Firm's name ▶ BURR PILGER MAYER, INC.			Firm's EIN ▶ 26-3839190	
Firm's address ▶ 2000 UNIVERSITY AVENUE, SUITE 201 EAST PALO ALTO, CA 94303			Phone no. (650) 855-6800	

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
ECOTRUST 721 NW NINTH AVENUE, SUITE 200 PORTLAND, OR 97209	NONE	EXEMPT	ENHANCE OREGON MARINEMAP PROJECT AND THE USE OF THE TOOL IN DEVELOPMENT OF OREGON TERRITORIAL SEA PLAN.	10,000.
FRIENDS OF THE CHILDREN PORTLAND 44 NE MORRIS PORTLAND, OR 97212	NONE	EXEMPT	SUPPORT HEALTHY FOOD PROJECT.	2,500.
GOLDEN GATE AUDUBON SOCIETY 2530 SAN PABLO AVENUE, SUITE G BERKELEY, CA 94702	NONE	EXEMPT	GENERAL OPERATING SUPPORT FOR SAN FRANCISCO SOUTH WATERFRONT PROJECT.	5,000.
LANE COALITION FOR HEALTHY ACTIVE YOUTH PO BOX 264 EUGENE, OR 97440	NONE	EXEMPT	GENERAL OPERATING SUPPORT.	5,000.
LOWER COLUMBIA RIVER ESTUARY PARTNERSHIP 811 SW NAITO PARKWAY, SUITE 410 PORTLAND, OR 97204	NONE	EXEMPT	OUTDOOR ENVIRONMENTAL STEWARDSHIP PROGRAM FOR HIGH SCHOOL STUDENTS.	5,500.
MONTALVO ARTS CENTER 15400 MONTALVO ROAD, PO BOX 158 SARATOGA, CA 95071	NONE	EXEMPT	SPANISH COURTYARD RESTORATION PROJECT.	5,000.
OREGON SHORES CONSERVATION COALITION PO BOX 33 SEAL ROCK, OR 97376	NONE	EXEMPT	GENERAL OPERATING SUPPORT OF OCEANS PROGRAM.	5,000.
PORT ORFORD OCEAN RESOURCE TEAM PO BOX 679 PORT ORFORD, OR 97465	NONE	EXEMPT	SUPPORT FOR AN INTERN DOING MARINE SPATIAL PLANNING WORK.	5,000.
SACRED HEART COMMUNITY SERVICE 1381 SOUTH FIRST STREET SAN JOSE, CA 95110	NONE	EXEMPT	GENERAL OPERATING SUPPORT FOR HEALTHY FAMILIES PROJECT.	5,000.
SALEM-KEIZER EDUCATION FOUNDATION 233 COMMERCIAL STREET NE SALEM, OR 97301	NONE	EXEMPT	SUPPORT EXPANSION OF WELLNESS PROGRAMS AT WALDO MIDDLE SCHOOL.	5,000.
Total from continuation sheets				85,500.

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
SAN JOSE MUSEUM OF QUILTS & TEXTILES 520 SOUTH FIRST STREET SAN JOSE, CA 95113	NONE	EXEMPT	PRESERVATION ASSESSMENT PROJECT.	5,000.
SATURDAY ACADEMY 830 SW 10TH AVENUE, SUITE 200 PORTLAND, OR 97205	NONE	EXEMPT	APPRENTICESHIPS IN SCIENCE & ENGINEERING PROGRAM.	5,000.
SHERIDAN SCHOOL DISTRICT 48J 435 SOUTH BRIDGE STREET SHERIDAN, OR 97378	NONE	EXEMPT	LEGO ROBOTICS EQUIPMENT.	2,500.
SOMOS MAYFAIR 370B S. KING ROAD SAN JOSE, CA 95116	NONE	EXEMPT	GENERAL OPERATING SUPPORT FOR HEALTHY KIDS, HEALTHY SCHOOLS PROJECT.	5,000.
SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE, CA 92674	NONE	EXEMPT	GENERAL OPERATING SUPPORT.	5,000.
THE NATURE CONSERVANCY OF OREGON 821 SE 14TH AVENUE PORTLAND, OR 97214	NONE	EXEMPT	SUPPORT THE DEVELOPMENT OF ECOLOGICAL DATA FOR THE MARINEMAP TOOL AND PROVIDE TECHNICAL	10,000.
Total from continuation sheets				

123631 08-03-11

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE NATURE CONSERVANCY OF OREGON

SUPPORT THE DEVELOPMENT OF ECOLOGICAL DATA FOR THE MARINEMAP TOOL AND PROVIDE TECHNICAL GUIDANCE IN COASTAL COMMUNITY MEETINGS.

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

SOURCE	AMOUNT
AMERITRADE	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE	73,545.	31,471.	42,074.
TOTAL TO FM 990-PF, PART I, LN 4	73,545.	31,471.	42,074.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,900.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,900.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	11,298.	11,298.		0.
TO FORM 990-PF, PG 1, LN 16C	11,298.	11,298.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,852.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,852.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	17.	0.		0.
ADMINISTRATIVE EXPENSES	560.	0.		0.
TO FORM 990-PF, PG 1, LN 23	577.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	1,699,285.	2,114,533.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,699,285.	2,114,533.

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

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

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

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

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE FOR APPLICATION INFORMATION - WWW.GOODMANFAMILYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR SUBMISSION DEADLINES - WWW.GOODMANFAMILYFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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

Short Term

Close Date	Open Date	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
1/6/2011	12/17/2010	ARTISAN INTL SMALL CAP FD (ARTJX)	1 415	28 24	24 85	3 39	
1/6/2011	1/20/2010	ARTISAN INTL SMALL CAP FD (ARTJX)	2,277 904	45,466 97	40,002 71	5,464 26	
1/11/2011	4/20/2010	LORD ABBETT INVESTMENT TRUS (LLDYX)	1,084 599	4,982 01	4,990 52	(8 51)	
1/11/2011	2/2/2011	LORD ABBETT INVESTMENT TRUS (LLDYX)	114 069	0	(0 90)	0 90	
1/11/2011	1/4/2011	LORD ABBETT INVESTMENT TRUS (LLDYX)	118 43	0	(0 93)	0 93	
1/11/2011	12/21/2010	LORD ABBETT INVESTMENT TRUS (LLDYX)	172 446	0	(1 35)	1 35	
3/25/2011	12/17/2010	ARTISAN INTL FD (ARTIX)	21 691	484 36	432 82	51 54	
6/15/2011	7/27/2010	JANUS OVERSEAS FD CL I (JIGFX)	214 225	9,982 01	10,230 11	(248 10)	
6/15/2011	7/28/2010	JANUS TRITON FD CL I (JSMGX)	171 625	2,982 01	2,554 67	427 34	
10/27/2011	1/10/2011	JANUS OVERSEAS FD CL I (JIGFX)	973 17	37,098 52	46,472 82	(9,374 30)	
10/27/2011	1/6/2011	ASTON/ FAIRPOINTE MID CAP F (ABMIX)	1,502 055	44,292 63	49,000 00	(4,707 37)	
10/27/2011	12/27/2010	JANUS OVERSEAS FD CL I (JIGFX)	3 48	132 66	166 19	(33 53)	
10/27/2011	1/7/2011	FAIRHOLME FD (FAIRX)	1,939 097	52,647 88	70,000 00	(17,352 12)	
		Short Term Totals		198,097.29	223,871.51	(25,774 22)	

Long Term

Close Date	Open Date	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
3/25/2011	10/10/2001	ARTISAN INTL FD (ARTIX)	138 063	3,082 95	2,754 89		328 06
3/25/2011	11/30/2001	ARTISAN INTL FD (ARTIX)	10 537	235 29	210 25		25 04
3/25/2011	12/12/2001	ARTISAN INTL FD (ARTIX)	1,115 427	24,907 48	22,257 05		2,650 43
3/25/2011	11/27/2002	ARTISAN INTL FD (ARTIX)	27 203	607 45	542 80		64 65
3/25/2011	11/24/2003	ARTISAN INTL FD (ARTIX)	40 358	901 19	805 30		95 89
3/25/2011	11/22/2004	ARTISAN INTL FD (ARTIX)	17 569	392 32	350 57		41 75
3/25/2011	11/22/2005	ARTISAN INTL FD (ARTIX)	51 591	1,152 02	1,029 44		122 58
3/25/2011	12/20/2006	ARTISAN INTL FD (ARTIX)	46 625	1,041 14	930 34		110 80
3/25/2011	12/20/2006	ARTISAN INTL FD (ARTIX)	249 619	5,573 99	4,980 86		593 13
3/25/2011	12/19/2007	ARTISAN INTL FD (ARTIX)	21 686	484 25	432 72		51 53
3/25/2011	12/19/2007	ARTISAN INTL FD (ARTIX)	49 912	1,114 54	995 94		118 60
3/25/2011	12/19/2007	ARTISAN INTL FD (ARTIX)	426 912	9,532 94	8,518 53		1,014 41
3/25/2011	12/17/2008	ARTISAN INTL FD (ARTIX)	29 371	655 86	586 06		69 80
3/25/2011	12/17/2008	ARTISAN INTL FD (ARTIX)	17 012	379 87	339 46		40 41
3/25/2011	12/17/2008	ARTISAN INTL FD (ARTIX)	93 345	2,084 40	1,862 59		221 81
3/25/2011	10/13/2009	ARTISAN INTL FD (ARTIX)	244 499	5,459 66	4,878 69		580 97
3/25/2011	12/18/2009	ARTISAN INTL FD (ARTIX)	33 158	740 42	661 63		78 79
6/15/2011	10/17/2007	ARTISAN MID CAP VALUE FD (ARTQX)	231 267	5,000 00	4,374 75		625 25
10/24/2011	10/17/2007	ARTISAN MID CAP VALUE FD (ARTQX)	144 578	3,000 00	2,734 90		265 10
10/27/2011	10/17/2007	ARTISAN MID CAP VALUE FD (ARTQX)	1,190 476	25,000 00	22,519 55		2,480 45
10/28/2011	7/17/2008	ARTISAN FDS INC SMALL CAP V (ARTVX)	1,414 26	24,000 00	19,551 64		4,448 36
10/28/2011	10/15/2008	BECKER VALUE EQUITY FUND (BVEFX)	768 049	10,000 00	7,813 60		2,186 40
1/6/2011	12/6/2006	DODGE & COX STK FD (DODGX)	335 906	36,936 40	39,859 18		(2,922 78)
1/6/2011	12/29/2006	DODGE & COX STK FD (DODGX)	4 163	457 77	493 99		(36 22)
1/6/2011	12/29/2006	DODGE & COX STK FD (DODGX)	1 904	209 36	225 93		(16 57)
1/6/2011	12/29/2006	DODGE & COX STK FD (DODGX)	49 375	5,429 30	5,858 93		(429 63)
1/6/2011	3/30/2007	DODGE & COX STK FD (DODGX)	6 03	663 07	715 53		(52 46)
1/6/2011	3/30/2007	DODGE & COX STK FD (DODGX)	0 836	91 92	99 19		(7 27)
1/6/2011	3/30/2007	DODGE & COX STK FD (DODGX)	7 646	840 76	907 30		(66 54)

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

Long Term

Close Date	Open Date	Security	Shares Sold	Proceeds	Cost	ST Gain/Loss	LT Gain/Loss
1/6/2011	6/29/2007	DODGE & COX STK FD (DODGX)	4 342	477 45	515 23		(37 78)
1/6/2011	9/28/2007	DODGE & COX STK FD (DODGX)	4 054	445 78	481 05		(35 27)
1/6/2011	12/28/2007	DODGE & COX STK FD (DODGX)	4 369	480 42	518 43		(38 01)
1/6/2011	12/28/2007	DODGE & COX STK FD (DODGX)	6 326	695 61	750 66		(55 05)
1/6/2011	12/28/2007	DODGE & COX STK FD (DODGX)	29 594	3,254 17	3,511 67		(257 50)
1/6/2011	12/22/2010	DODGE & COX STK FD (DODGX)	2 448	0	(21 30)		21 30
10/27/2011	VAR	FAIRHOLME FD (FAIRX)	0	0	0 00		
10/27/2011	VAR	ASTON/ FAIRPOINTE MID CAP F (ABMIX)	0	0	0 00		
6/15/2011	VAR	JANUS OVERSEAS FD CL I (JIGFX)	0	0	0 00		
10/27/2011	7/27/2010	JANUS OVERSEAS FD CL I (JIGFX)	1,095 322	41,755 12	52,306 08		(10,550 96)
10/27/2011	VAR	JANUS OVERSEAS FD CL I (JIGFX)	0	0	0 00		
10/27/2011	VAR	JANUS OVERSEAS FD CL I (JIGFX)	0	0	0 00		
10/27/2011	VAR	JANUS OVERSEAS FD CL I (JIGFX)	0	0	0 00		
10/27/2011	7/28/2010	JANUS TRITON FD CL I (JSMGX)	1,574 803	25,982 01	23,441 22		2,540 79
11/1/2011	4/20/2010	LORD ABBETT INVESTMENT TRUS (LLDYX)	1,978 022	8,982 01	9,100 30		(118 29)
11/1/2011	10/4/2011	LORD ABBETT INVESTMENT TRUS (LLDYX)	125 512	0	(7 51)		7 51
11/1/2011	10/31/2011	LORD ABBETT INVESTMENT TRUS (LLDYX)	124 035	0	(7 41)		7 41
11/1/2011	11/30/2011	LORD ABBETT INVESTMENT TRUS (LLDYX)	118 604	0	(7 10)		7 10
11/1/2011	VAR	LORD ABBETT INVESTMENT TRUS (LLDYX)	0	0	0 00		
1/7/2011	12/6/2006	METROPOLITAN WEST LOW DURAT (MWLIX)	1,742 16	14,982 01	15,941 10		(959 09)
1/7/2011	1/3/2011	METROPOLITAN WEST LOW DURAT (MWLIX)	45 362	0	(24 97)		24 97
1/7/2011	2/1/2011	METROPOLITAN WEST LOW DURAT (MWLIX)	42 614	0	(23 46)		23 46
1/7/2011	10/19/2006	METROPOLITAN WEST TOTAL RET (MWTIX)	10,203 597	105,691 81	97,749 60		7,942 21
1/7/2011	10/31/2006	METROPOLITAN WEST TOTAL RET (MWTIX)	38 865	402 58	372 32		30 26
1/7/2011	11/30/2006	METROPOLITAN WEST TOTAL RET (MWTIX)	191 643	1,985 09	1,835 92		149 17
1/7/2011	12/29/2006	METROPOLITAN WEST TOTAL RET (MWTIX)	87 131	902 53	834 71		67 82
1/6/2011	1/14/2009	PIMCO FDS PAC INVT MGMT SER (PIGIX)	6,985 646	72,982 01	72,005 85		976 16
6/15/2011	11/2/2006	PRIMECAP ODYSSEY AGGRESSIVE (POAGX)	114 286	1,982 01	1,590 80		391 21
10/28/2011	11/2/2006	PRIMECAP ODYSSEY AGGRESSIVE (POAGX)	1,477 288	25,762 11	20,563 09		5,199 02
10/28/2011	12/7/2006	PRIMECAP ODYSSEY AGGRESSIVE (POAGX)	127 297	2,219 90	1,771 91		447 99
10/28/2011	12/6/2006	PRIMECAP ODYSSEY FUNDS (POGRX)	1,885 607	29,982 01	27,236 96		2,745 05
10/28/2011	12/7/2006	PRIMECAP ODYSSEY FUNDS (POSKX)	2,032 52	29,982 01	27,942 90		2,039 11
1/6/2011	7/17/2008	PIMCO TOTAL RETURN FD (PTTRX)	4,080 225	44,057 21	43,856 85		200 36
1/6/2011	7/31/2008	PIMCO TOTAL RETURN FD (PTTRX)	107 15	1,156 98	1,151 72		5 26
1/6/2011	8/29/2008	PIMCO TOTAL RETURN FD (PTTRX)	120 008	1,295 81	1,289 92		5 89
1/6/2011	9/30/2008	PIMCO TOTAL RETURN FD (PTTRX)	111 598	1,205 01	1,199 52		5 49
1/6/2011	10/16/2008	PIMCO TOTAL RETURN FD (PTTRX)	3,543 982	38,267 00	38,092 97		174 03
6/15/2011	12/12/2001	VANGUARD CAP OPPORTUNITY FD (VHCOX)	16 671	559 64	420 90		138 74
6/15/2011	12/24/2001	VANGUARD CAP OPPORTUNITY FD (VHCOX)	6 258	210 07	157 99		52 08
6/15/2011	12/20/2002	VANGUARD CAP OPPORTUNITY FD (VHCOX)	1 552	52 10	39 19		12 91
6/15/2011	11/4/2003	VANGUARD CAP OPPORTUNITY FD (VHCOX)	272 873	9,160 20	6,889 29		2,270 91
1/6/2011	7/17/2008	WASATCH ADVISORS FDS INC IN (WHOSX)	3,348 214	45,000 00	47,739 47		(2,739 47)
1/6/2011	12/29/2010	WASATCH ADVISORS FDS INC IN (WHOSX)	611 612	0	(500 41)		500 41
6/15/2011	7/17/2008	WASATCH ADVISORS FDS INC IN (WHOSX)	914 849	13,000 00	13,140 33		(140 33)
6/15/2011	7/1/2011	WASATCH ADVISORS FDS INC IN (WHOSX)	31 681	0	(4 86)		4 86
		Long Term Totals		**692,885.01**	**669,142.64**		**23,742.47**
		Total		**890,982.30**	**893,014.06**	**(25,774.22)**	**23,742.47**