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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE GOODFRIEND FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 22726

A Employer identification number

20-3791086

City or town, state, and ZIP code

KNOXVILLE, TN 37933

B Telephone number

865-692-6294

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► H Check type of organization: Section 501(c)(3) exempt private foundationD 1. Foreign organizations, check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation2. Foreign organizations meeting the 85% test, check here and attach computation ►

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

J Accounting method: Cash AccrualE If private foundation status was terminated under section 507(b)(1)(A), check here ►

► \$ 6,545,762. (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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	916.	916.	STATEMENT 1	
	4 Dividends and interest from securities	152,551.	152,551.	STATEMENT 2	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,933.			
	b Gross sales price for all assets on line 6a	2,077,208.			
	7 Capital gain net income (from Part IV, line 2)		154,933.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less return and allowances				
	b Less cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total Add lines 1 through 11	308,400.	308,400.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	640.	0.	0.
	c Other professional fees	STMT 4	55,075.	55,075.	0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	1,631.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		57,346.	55,075.	0.
	25 Contributions, gifts, grants paid		418,406.		418,406.
	26 Total expenses and disbursements. Add lines 24 and 25		475,752.	55,075.	418,406.
	27 Subtract line 26 from line 12:		<167,352.►		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		253,325.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Assets	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	
1	Cash - non-interest-bearing		53,766.	33,016.
2	Savings and temporary cash investments		237,683.	372,041.
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 6	5,773,024.	5,492,064.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		6,064,473.	5,897,121.
				6,545,762.
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	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
27	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		6,064,473.	5,897,121.
30	Total net assets or fund balances		6,064,473.	5,897,121.
31	Total liabilities and net assets/fund balances		6,064,473.	5,897,121.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,064,473.
2	Enter amount from Part I, line 27a	2	<167,352.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,897,121.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,897,121.

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 MERRILL LYNCH 03711 SEE ATTACHED			P		
b MERRILL LYNCH 03711 SEE ATTACHED			P		
c MERRILL LYNCH 03712 SEE ATTACHED			P		
d MERRILL LYNCH 03712 SEE ATTACHED			P		
e ISHARES S&P GSCI COMMODITY INDEXED TRUST					
(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 620,138.		598,427.	21,711.		
b 1,060,613.		957,507.	103,106.		
c 322,627.		288,860.	33,767.		
d 73,830.		77,418.	<3,588.>		
e		63.	<63.>		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					21,711.
b					103,106.
c					33,767.
d					<3,588.>
e					<63.>
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		154,933.
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.

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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 the 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))
2011	466,800.	11,264,796.	.041439
2010	448,516.	9,806,754.	.045735
2009	448,904.	6,936,456.	.064717
2008	432,750.	8,883,689.	.048713
2007	605,500.	9,924,234.	.061012

2 Total of line 1, column (d)

2 .261616

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 .052323

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 6,603,912.

5 Multiply line 4 by line 3

5 345,536.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,533.

7 Add lines 5 and 6

7 348,069.

8 Enter qualifying distributions from Part XII, line 4

8 418,406.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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	2,533.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,533.
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	2,533.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,840.	
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	1,840.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	14.	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	707.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11		Refunded ►

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?	<input checked="" type="checkbox"/>	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	<input checked="" type="checkbox"/>	
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>	
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? <i>If "Yes," attach a detailed description of the activities</i>	<input checked="" type="checkbox"/>	
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input checked="" type="checkbox"/>	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		
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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input checked="" type="checkbox"/>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	TN		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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Part VII-A Statements Regarding Activities (continued)

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 ► N/A

14 The books are in care of ► ROBERT M. GOODFRIEND Telephone no. ► 865-692-6294
 Located at ► P.O. BOX 22726, KNOXVILLE, TN ZIP+4 ► 37933

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

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

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? 1a Yes X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 1a Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 1a Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 1a Yes X No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? 1a Yes X No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) 1a Yes X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► 1b N/Ac 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 2012? 1c Yes X No

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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 2a Yes X NoIf "Yes," list the years ► 2ab Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/Ac If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2b3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a Yes X Nob If "Yes," did it have excess business holdings in 2012 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 2012.) 3b N/A4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes X Nob 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 2012? 4b Yes X No

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?

 Yes No

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?

 Yes No

N/A

7b

X

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 7		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		
3		
	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,883,424.
b	Average of monthly cash balances	1b	767,400.
c	Fair market value of all other assets	1c	53,655.
d	Total (add lines 1a, b, and c)	1d	6,704,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,704,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,567.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,603,912.
6	Minimum investment return. Enter 5% of line 5	6	330,196.

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	330,196.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,533.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,533.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	327,663.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	327,663.
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	327,663.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	418,406.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	418,406.
b	Cash distribution test (attach the required schedule)	5	2,533.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	415,873.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				327,663.
2 Undistributed income, if any, as of the end of 2012			186,129.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 418,406.			186,129.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				232,277.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2012 (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				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				95,386.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AIDS ASSISTANCE PROGRAM 1276 N. PALM CANYON DRIVE, SUITE 108 PALM SPRINGS, CA 92262		501 (C)	SUPPORT DANCE-FOR-LIFE PALM SPRINGS	300.
APPALACHIAN BALLET CO 215 WEST BROADWAY MARYVILLE, TN 37801		501 (C)	SUPPORT FOR BALLET	2,500.
BLUFFTON SELF HELP 39 SHERIDAN PARK CIRCLE, SUITE 10 BLUFFTON, SC 29910		501 (C)(3)	GENERAL SUPPORT	5,406.
DESERT COMMUNITY FOUNDATION 75-105 MERLE DRIVE, SUITE 300 PALM DESERT, CA 92211		501 (C)		2,500.
EAST TENNESSEE CHILDREN'S HOSPITAL 2018 CLINCH AVENUE KNOXVILLE, TN 379015010		501 (C)	BUILDING AND IMPROVEMENTS TO FACILITIES	150,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 418,406.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

12 Subtotal. Add columns (b), (d), and (e)

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

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

Relationship of Activities to the Accomplishment of Exempt Purposes

THE GOODFRIEND FOUNDATION

20-3791086

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE <u>RANCHO MIRAGE, CA 92270</u>		501 (C)(3)	BUILDING AND IMPROVEMENTS TO FACILITIES	50,000.
HABITAT FOR HUMANITY 121 HABITAT STREET <u>AMERICUS, GA 317093498</u>		501(C)(3)	ADDRESS THE ISSUE OF SUBSTANDARD HOUSING	10,000.
JEWISH FEDERATION OF PALM SPRINGS 69930 HWY 111, SUITE 204 <u>RANCHO MIRAGE, CA 92270</u>		501 (C)	GENERAL SUPPORT FOR MISSION - RELIGIOUS	3,600.
KNOXVILLE JEWISH ALLIANCE, INC. 6800 DEANE HILL DRIVE <u>KNOXVILLE, TN 37919</u>		501 (C)(3)	GENERAL SUPPORT FOR MISSION - RELIGIOUS	36,100.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE <u>NEW YORK, NY 10065</u>			CONTINUING RESEARCH AND CARE OF CANCER PATIENTS	10,000.
PARK WEST CHURCH 7635 MIDDLEBROOK PIKE <u>KNOXVILLE, TN 37909</u>		501 (C)		2,000.
SONNY J. SCHOLARSHIP FOUNDATION 10320 RIVERWALK LANE <u>KNOXVILLE, TN 37922</u>		501 (C)	FUNDING OF SCHOLARSHIP	1,500.
TEMPLE BETH EL 3037 KINGSTON PIKE <u>KNOXVILLE, TN 37919</u>		501 (C)3	GENERAL SUPPORT FOR MISSION - RELIGIOUS	7,500.
THE DOMINICAN SISTERS FAMILY HEALTH SERVICE 299 NORTH HIGHLAND AVENUE <u>OSSINING, NY 10562</u>		501 (C)	GENERAL SUPPORT FOR MISSION - HEALTHCARE	1,000.
THE DREAM CONNECTION PO BOX 10924 <u>KNOXVILLE, TN 37939</u>		501 (C)(3)	GENERAL SUPPORT	1,000.
<u>Total from continuation sheets</u>				257,700.

THE GOODFRIEND FOUNDATION

20-3791086

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

223631
05-01-12

THE GOODFRIEND FOUNDATION

20-3791086

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

SOURCE	AMOUNT
ISHARES S&P GSCI COMMODITY INDEXED TRUST	37.
MERRILL LYNCH	879.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	916.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	152,551.	0.	152,551.
TOTAL TO FM 990-PF, PART I, LN 4	152,551.	0.	152,551.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	640.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	640.	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 FEES	54,695.	54,695.		0.
PARTNERSHIP EXPENSES	380.	380.		0.
TO FORM 990-PF, PG 1, LN 16C	55,075.	55,075.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES PAID	1,631.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,631.	0.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH BROKERAGE ISHARES PARTNERSHIP INTEREST	FMV COST	5,438,409. 53,655.	6,087,050. 53,655.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,492,064.	6,140,705.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
WENDY S. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
JEFFREY A. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
STACEY A. GOODFRIEND 400 EAST FOX DEN DRIVE KNOXVILLE, TN 37934	DIRECTOR 0.00	0.	0.	0.
HAROLD I. APOLISKY 2311 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 0.00	0.	0.	0.
LEIGH A. KAYLOR 2311 HIGHLAND AVENUE SOUTH BIRMINGHAM, AL 35205	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



GOODFRIEND FOUNDATION

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Other Activity	Price	Debit	Credit
01/10/12	Journal Entry	380,000	PIA ADVISORY FEE		5,842.74		
04/10/12	Journal Entry	1,030,000	PIA ADVISORY FEE		6,343.86		
07/10/12	Journal Entry	850,000	PIA ADVISORY FEE		6,107.28		
10/09/12	Journal Entry	660,000	PIA ADVISORY FEE		6,274.43		
12/26/12	Journal Entry	1,110,000	TR TO 70602836			170,000.00	
	Net Total						194,568.31

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
380,000	JABIL CIRCUIT INC	06/03/10	01/25/12	8,789.70	5,223.10	3,546.60 LT
1,030,000	JABIL CIRCUIT INC	02/23/11	01/25/12	23,770.50	20,477.74	3,292.76 ST
850,000	JABIL CIRCUIT INC	04/18/11	01/25/12	19,616.43	15,858.45	3,757.98 ST
660,000	JABIL CIRCUIT INC	04/25/11	01/25/12	15,231.59	13,324.87	1,906.72 ST
1,110,000	WALGREEN CO	08/01/11	01/16/12	37,320.46	43,206.53	(5,886.05) ST
300,000	WALGREEN CO	09/23/11	01/19/12	10,086.22	10,490.40	(403.78) ST
190,000	CLIFFS NATURAL RESOURCES	06/16/10	02/07/12	14,401.58	10,991.96	3,409.42 LT
340,000	CLIFFS NATURAL RESOURCES	06/29/10	02/07/12	25,770.89	17,070.31	8,700.58 LT
350,000	CLIFFS NATURAL RESOURCES	08/03/11	02/07/12	26,528.86	29,659.32	(3,130.46) ST
120,000	CLIFFS NATURAL RESOURCES	08/04/11	02/07/12	9,095.61	9,984.46	(888.85) ST
40,000	GILEAD SCIENCES INC COM	05/07/10	02/03/12	2,131.03	1,557.63	573.40 LT
240,000	GILEAD SCIENCES INC COM	01/21/11	02/03/12	12,786.23	9,182.18	3,604.05 LT
510,000	GILEAD SCIENCES INC COM	04/18/11	02/03/12	27,170.75	20,712.83	6,457.92 ST
650,000	GILEAD SCIENCES INC COM	04/25/11	02/03/12	34,629.40	25,368.40	9,261.00 ST
1,280,000	SEAGATE TECH PLC SHS	12/05/11	02/04/12	32,075.20	20,372.69	11,702.51 ST
880,000	SEAGATE TECH PLC SHS	12/15/11	02/01/12	21,832.60	13,070.02	8,822.58 ST
630,000	BROADCOM CORP CALIF CL A	12/15/11	03/27/12	24,988.14	17,720.01	7,168.13 ST
320,000	BAXTER INTERNL INC	12/27/11	03/09/12	18,865.77	15,726.11	3,139.66 ST
320,000	QUALCOMM INC	12/19/11	03/27/12	21,965.01	16,717.18	5,267.83 ST
1,480,000	SEAGATE TECH PLC SHS	12/19/11	03/27/12	40,665.97	22,492.60	18,173.37 ST
600,000	CONOCOPHILLIPS	08/01/11	05/22/12	31,293.07	33,201.67	(1,908.60) ST
400,000	CONOCOPHILLIPS	12/19/11	05/22/12	20,862.06	21,064.99	(202.93) ST

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 706-03711





GOODFRIEND FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
460.0000	UNIVERSAL HEALTH SVCS B	08/02/11	05/03/12	19,158.75	21,268.51	(2,109.76)
400.0000	UNIVERSAL HEALTH SVCS B	08/04/11	05/03/12	18,659.79	16,941.88	(282.09)
340.0000	INTEL CORP	06/18/10	06/15/12	9,308.71	1,863.73	7,442.98
800.0000	INTEL CORP	09/23/11	06/15/12	21,898.15	17,365.44	4,532.71
600.0000	INTEL CORP	11/22/11	06/15/12	16,423.61	14,095.14	2,328.47
590.0000	INTEL CORP	12/19/11	06/15/12	18,149.89	13,680.21	2,469.68
100.0000	MICROSOFT CORP	08/25/10	06/04/12	2,851.30	2,415.53	435.77
900.0000	MICROSOFT CORP	11/01/10	06/04/12	25,661.75	1,317.02	24,344.73
100.0000	MICROSOFT CORP	01/21/11	06/04/12	2,851.30	2,818.73	32.57
980.0000	MICROSOFT CORP	04/18/11	06/04/12	27,942.81	24,539.10	3,403.71
800.0000	MICROSOFT CORP	04/25/11	06/04/12	22,810.46	20,438.48	2,371.98
300.0000	PHILLIPS 66 SHS	08/01/11	06/08/12	9,806.11	9,867.04	(60.93)
200.0000	PHILLIPS 66 SHS	12/19/11	06/08/12	6,404.98	6,260.20	143.88
1,210.0000	SCHLUMBERGER LTD	12/19/11	06/15/12	79,773.12	568.84	79,204.28
60.0000	UNIVERSAL HEALTH SVCS B	08/04/11	06/15/12	2,366.96	2,541.28	(174.32)
80.0000	UNIVERSAL HEALTH SVCS B	09/23/11	06/15/12	3,155.96	2,786.26	369.70
460.0000	UNIVERSAL HEALTH SVCS B	09/23/11	06/18/12	18,150.22	16,021.02	2,129.20
119.0000	UNIVERSAL HEALTH SVCS B	02/03/12	06/18/12	4,895.39	5,023.10	(327.71)
38.0000	WAL-MART STORES INC	07/20/10	06/04/12	2,490.11	1,892.27	597.84
203.0000	WAL-MART STORES INC	07/21/10	06/04/12	13,302.45	10,200.75	3,101.70
640.0000	WAL-MART STORES INC	08/04/10	06/04/12	41,938.77	32,866.24	9,072.53
70.0000	WAL-MART STORES INC	01/21/11	06/04/12	4,587.05	3,884.80	702.25
390.0000	WAL-MART STORES INC	04/18/11	06/04/12	25,556.44	20,797.69	4,758.75
410.0000	WAL-MART STORES INC	04/25/11	06/04/12	26,867.04	21,851.57	5,015.47
800.0000	MORGAN STANLEY	02/19/10	07/26/12	10,354.16	22,485.01	(12,110.85)
3,740.0000	MORGAN STANLEY	12/19/11	07/26/12	48,405.74	53,237.78	(4,832.04)
210.0000	OCCIDENTAL PETE CORP CAL	12/29/09	07/26/12	17,922.51	17,285.42	637.09
200.0000	OCCIDENTAL PETE CORP CAL	01/11/10	07/26/12	17,069.05	16,622.64	446.41
60.0000	OCCIDENTAL PETE CORP CAL	01/22/10	07/26/12	5,120.71	4,594.80	525.91
50.0000	OCCIDENTAL PETE CORP CAL	03/09/10	07/26/12	4,267.26	4,082.84	184.42
30.0000	OCCIDENTAL PETE CORP CAL	04/07/10	07/26/12	2,560.36	2,618.70	(58.34)
180.0000	OCCIDENTAL PETE CORP CAL	04/18/11	07/26/12	15,362.16	17,430.82	(2,068.66)
200.0000	OCCIDENTAL PETE CORP CAL	04/25/11	07/26/12	17,069.07	20,063.86	(2,994.79)
550.0000	SMITHFIELDS FOODS PV\$0.50	12/09/11	07/13/12	10,352.30	13,477.31	(3,125.01)
800.0000	SMITHFIELDS FOODS PV\$0.50	03/27/12	07/13/12	15,057.91	17,791.92	(2,734.01)
212.0000	KOHL'S CORP WISC PV 1CT	03/29/11	08/03/12	10,880.32	11,189.10	(308.78)
318.0000	KOHL'S CORP WISC PV 1CT	03/29/11	08/08/12	16,504.21	16,783.66	(279.45)
160.0000	KOHL'S CORP WISC PV 1CT	04/18/11	08/08/12	8,304.00	8,390.58	(86.58)
200.0000	KOHL'S CORP WISC PV 1CT	04/25/11	08/06/12	10,380.01	10,433.52	(53.51)
200.0000	KOHL'S CORP WISC PV 1CT	09/23/11	08/06/12	10,380.01	10,380.01	0
				9,071.42	9,071.42	

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GOODFRIEND FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
434.0000	ROCKWELL AUTOMATION INC	08/01/11	08/05/12	31,000.00	30,767.95	241.14 LT
176.0000	ROCKWELL AUTOMATION INC	08/01/11	08/16/12	12,682.90	12,477.33	215.57 LT
199.0000	ROCKWELL AUTOMATION INC	09/23/11	08/16/12	14,351.64	10,387.98	3,963.66 ST
279.0000	ROCKWELL AUTOMATION INC	09/23/11	08/16/12	20,588.74	14,564.05	6,024.69 ST
92.0000	ROCKWELL AUTOMATION INC	09/23/11	08/20/12	6,676.94	4,802.48	1,874.16 ST
10.0000	ROCKWELL AUTOMATION INC	11/22/11	09/20/12	725.73	692.59	33.14 ST
1,650.0000	SEAGATE TECH PLC SHS	12/19/11	07/27/12	49,578.42	25,076.20	24,502.22 ST
220.0000	TESORO CORP	06/18/12	08/15/12	8,554.05	4,887.83	3,666.22 ST
288.0000	TESORO CORP	06/18/12	08/15/12	11,163.38	6,398.61	4,764.77 ST
362.0000	TESORO CORP	06/18/12	08/17/12	14,228.88	8,042.70	6,186.18 ST
30.0000	TESORO CORP	06/25/12	08/17/12	1,179.19	715.89	463.30 ST
890.0000	ADBOE SYS DEL PV\$ 0.001	04/13/12	09/05/12	28,407.54	29,619.47	(1,211.93) ST
193.0000	KLA TENCOR CORP PV\$0.001	06/16/12	08/23/12	10,089.14	9,475.72	593.42 ST
680.0000	KLA TENCOR CORP PV\$0.001	06/25/12	08/25/12	35,476.78	32,088.93	3,387.85 ST
1,270.0000	JABIL CIRCUIT INC	04/13/12	10/15/12	21,499.73	29,428.57	(7,928.84) ST
180.0000	GOLDMAN SACHS GROUP INC	03/27/12	11/09/12	20,948.92	23,042.79	(2,093.87) ST
2,871.0000	GOODYEAR TIRE RUBBER	10/31/11	11/12/12	33,307.73	41,894.49	(8,586.76) LT
169.0000	GOODYEAR TIRE RUBBER	10/31/11	11/09/12	1,855.94	2,466.10	(510.16) LT
2,550.0000	GOODYEAR TIRE RUBBER	11/22/11	11/09/12	29,512.79	31,331.85	(1,819.06) ST
1,440.0000	MYLAN INC	06/21/11	11/09/12	37,221.43	32,742.86	4,478.57 LT
510.0000	MYLAN INC	06/22/11	11/09/12	13,182.60	11,711.18	1,471.42 LT
290.0000	WELLPOINT INC	02/16/11	11/08/12	16,400.06	19,264.76	(2,864.70) LT
260.0000	WELLPOINT INC	04/18/11	11/08/12	14,703.50	17,680.16	(2,976.66) LT
200.0000	WELLPOINT INC	04/25/11	11/08/12	11,310.98	14,423.62	(3,113.24) LT
300.0000	WELLPOINT INC	07/27/11	11/08/12	16,985.58	21,189.72	(4,224.14) LT
190.0000	WELLPOINT INC	10/27/11	11/08/12	10,744.88	13,382.46	(2,637.58) LT
730.0000	AGILENT TECHNOLOGIES INC	04/24/12	11/30/12	27,835.38	29,058.85	(1,221.47) ST
1,110.0000	AEROPOSTALE INC	06/04/12	11/30/12	15,131.18	19,919.62	(4,788.44) ST
330.0000	FEDEX CORP DELAWARE COM	04/13/12	11/30/12	29,500.09	29,324.99	175.10 ST
681.0000	NEWELL RUBBERMAID INC	11/08/11	11/30/12	14,824.43	10,944.15	3,880.28 LT

Short Term Total
1,060,613.11

Long Term Total
620,137.78

957,507.02
598,426.78
103,106.01
2/1/71.-

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GOODFRIEND FOUNDATION

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
Dividends and Interest						
ML Bus. Deposit Program						
			Sub Total	25.00		
04/30/12	Bank Interest		BANK DEPOSIT INTEREST	1.21		
	Income Total		ML Bus. Deposit Program	29.00		
07/31/12	Bank Interest		BANK DEPOSIT INTEREST	1.26		
	Income Total		ML Bus. Deposit Program	39.00		
10/31/12	Bank Interest		BANK DEPOSIT INTEREST	1.21		
	Income Total		ML Bus. Deposit Program	29.00		
			Sub Total	100.68		
			Net Total	77,920.54		

Other Activity

01/10/12	Journal Entry		PIA ADVISORY FEE	4,740.73		
04/10/12	Journal Entry		PIA ADVISORY FEE	4,497.58		
07/10/12	Journal Entry		PIA ADVISORY FEE	4,555.60		
10/09/12	Journal Entry		PIA ADVISORY FEE	4,688.23		
12/26/12	Journal Entry		TR TO 70602835	170,000.00		
			Net Total	188,482.14		

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
53.0000	CLOROX CO DEL COM	03/12/10	03/30/12	3,648.00	3,321.53	
54.0000	CLOROX CO DEL COM	03/26/10	03/30/12	3,716.84	3,488.48	
140.0000	CLOROX CO DEL COM	04/07/10	03/30/12	9,636.25	8,868.44	
52.0000	CLOROX CO DEL COM	04/16/10	03/30/12	3,579.18	3,341.11	
51.0000	CLOROX CO DEL COM	04/21/10	03/30/12	3,510.36	3,324.61	
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GOODFRIEND FOUNDATION

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
66.0000	ISHARES BARCLAYS TIPS BO	03/12/09	03/30/12	7,769.71	6,873.24	896.47
40.0000	ISHARES BARCLAYS TIPS BO	03/26/10	03/30/12	4,768.93	4,137.12	571.81
139.0000	ISHARES BARCLAYS TIPS BO	03/26/10	04/09/12	16,408.91	14,376.49	2,032.42
650.0000	ISHARES BARCLAYS TIPS BO	04/07/10	04/09/12	76,732.35	67,073.44	9,658.91
177.0000	ISHARES BARCLAYS TIPS BO	04/16/10	04/09/12	20,894.81	18,538.56	2,356.25
178.0000	ISHARES BARCLAYS TIPS BO	04/21/10	04/09/12	21,012.36	18,656.14	2,356.72
180.0000	ISHARES BARCLAYS TIPS BO	08/05/11	04/09/12	21,248.96	20,627.64	621.32
160.0000	VANGUARD SHORT TERM BOND	12/17/09	03/30/12	12,952.80	12,842.40	110.40
270.0000	VANGUARD SHORT TERM BOND	01/22/10	03/30/12	21,857.86	21,667.50	190.36
380.0000	VANGUARD SHORT TERM BOND	04/07/10	03/30/12	30,762.92	30,236.37	526.55
130.0000	VANGUARD SHORT TERM BOND	08/05/11	03/30/12	10,524.17	10,592.08	(67.91)
100.0000	GENUINE PARTS CO	10/21/09	03/30/12	6,284.62	2,496.81	1,584.97
60.0000	GENUINE PARTS CO	11/20/09	03/30/12	3,770.77	2,185.80	1,584.97
30.0000	GENUINE PARTS CO	12/17/09	03/30/12	1,885.39	1,149.60	735.79
50.0000	GENUINE PARTS CO	01/22/10	03/30/12	3,142.31	1,924.50	1,217.81
19.0000	GENUINE PARTS CO	03/12/10	03/30/12	1,194.08	773.82	420.26
21.0000	GENUINE PARTS CO	03/26/10	03/30/12	1,319.77	888.56	431.21
90.0000	GENUINE PARTS CO	04/07/10	03/30/12	5,656.17	3,880.57	1,775.60
20.0000	GENUINE PARTS CO	04/16/10	03/30/12	1,256.92	868.24	388.68
20.0000	GENUINE PARTS CO	04/21/10	03/30/12	1,256.93	869.55	397.38
40.0000	GENUINE PARTS CO	05/25/10	03/30/12	2,513.86	1,546.27	967.59
60.0000	GENUINE PARTS CO	08/05/11	03/30/12	3,770.79	2,975.70	795.09
130.0000	WASTE MANAGEMENT INC NEW	09/16/10	03/30/12	4,553.01	4,485.66	67.35
150.0000	WASTE MANAGEMENT INC NEW	10/01/10	03/30/12	5,259.48	5,398.81	(143.33)
90.0000	WASTE MANAGEMENT INC NEW	03/15/11	03/30/12	3,152.10	3,281.13	(129.03)
67.0000	EMERSON ELEC CO	03/12/10	11/27/12	3,303.56	3,224.68	78.88
68.0000	EMERSON ELEC CO	03/28/10	11/27/12	3,352.87	3,385.94	(33.07)
180.0000	EMERSON ELEC CO	04/07/10	11/27/12	8,875.26	9,138.37	(263.11)
68.0000	EMERSON ELEC CO	04/16/10	11/27/12	3,352.87	3,513.02	(160.15)
67.0000	EMERSON ELEC CO	04/21/10	11/27/12	3,303.57	3,470.59	(167.02)
70.0000	EMERSON ELEC CO	08/05/11	11/27/12	3,451.50	3,269.43	182.07
70.0000	EMERSON ELEC CO	03/30/12	11/27/12	3,451.50	3,652.98	(204.46)
1,010.0000	INTEL CORP	12/21/11	1/2/12	20,208.03	23,892.16	(3,684.13)
100.0000	RAYTHEON CO DELAWARE NEW	09/16/10	1/27/12	5,622.94	4,573.99	1,048.95
120.0000	RAYTHEON CO DELAWARE NEW	10/01/10	1/27/12	6,747.53	5,408.81	1,338.72
60.0000	RAYTHEON CO DELAWARE NEW	03/15/11	1/27/12	3,373.77	3,035.96	337.81
50.0000	RAYTHEON CO DELAWARE NEW	08/05/11	1/27/12	2,811.47	2,065.23	746.24
50.0000	RAYTHEON CO DELAWARE NEW	03/30/12	1/27/12	2,811.48	2,628.73	182.75
400.0000	TEXAS INSTRUMENTS	04/19/12	1/27/12	11,815.38	13,049.16	(1,233.78)

PLEASE SEE REVERSE SIDE
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Account No.
706-03712

Short Term Total 73,830.31

Long Term Total 322,624.53
77,418.43 73,588.12

288,859.71
288,859.71

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- 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.

Enter filer's identifying number, see Instructions

Type or print	Name of exempt organization or other filer, see instructions. Goodfriend Foundation	Employer identification number (EIN) or 20-3791086
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. Box 22726	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Knoxville, TN 37933	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	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 ► Robert M. Goodfriend

Telephone No. ► 865-692-6294

FAX No. ►

- 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, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2012 or
► tax year beginning _____, 20____, and ending _____, 20____.

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 \$
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 \$
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 \$ n/a

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2013)