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Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE GOODMAN FOUNDATION, INC		A Employer identification number 56-6034757
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 1040	Room/suite	B Telephone number (see instructions) 704-633-5982
City or town, state, and ZIP code SALISBURY NC 28145		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,905,937	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	75,506			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	188,471	159,112		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	68,709			
b	Gross sales price for all assets on line 6a	1,378,807			
7	Capital gain net income (from Part IV, line 2)		68,709		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	4,272			
12	Total. Add lines 1 through 11	336,958	227,821	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 2	100	100		
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) Stmt 3	29,166	29,166		
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 4	4,915	4,915		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	25,235	25,122		113
24	Total operating and administrative expenses. Add lines 13 through 23	59,416	59,303	0	113
25	Contributions, gifts, grants paid	140,050			140,050
26	Total expenses and disbursements. Add lines 24 and 25	199,466	59,303	0	140,163
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	137,492			
b	Net investment income (if negative, enter -0-)		168,518		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Operating and Administrative Expenses

6/16

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash – non-interest-bearing		21,365	279,316	279,316
	2	Savings and temporary cash investments		479,763	509,208	509,208
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) See Stmt 6		5,477,128	3,421,977	3,421,977
	c	Investments – corporate bonds (attach schedule) See Stmt 7			1,273,068	1,273,068
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ Stmt 8		436,806		
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 9			1,422,368	1,422,368
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶))			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		6,415,062	6,905,937	6,905,937
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 (attach schedule)				
	22	Other liabilities (describe ▶))			
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		6,415,062	6,905,937	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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 (see instructions)		6,415,062	6,905,937	
	31	Total liabilities and net assets/fund balances (see instructions)		6,415,062	6,905,937	

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	6,415,062
2	Enter amount from Part I, line 27a	2	137,492
3	Other increases not included in line 2 (itemize) ▶ See Statement 10	3	353,383
4	Add lines 1, 2, and 3	4	6,905,937
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,905,937

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	68,709
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 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	251,634	6,407,785	0.039270
2010	121,484	5,471,172	0.022204
2009	112,875	3,421,935	0.032986
2008	70,235	1,887,842	0.037204
2007	103,475	1,827,278	0.056628

2 Total of line 1, column (d)	2	0.188292
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	0.037658
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,650,301
5 Multiply line 4 by line 3	5	250,437
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,685
7 Add lines 5 and 6	7	252,122
8 Enter qualifying distributions from Part XII, line 4 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.	8	140,163

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,370
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	3,370
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	3,370
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,200
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	45
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	215
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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? Website address ► N/A	13	X	
14	The books are in care of ► ARTHUR L HATTAWAY, JR 120 1/2 N CHURCH ST Located at ► SALISBURY NC ZIP+4 ► 28144 Telephone no ► 704-633-5982			
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		
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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 N/A <input type="checkbox"/>	1b	
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 2012? N/A	1c	
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? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) 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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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) 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 2012?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11				

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). 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 ▶**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 (see instructions)

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 ▶	

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	5,903,337
b	Average of monthly cash balances	1b	703,839
c	Fair market value of all other assets (see instructions)	1c	144,399
d	Total (add lines 1a, b, and c)	1d	6,751,575
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	6,751,575
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	101,274
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,650,301
6	Minimum investment return. Enter 5% of line 5	6	332,515

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	332,515
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,370
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,370
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	329,145
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	329,145
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	329,145

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	140,163
b	Program-related investments – total from Part IX-B	1b	
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	140,163
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	140,163

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				329,145
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			33,531	
b Total for prior years 20____, 20____, 20____				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 140,163				
a Applied to 2011, but not more than line 2a			33,531	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				106,632
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
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				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				222,513
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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))

N/A

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

N/A

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 or e-mail of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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
Name and address (home or business)				
a Paid during the year See Statement 12				140,050
Total			▶ 3a	140,050
b Approved for future payment N/A				
Total			▶ 3b	

Schedule of Contributors

OMB No 1545-0047

2012

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

THE GOODMAN FOUNDATION, INC

56-6034757

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE GOODMAN FOUNDATION, INC

Employer identification number

56-6034757**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AGGREGATE RESOURCES, LLC PO BOX 425 SWANNANOA NC 28778	\$ 28,466	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	B V HEDRICK GRAVEL & SAND COMPANY PO BOX 1040 SALISBURY NC 28145	\$ 35,995	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	MATERIAL SALES COMPANY PO BOX 1040 SALIBURY NC 28145	\$ 5,325	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	CUMBERLAND GRAVEL & SAND COMPANY PO BOX 425 SWANNANOA NC 28778	\$ 5,720	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name THE GOODMAN FOUNDATION, INC	Employer Identification Number 56-6034757
--	---

(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.)
(1) VORNADO REALTY TRUST	P	12/15/11	10/16/12
(2) AUTO DATA PROCESSING	P	Various	01/23/12
(3) AT&T IN C NEW 660 SHS	P	03/24/10	01/23/12
(4) CHEVRON CORPORATION 200 SHS	P	Various	01/23/12
(5) CONCORD NC UTILS 4.2% 60000	P	03/25/10	12/01/12
(6) DURHAM CNTY NC 4.25 40000	P	04/05/10	04/25/12
(7) EMERSON ELECTRIC CO 1250 SH	P	Various	02/21/12
(8) ENERGY TRANSFER PARTNERSUNITS 1160 S	P	03/24/10	06/06/12
(9) GENERAL DYNAMICS CORP 795 SHS	P	Various	12/31/12
(10) HOME DEPOT INC 800 SHS	P	Various	12/10/12
(11) HUDSON CITY BANCORP INC 4810 SH	P	Various	02/27/12
(12) ILLINOIS TOOL WORKS INC 1200 SH	P	09/28/10	12/21/12
(13) INTL BUSINESS MACHINES 250 SH	P	Various	05/30/12
(14) KIMBERLY-CLARK CORP 700 SH	P	11/29/10	07/19/12
(15) NORTH CAROLINA 5.25 10000	P	04/27/98	10/01/12

(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)
(1) 55,440		51,544	3,896
(2) 20,439		16,216	4,223
(3) 19,983		17,341	2,642
(4) 21,359		15,318	6,041
(5) 60,000		63,760	-3,760
(6) 40,000		42,568	-2,568
(7) 64,953		61,979	2,974
(8) 50,117		48,989	1,128
(9) 54,178		54,760	-582
(10) 50,863		26,362	24,501
(11) 33,516		67,773	-34,257
(12) 73,402		56,311	17,091
(13) 48,562		32,258	16,304
(14) 59,933		42,922	17,011
(15) 10,000		10,000	

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			3,896
(2)			4,223
(3)			2,642
(4)			6,041
(5)			-3,760
(6)			-2,568
(7)			2,974
(8)			1,128
(9)			-582
(10)			24,501
(11)			-34,257
(12)			17,091
(13)			16,304
(14)			17,011
(15)			

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name THE GOODMAN FOUNDATION, INC	Employer Identification Number 56-6034757
--	---

(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.)
(1) NORTH CAROLINA 6.25 50000	P	04/21/04	09/01/12
(2) NORTH CAROLINA 6.25 20000	P	09/09/04	09/01/12
(3) NORTH CAROLINA 5.2 10000	P	12/09/03	08/01/12
(4) SECTOR SPDR UTIL SELECT 2145 SH	P	Various	12/10/12
(5) TJX COX INC 2000 SHS	P	08/12/11	08/22/12
(6) WALMART 1200 SHS	P	Various	07/26/12
(7) 214 CONFEDERATE AVE SALISBURY	D	03/18/11	05/30/12
(8) SCHWAB			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 50,000		50,906	-906
(2) 20,000		20,273	-273
(3) 10,000		10,169	-169
(4) 76,096		63,722	12,374
(5) 92,122		53,697	38,425
(6) 87,762		66,424	21,338
(7) 350,000		436,806	-86,806
(8) 30,082			30,082
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-906
(2)			-273
(3)			-169
(4)			12,374
(5)			38,425
(6)			21,338
(7)			-86,806
(8)			30,082
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ENERGY TRANSFER PARTNERS LP	\$ 4,272	\$	\$
Total	\$ 4,272	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WOMBLE, CARLYLE, SANDRIDGE & RIC VAN WINKLE LAW FIRM			\$	\$
KLUTTZ REAMER HAYES RANDOLPH ADK	100	100		
Total	\$ 100	\$ 100	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	\$ 29,166	\$ 29,166	\$	\$
Total	\$ 29,166	\$ 29,166	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAX	\$ 2,354	\$ 2,354	\$	\$
EXCISE TAX	2,422	2,422		
UBTI TAX	139	139		
Total	\$ 4,915	\$ 4,915	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
BANK SERVICE CHARGES	113			113
214 CONFEDERATE AVE EXPENSES	3,422	3,422		
SETTLEMENT FEES FOR CONFEDERA	21,700	21,700		
Total	<u>\$ 25,235</u>	<u>\$ 25,122</u>	<u>\$ 0</u>	<u>\$ 113</u>

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
3M COMPANY 760 SHS	62,115	70,566	Market	70,566
ABBOTT LABORATORIES 1300 SHS	73,099	85,150	Market	85,150
AFLAC INC QTY 53.12 SHS		69,056	Market	69,056
AMERICAN FD EUROPACIFIC	187,465		Market	
APACHE CORP 615 SHS	55,707		Market	
APPLE INC 90 SHS		48,278	Market	48,278
APPLIED MATERIALS INC 3300 SHS	35,343	47,896	Market	47,896
ARCHER-DANIELS-MIDLAND CO 2200 SHS		37,752	Market	37,752
ARTISAN MIDCAP VALUE FD	28,357	60,258	Market	60,258
ARTISAN SMALL CAP FUND	211,011		Market	
AT&T INC NEW 1850 SHS		62,364	Market	62,364
AT&T INC NEW 2510 SHS	75,902		Market	
AUTO DATA PROCESSING 1075 SHS		61,200	Market	61,200
AUTO DATA PROCESSING 1435 SHS	77,504		Market	
BLACK ROCK INC 400 SHS	71,296	82,684	Market	82,684
CARY NC 4%20	99,789	99,479	Market	99,479
CHEVRON CORPORATION 595 SHS		64,343	Market	64,343
CHEVRON CORPORATION 795 SHS	84,588		Market	
CONCORD NC UTILS 4.2%16	61,635		Market	
CVS CAREMARK CORP 1770 SHS	72,181	85,580	Market	85,580
DOVER CORPORATION 1195 SHS	69,370	78,523	Market	78,523
DURHAM CNTY NC 4.25%13	40,404		Market	
EMERSON ELECTRIC CO 1250 SHS	58,238		Market	
EMERSON ELECTRIC CO 1380 SHS		73,085	Market	73,085
ENERGY TRANSFER PARTNERS	53,186		Market	
ENSCO PLC ADR QTY 1000	46,920		Market	
EXXON MOBIL CORPORATION 900 SHS	76,284	59,280	Market	59,280
GENERAL DYNAMICS CORP 660 SHS	52,796	77,895	Market	77,895
GENERAL MILLS INC 1260 SHS	50,917	55,070	Market	55,070
HALLIBURTON CO HLDG CO 1800 SHS	62,118	50,929	Market	50,929
HOME DEPOT INC 1000 SHS		62,442	Market	62,442
HOME DEPOT INC 1800 SHS	75,672	61,850	Market	61,850
HUDSON CITY BANCORP INC 4810 SHS	30,063		Market	
ILLINOIS TOOL WORKS INC 1200 SHS	56,052		Market	
INTEL CORP 3230 SHS	78,328		Market	
INTL BUSINESS MACHINES 255 SHS		66,603	Market	66,603
INTL BUSINESS MACHINES 505 SHS	92,859	48,845	Market	48,845
ISHARES TR S&P GLOBAL	68,348		Market	
JOHNSON & JOHNSON 1010 SHS	66,236	70,801	Market	70,801

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JPMORGAN CHASE & CO 1460 SHS	\$ 48,545		Market	\$
JPMORGAN CHASE & CO 1860 SHS		81,783	Market	81,783
KIMBERLY-CLARK CORP 700 SHS	51,492		Market	
KOHL'S CORP 1760 SHS		75,645	Market	75,645
LOOMIS SAYLES BOND CL I	68,166		Market	
LORD ABBETT HIGH YIELD I	165,889		Market	
MATTHEWS PACIFIC TIGER	68,851		Market	
MEDTRONIC INC 1780 SHS	68,085		Market	
METROPOLITAN WEST TOTAL	95,176	73,016	Market	73,016
MICROCHIP TECHNOLOGY INC 2175 SHS	79,670		Market	
MICROSOFT CORP 2120 SHS	55,035	70,883	Market	70,883
NORTH CAROLINA 5.2%26	10,005	56,625	Market	56,625
NORTH CAROLINA 5.25%18	72,756		Market	
NORTH CAROLINA 5.25%20		65,008	Market	65,008
NORTH CAROLINA 5.25%28	70,598	103,607	Market	103,607
NORTH CAROLINA 5.875%35	38,535	84,096	Market	84,096
NORTH CAROLINA 6.25%21	72,791	47,531	Market	47,531
NORTH CAROLINA ST 3%14	68,629		Market	
OPPENHEIMER DEVELOPING FUNDS	75,330	67,251	Market	67,251
OPPENHEIMER INTL BD Y	158,644		Market	
ORACLE CORPORATION 2470 SHS	63,356		Market	
PEPSICO INCORPORATED 1000 SHS	66,350	82,300	Market	82,300
PIMCO LOW DURATION FUND	82,948	68,430	Market	68,430
PNC FINL SERVICES GP INC 1250 SHS	72,088		Market	
PROCTER & GAMBLE 1025 SHS	68,378	72,888	Market	72,888
PRUDENTIAL FINANCIAL INC 1250 SHS	62,650	69,587	Market	69,587
RIO TINTO PLC SPON ADR F 1000 SHS	48,920	66,663	Market	66,663
ROYCE PENNSYLVANIA	215,318	58,090	Market	58,090
SCH ADV ASH RESRV PREM	8,695		Market	
SECTOR SPDR UTIL SELECT QTY 2145	77,177		Market	
SPDR S&P BIOTECH ETF QTY 1090	72,376		Market	
STAPLES INC 5800 SHS		66,120	Market	66,120
STRYKER CORP 1120 SHS	55,675	61,398	Market	61,398
SYSCO CORPORATION 2110 SHS	61,886	66,803	Market	66,803
T J X COS INC 1000 SHS	64,550		Market	
TAIWAN SEMICONDUCTOR ADRF 4820 SHS	62,226	82,711	Market	82,711
TD AMERITRADE HOLDING CP 3270 SHS	51,176		Market	
TD AMERITRADE HOLDING CP 4270 SHS		71,779	Market	71,779
TELEFONICA SPON ADR F 800 SHS	41,256		Market	

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TELEFONICA SPON ADRF 2400 SHS	\$	\$ 32,376	Market	\$ 32,376
TEVA PHARM INDS LTD ADRF 1265 SHS	51,055	47,235	Market	47,235
TIME WARNER INC NEW 2310 SHS	83,483	110,487	Market	110,487
TOTAL S A ADR F 1150 SHS		59,812	Market	59,812
UNIVERSITY NC WILM 5%22	97,150	99,924	Market	99,924
VANGUARD EMERGIN MARKET QTY 713	27,244		Market	
VANGUARD INFLATION	416,974		Market	
VORNADO REALTY TRUST	53,802		Market	
WAL-MART STORES INC 1200 SHS	71,712		Market	
WISDOMTREE TRUST QTY 1420	58,703		Market	
Total	\$ 5,477,128	\$ 3,421,977		\$ 3,421,977

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LOOMIS SAYLES BOND FUND	\$	\$ 78,478	Market	\$ 78,478
LORD ABBETT HIGH YIELD i		248,053	Market	248,053
METROPOLITAN WEST TOTAL		106,161	Market	106,161
OPPENHEIMER INTL BOND FD		241,796	Market	241,796
PIMCO LOW DURATION FUND		88,058	Market	88,058
VANGUARD INFLATION		510,522	Market	510,522
Total	\$ 0	\$ 1,273,068		\$ 1,273,068

Statement 8 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
214 CONFEDERATE AVE SALISBURY NC	\$ 436,806	\$ 0	\$	\$
Total	\$ 436,806	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN FD EUROPACIFIC FUND	\$	324,159	Market	\$ 324,159
ARTISAN MID CAP VALUE FD		139,478	Market	139,478
ARTISAN SMALL CAP VALUE FUND		223,929	Market	223,929
MATTHEWS PACIFIC TIGER FUND		128,924	Market	128,924
OPPENHEIMER DEVLEOPING FUND		91,366	Market	91,366
ROYCE PA MUTUAL FUND		246,703	Market	246,703
ISHARES TR S&P GLOBAL FUND		70,033	Market	70,033
SPDR S&P BIOTECH ETF		95,822	Market	95,822
VANGUARD MSCI EMERGING FUND		31,749	Market	31,749
WISDOMTREE TRUST FUND		70,205	Market	70,205
Total	\$ 0	\$ 1,422,368		\$ 1,422,368

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN ON SECURITIES	\$ 353,383
Total	\$ 353,383

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
GAIL G. SETTLE P O BOX 1040 SALISBURY NC 28145	VP	1.00	0	0	0
JEFFREY V. GOODMAN PO BOX 1040 SALISBURY NC 28145-1040	PRESIDENT/TR	1.00	0	0	0
MICHAEL A. GOODMAN PO BOX 1040 SALISBURY NC 28145-1040	SECRETARY	1.00	0	0	0
ARTHUR L. HATTAWAY, JR PO BOX 1040 SALISBURY NC 28145-1040	ASST. SEC.	1.00	0	0	0
C. RANDALL MCGLOTHLIN PO BOX 1040 SALISBURY NC 28145-1040	ASST. SEC.	2.00	0	0	0

Year

Name		Address		Amount
Address	Relationship	Status	Purpose	
AMERICAN RED CROSS ASHEVILLE NC 28804	100 EDGEWOOD RD		CHARITY	1,000
AMERICAN RED CROSS GREENVILLE SC 29604	PO BOX 9035		CHARITY	1,000
APPLACHIAN REGIONAL HEALTHCARE FOUN BOONE NC 28607	PO BOX 2600		SUPPORT MEDICAL FOUNDATION	2,000
ASHEVILLE ART MUSEUM ASHEVILLE NC 28802	PO BOX 1717		OPERATIONAL EXPENSES	1,000
BARRELL BOTTOM BOAT COMPANY SCHOLAR WAKE FOREST NC 27587	1533 HERITAGE INKS DR		EDUCATION SCHOLARSHIP	1,000
BUDDIES PLACE CAT RESCUE FORT WORTH TX 76121	PO BOX 123593		OPERATIONAL EXPENSES	20,000
CARING FOR CHILDREN INC ASHEVILLE NC 28815	PO BOX 19113		OPERATIONAL EXPENSES	1,000
CENTRAL UNITED METHODIST ASHEVILLE NC 28801	27 CHURCH STREET		RELIGIOUS ORGANIZATION	42,600
CHEROKEE COUNT SCHOOLS MURPHY NC 28906	911 ANDREWS RD		CAPITAL IMPROVEMENTS	3,500
DALLAS CHILDREN'S ADVOCACY CENTER DALLAS NC 75228	5351 SAMUELL BLVD		OPERATIONAL EXPENSES	1,000
FORT WORTH MUSEUM OF SCIENCE & HIST FORT WORTH TX 76107	1501 MONTGOMERY ST		OPERATIONAL EXPENSES	1,000
GREENSBORO COLLEGE GREENSBORO NC 27401	815 W MARKET ST		EDUCATIONAL SCHOLARSHIPS	1,000
HELPMATE ASHEVILLE NC 28802	PO BOX 2263		OPERATIONAL EXPENSES	1,000
LAKE TOXAWAY CHARITIES LAKE TOXAWAY NC 28747	PO BOX 163		CHARITY	1,000
LEUKEMIA & LYMPHNOMIA SOC WHITE PLAINS NY 10605	1311 MAMARONECK AVE		RESEARCH, EDUCATION, PATIENT SERVICE	200
NATIONAL WILDLIFE FEDERATION RESTON VA 20190	11100 WILDLIFE CENTER DR		OPERATIONAL EXPENSES	250
NC STATE ANNUAL GIVING RALEIGH NC 27695	CAMPUS BOX 7474		ACADEMIC PROGRAM SUPPORT	5,000
NC STATE UNIVERSITY STUDENT AID ASS RALIEGH NC 27627	PO BOX 37100		ACADEMIC PROGRAM SUPPORT	13,000
ROWAN REGIONAL CENTER FOUNDATION SALISBURY NC 28144	130 MOCKSVILLE AVE		HOSPICE HOUSE	5,000
				12

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
SEASIDE UNITED METHODIST CHURCH		1300 SEASIDE DR				RELIGIOUS	100
SUNSET BEACH NC 28468				UNKNOWN		OPERATIONAL EXPENSES	1,000
SHELTER2RESCUE COALITION						EDUCATIONAL SUPPORT	1,000
FORT WORTH TX 76107				1700 DOGWOOD MILE		RESEARCH, PATIENT SERVICES	3,000
ST. ANDREWS PRESBY COLLEG				262 DANNY THOMAS PLACE		SUPPORT EDUCATION PROGRAMS	15,500
LAURINBURG NC 28352				297 HAYWOOD ST		OPERATIONAL EXPENSES	1,000
ST. JUDE CHILDREN'S RESEARCH HOSPIT				12700 HILLCREST RD		OPERATIONAL EXPENSES	3,100
MEMPHIS TN 38105				PO BOX 1888		CHARITY	250
T.H.E. CENTER FOR DISORDE				204 HAYWOOD ST		OPERATIONAL EXPENSES	1,000
ASHEVILLE NC 28801				153 W JORDAN ST		EDUCATIONAL SUPPORT	7,500
THE ARC OF DALLAS				312 OWEN HALL CPO #1800		CHARTIABLE	50
DALLAS TX 75230				50 S FRENCH BROAD AVE		RELIGIOUS	140,050
THE COMMUNITY FOUNDATION OF WNC				PO BOX 742			
ASHEVILLE NC 28802							
THE SALVATION ARMY							
ASHEVILLE NC 28805							
TOXAWAY HEALTH CARE ENDOWMENT FUND							
BREVARD NC 28712							
UNC ASHEVILLE FOUNDATION							
ASHEVILLE NC 28804							
UNITED WAY OF ASHEVILLE							
ASHEVILLE NC 28801							
WILDERNESS TRAIL							
WAYNESVILLE NC 28786							
Total							