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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code SALISBURY NC 28145		C If exemption application is pending, check here ▶
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here ▶ 2 Foreign organizations meeting the 85% test check here and attach computation ▶
H Check type of organization <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 ▶
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 8,169,500	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 ▶

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	237,555			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	25	25		
	4 Dividends and interest from securities	179,794	154,919		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	285,925			
	b Gross sales price for all assets on line 6a 1,563,525				
	7 Capital gain net income (from Part IV, line 2)		31,738		
	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)					
12 Total Add lines 1 through 11	703,299	186,682	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmt 2	32,803	32,803		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	3,906			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	38			38
	24 Total operating and administrative expenses. Add lines 13 through 23	36,747	32,803	0	38
25 Contributions, gifts, grants paid	225,070			225,070	
26 Total expenses and disbursements. Add lines 24 and 25	261,817	32,803	0	225,108	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	441,482				
b Net investment income (if negative, enter -0-)		153,879			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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		279,316	105,868	105,868
	2	Savings and temporary cash investments		509,208	290,974	290,974
	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) ▶	0			
		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 (attach schedule)				
	b	Investments – corporate stock (attach schedule) See Stmt 5		3,421,977	4,513,168	4,513,168
	c	Investments – corporate bonds (attach schedule) See Stmt 6		1,273,068	1,627,590	1,627,590
Liabilities	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 7		1,422,368	1,631,900	1,631,900
	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)		6,905,937	8,169,500	8,169,500
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		6,905,937	8,169,500	
	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)		6,905,937	8,169,500	
	31	Total liabilities and net assets/fund balances (see instructions)		6,905,937	8,169,500	

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	6,905,937
2	Enter amount from Part I, line 27a	2	441,482
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	822,081
4	Add lines 1, 2, and 3	4	8,169,500
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	8,169,500

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 SCHWAB				
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 31,738			31,738	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k) but not less than -0-) or Losses (from col. (h))	
a			31,738	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	31,738
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 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))
2012	140,163	6,650,301	0.021076
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
2 Total of line 1, column (d)			2 0.152740
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 0.030548
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,566,020
5 Multiply line 4 by line 3			5 231,127
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,539
7 Add lines 5 and 6			7 232,666
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.			8 225,108

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	3,078
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	3,078
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	3,078
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	69
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,147
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 2013, 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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013) 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 2013?	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)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?			6b
	If "Yes" to 6b, file Form 8870			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 9				

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	6,968,971
b	Average of monthly cash balances	1b	712,268
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7,681,239
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	7,681,239
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	115,219
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,566,020
6	Minimum investment return. Enter 5% of line 5	6	378,301

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	378,301
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,078
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,078
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	375,223
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	375,223
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	375,223

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	225,108
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	225,108
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	225,108

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				375,223
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			222,513	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 225,108				
a Applied to 2012, but not more than line 2a			222,513	
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 2013 distributable amount				2,595
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				372,628
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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)	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
b 85% of line 2a	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 <input checked="" type="checkbox"/> 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 address 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 10					225,070
Total					225,070
b Approved for future payment N/A					
Total					

Schedule of Contributors

OMB No 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

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 33¹/₃ % 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 its Form 990-PF, Part I, line 2, 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	\$ 24,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	B V HEDRICK GRAVEL & SAND COMPANY PO BOX 1040 SALISBURY NC 28145	\$ 22,062	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	E A GOODMAN ESTATE PO BOX 1040 120 1/2 N CHURCH ST SALISBURY NC 28145	\$ 185,901	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost			
ARTVX - QTY 445.367	Various	8/29/13	Purchase 7,763 \$	6,872 \$	\$	891	
LAHYX - QTY 2863.282	Various	8/27/13	Purchase 22,551	22,766		-215	
REIT: CLI - QTY 3650	Various	10/28/13	Purchase 78,239	99,565		-21,326	
UNITED PARCEL SERVICE B - QTY 1050	Various	12/06/13	Purchase 107,290	76,890		30,400	
VANGUARD INFLA PRO - QTY 5584.055	Various	1/28/13	Purchase 80,399	82,637		-2,238	
ABBOTT LABORATORIES - QTY 1300	Various	10/09/13	Purchase 42,872	33,181		9,691	
ABBVIE INC - QTY 1300	Various	3/13/13	Purchase 48,408	35,982		12,426	
APPLIED MATERIALS INC - QTY 3300	Various	2/25/13	Purchase 44,728	34,821		9,907	
ARTISAN SMALL CAP - QTY 14142.854	Various	8/29/13	Purchase 246,510	219,201		27,309	
AUTO DATA PROCESSING - QTY 1075	3/24/10	6/11/13	Purchase 73,562	47,705		25,857	
GENERAL MILLS INC - QTY 1260	Various	5/31/13	Purchase 59,847	45,147		14,700	
HOME DEPOT INC - QTY 1000	3/24/10	4/10/13	Purchase 71,517	32,313		39,204	
INTL BUSINESS MACHINES - QTY 255	3/24/10	1/08/13	Purchase 48,950	32,806		16,144	
ISHARES TR S&P - QTY 1225	Various	5/31/13	Purchase 74,403	64,515		9,888	
LORD ABBETT HIGH YIELD - 4370.221	Various	8/27/13	Purchase 34,419	34,184		235	
MICROCHIP TECHNOLOGY - QTY 2175	Various	1/08/13	Purchase 70,749	62,676		8,073	
NC 5.25% 18REV DUE 10/01/18	4/27/98	10/01/13	Purchase 5,000	5,000			
SPDR S&P BIOTECH - QTY 500	3/24/10	8/27/13	Purchase 59,987	30,734		29,253	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Gain / Loss	Net
				Sale Price	Purchase					
TD AMERITRADE HOLDING - QTY 4270		Various	8/27/13	\$ 111,699	\$	67,167	\$	\$		44,532
TELEFONICA - QTY 2400		7/29/10	7/10/13	Purchase 30,936		54,959				-24,023
VANGUARD INFLA PRO - QTY 9672.533		Various	1/28/13	Purchase 139,265		125,968				13,297
3M COMPANY - QTY 760		Various	1/08/13	Purchase 72,693		62,511				10,182
Total				\$ 1,531,787	\$	1,277,600	\$	0	\$	254,187

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	\$ 32,803	\$ 32,803	\$	\$
Total	\$ 32,803	\$ 32,803	0	0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX	\$ 3,415	\$	\$	\$
UBTI TAX	491			
Total	\$ 3,906	\$ 0	0	0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
BANK SERVICE CHARGES	38			38
Total	38	0	0	38

Statement 5 - 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	\$ 70,566		Market	\$
ABBOTT LABORATORIES 1300 SHS	85,150		Market	
AFLAC INC QTY 1300 SHS	69,056	86,840	Market	86,840
AFLAC INC QTY 400 SHS		26,720		26,720
APACHE CORP 615 SHS	48,278	52,853	Market	52,853
APPLE INC 90 SHS	47,896	50,492	Market	50,492
APPLE INC 140 SHS		78,543	Market	78,543
APPLIED MATERIALS INC 3300 SHS	37,752		Market	
ARCHER-DANIELS-MIDLAND CO 2200 SHS	60,258	95,480	Market	95,480
AT&T INC NEW 1850 SHS	62,364	65,046	Market	65,046
AUTO DATA PROCESSING 1075 SHS	61,200		Market	
BLACK ROCK INC 400 SHS	82,684		Market	
CARY NC 4820	99,479	126,588	Market	126,588
CHEVRON CORPORATION 595 SHS	64,343	94,061	Market	94,061
CHEVRON CORPORATION 250 SHS		74,321	Market	74,321
CISCO SYSTEMS INC 3400 SHS		31,228	Market	31,228
CVS CAREMARK CORP 1770 SHS		76,262	Market	76,262
CARDINAL HEALTH INC 770 SHS	85,580	126,679	Market	126,679
DEERE & CO 1200 SHS		51,444	Market	51,444
DOVER CORPORATION 1195 SHS		109,596	Market	109,596
EMERSON ELECTRIC CO 1380 SHS	78,523	115,365	Market	115,365
ENERGIZER HOLDING INC 500 SHS	73,085	96,848	Market	96,848
ENSCO PLC ADR QTY 1000	59,280	54,120	Market	54,120
ENSCO PLC ADR QTY 840		56,814	Market	56,814
EXXON MOBIL CORPORATION 900 SHS		48,397	Market	48,397
FIFTH THIRD BANCORP 3960 SHS	77,895	91,080	Market	91,080
GENERAL DYNAMICS CORP 660 SHS		83,279	Market	83,279
GENERAL ELECTRIC CO 4200 SHS	55,070	117,726	Market	117,726

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL MILLS INC 1260 SHS	\$ 50,929		Market	\$
HALLIBURTON CO HLDG CO 1800 SHS	62,442	91,350	Market	91,350
HOME DEPOT INC 1000 SHS	61,850		Market	
INTEL CORP 3230 SHS	66,603	83,993	Market	83,993
INTEL CORP 1600 SHS		41,370	Market	41,370
INTL BUSINESS MACHINES 255 SHS	48,845		Market	
JOHNSON & JOHNSON 1010 SHS	70,801	92,506	Market	92,506
JPMORGAN CHASE & CO 1860 SHS	81,783	108,773	Market	108,773
KOHL'S CORP 1760 SHS	75,645	99,880	Market	99,880
MEDTRONIC INC 1780 SHS	73,016	102,154	Market	102,154
MICROCHIP TECHNOLOGY INC 2175 SHS	70,883		Market	
MICROSOFT CORP 2120 SHS	56,625	79,391	Market	79,391
MICROSOFT CORP 500 SHS		18,623	Market	18,623
NORTH CAROLINA 5.25%18	65,008	60,004	Market	60,004
NORTH CAROLINA 5.25%20	103,607	98,403	Market	98,403
NORTH CAROLINA 5.25%28	84,096	75,898	Market	75,898
NORTH CAROLINA 5.875%35	47,531	44,859	Market	44,859
NORTH CAROLINA ST 3%14	67,251	65,621	Market	65,621
ORACLE CORPORATION 2470 SHS	82,300	94,261	Market	94,261
ORACLE CORPORATION 1000 SHS		38,501	Market	38,501
PEPSICO INCORPORATED 1000 SHS	68,430	82,940	Market	82,940
PNC FINL SERVICES GP INC 1250 SHS	72,888	96,975	Market	96,975
PROCTER & GAMBLE 1025 SHS	69,587	83,445	Market	83,445
PRUDENTIAL FINANCIAL INC 1250 SHS	66,663	115,275	Market	115,275
QUALCOMM INC 1700 SHS		126,225	Market	126,225
RIO TINTO PLC SPON ADR F 1000 SHS	58,090	55,900	Market	55,900
RIO TINTO PLC SPON ADR F 1540 SH		87,432	Market	87,432
STAPLES INC 5800 SHS	66,120	92,098	Market	92,098
STAPLES INC 1100 SHS		17,543	Market	17,543
STRYKER CORP 1120 SHS	61,398	84,157	Market	84,157
SYSCO CORPORATION 2110 SHS	66,803	76,171	Market	76,171
TAIWAN SEMICONDUCTOR ADRF 4820 SHS	82,711	84,061	Market	84,061
TD AMERITRADE HOLDING CP 4270 SHS	71,779		Market	
TELEFONICA SPON ADRF 2400 SHS	32,376		Market	
TEVA PHARM INDS LTD ADRF 1265 SHS	47,235	50,747	Market	50,747
TEVA PHARM INDS LTD ADRF 570 SHS		22,800	Market	22,800
TIME WARNER INC NEW 2310 SHS	110,487	161,053	Market	161,053
TOTAL S A ADR F 1150 SHS	59,812	70,767	Market	70,767
TOTAL S A ADRF 500 SHS		30,329	Market	30,329

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UNIVERSITY NC WILM 5%22	\$ 99,924	\$ 95,969	Market	\$ 95,969
WELLPOINT INC 800 SHS		73,912	Market	73,912
Total	\$ 3,421,977	\$ 4,513,168		\$ 4,513,168

Statement 6 - 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	\$ 83,092	Market	\$ 83,092
LORD ABBETT HIGH YIELD i	248,053	212,627	Market	212,627
METROPOLITAN WEST TOTAL	106,161	306,902	Market	306,902
OPPENHEIMER INTL BOND FD	241,796	232,403	Market	232,403
PIMCO LOW DURATION FUND	88,058	269,942	Market	269,942
TEMPLETON GLOBAL BOND	510,522	205,032	Market	205,032
VANGUARD INFLATION		317,592	Market	317,592
Total	\$ 1,273,068	\$ 1,627,590		\$ 1,627,590

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Statement 7 - 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	\$ 390,428	Market	\$ 390,428
ARTISAN MID CAP VALUE FD	139,478	189,408	Market	189,408
ARTISAN SMALL CAP VALUE FUND	223,929		Market	
DELAWARE SMALL CAP VALUE		210,798	Market	210,798
MATTHEWS PACIFIC TIGER FUND	128,924	133,608	Market	133,608
OPPENHEIMER DEVELOPING FUND	91,366	126,315	Market	126,315
ROYCE PA MUTUAL FUND	246,703	333,672	Market	333,672
ISHARES TR S&P GLOBAL FUND	70,033	55,332	Market	55,332
SPDR S&P BIOTECH ETF	95,822	76,818	Market	76,818
VANGUARD MSCI EMERGING FUND	31,749	29,333	Market	29,333
WISDOMTREE TRUST FUND	70,205	86,188	Market	86,188
Total	\$ 1,422,368	\$ 1,631,900		\$ 1,631,900

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN ON SECURITIES	\$ 822,081
Total	\$ 822,081

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Statement 9 - 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

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
ADAM DAVIS GALLEHER MEMORIAL FUND TRUCKEE CA 96161	13100 FILLY LANE			CHARITY	5,000
ALL SOULS COUNSELING CENTER ASHEVILLE NC 28801	350 ARLINGTON STREET			SUPPORT COUNSELING PROGRAM	100
AMON CARTER MUSEUM OF MODERN ART FORT WORTH TX 76107-2631	3501 CAMP BOWIE BLVD			OPERATION EXPENSES	1,000
ANNUAL GIVING FOR NCSU RALEIGH NC 27695-7511	CAMPUS BOX 7511			ACADEMIC PROGRAM SUPPORT	6,000
APPLACHIAN REGIONAL HEALTHCARE FOUN BOONE NC 28607	PO BOX 2600			SUPPORT MEDICAL FOUNDATION	2,000
					9-10

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
BETHLEHEM COMMUNITY CENTER		1200 E MADDOX AVE				CAPITAL CAMPAIGN	1,000
FORT WORTH TX 76104							
BLACK MOUNTAIN HOME FOR CHILDREN		80 LAKE EDEN RD				OPERATIONAL EXPENSES	300
BLACK MOUNTAIN NC 28711							
BUDDIES PLACE CAT RESCUE		PO BOX 123593				OPERATIONAL EXPENSES	6,000
FORT WORTH TX 76121							
CARING FOR CHILDREN INC		PO BOX 19113				OPERATIONAL EXPENSES	1,000
ASHEVILLE NC 28815							
CATAWBA COLLEGE		2300 W INNES ST				ACADEMIC PROGRAM SUPPORT	30,000
SALISBURY NC 28144-2488							
CENTRAL UNITED METHODIST		27 CHURCH STREET				RELIGIOUS ORGANIZATION	42,970
ASHEVILLE NC 28801							
DALLAS CHILDRENS ADVOCACY CENTER		5351 SAMUEL BLVD				OPERATIONAL EXPENSES	2,500
DALLAS TX 75228							
HAYWOOD STREET RESPIRE		PO BOX 2982				OPERATIONAL EXPENSES	1,500
ASHEVILLE NC 28802							
LEAF SCHOOLS & STREETS		377 LAKE EDEN RD				OPERATIONAL EXPENSES	100
BLACK MOUNTAIN NC 28711							
LEE STREET THEATRE		PO BOX 201				CAPITAL CAMPAIGN	5,000
SALISBURY NC 28145							
MICHAEL J FOX FOUNDATION		GRAND CENTRAL STATION				RESEARCH	2,000
NEW YORK NY 10163-4777							
MISSION FOUNDATION		PO BOX 5363				SUPPORT MEDICAL FOUNDATION	55,000
ASHEVILLE NC 28813							
NC STATE UNIVERSITY STUDENT AID ASS		PO BOX 37100				ACADEMIC PROGRAM SUPPORT	15,500
RALIEGH NC 27627							
NC STATE ANNUAL FUND		BOX 7474				ACADEMIC PROGRAM SUPPORT	1,000
RALEIGH NC 27695-7474							
ST. JUDE CHILDREN'S RESEARCH HOSPIT		501 ST JUDE PLACE				RESEARCH, PATIENT SERVICES	5,000
MEMPHIS TN 38105							
T.H.E. CENTER FOR DISORDE		297 HAYWOOD ST				SUPPORT EDUCATION PROGRAMS	17,500
ASHEVILLE NC 28801							
THE COMMUNITY FOUNDATION OF WNC		PO BOX 1888				OPERATIONAL EXPENSES	1,100
ASHEVILLE NC 28802							
THE SALVATION ARMY		PO BOX 1778				CHARITY	500
ASHEVILLE NC 28802-1778							

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Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
UNC ASHEVILLE FOUNDATION	ASHEVILLE NC 28804	312 OWEN HALL	CPO #1800			EDUCATIONAL SUPPORT	3,000
UNITED WAY OF ASHEVILLE	ASHEVILLE NC 28801	50 S FRENCH BROAD AVE				CHARTIABLE	8,000
UT SOUTHWESTERN MEDICAL CENTER	DALLAS TX 75391-0888	PO BOX 910888				SUPPORT MEDICAL FOUNDATION	2,000
WATAUGA HUMANE SOCIETY	BOONE NC 28607	PO BOX 1835				OPERATION EXPENSES	10,000
Total							225,070