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Form 990-PF

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation GOODFELLOW FUND		A Employer identification number 91-2000453
Number and street (or P O box number if mail is not delivered to street address) 433 13TH AVE E NO 101		Room/suite
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98102		
<b>G</b> 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		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 161,069		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I</b> 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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc, received (attach schedule)	274,543			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,148	2,148		
	4 Dividends and interest from securities. . . . .	2,045	2,045		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .		129,053		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	278,736	133,246		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	1,000	0		0
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	516	516		0
	18 Taxes (attach schedule) (see instructions) . . . . .	1	1		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	1,399	1,219		0
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	2,916	1,736		0
	<b>25 Contributions, gifts, grants paid.</b> . . . . .	150,563			150,563
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	153,479	1,736		150,563
	<b>27 Subtract line 26 from line 12</b>				
	<b>a Excess of revenue over expenses and disbursements</b>	125,257			
	<b>b Net investment income</b> (if negative, enter -0-) . . .		131,510		
	<b>c Adjusted net income</b> (if negative, enter -0-) . . .				

<b>Part II</b> <b>Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .			
3	Accounts receivable ► 659			
	Less allowance for doubtful accounts ►			
625		659		659
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 (attach schedule) ►			
	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)	12,439	12,637	12,632
b	Investments—corporate stock (attach schedule) . . . . .	88,020	64,367	103,125
c	Investments—corporate bonds (attach schedule) . . . . .	35,602	35,520	38,355
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans . . . . .			
13	Investments—other (attach schedule) . . . . .	6,681	5,719	6,298
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ► )			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	143,367	118,902	161,069
<b>Liabilities</b>				
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 ► )	98,605	17,954	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	98,605	17,954	
<b>Net Assets or Fund Balances</b>				
	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
24	Unrestricted . . . . .	44,762	100,948	
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
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	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	44,762	100,948	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	143,367	118,902	

**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	44,762
2	Enter amount from Part I, line 27a . . . . .	2	125,257
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3 . . . . .	4	170,019
5	Decreases not included in line 2 (itemize) ►	5	69,071
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	100,948

**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)
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<b>1a</b> See Additional Data Table				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>2</b>	129,053
<b>3</b> 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

**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 page 18 of 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	173,503	190,112	0.912636
2011	76,700	256,675	0.298821
2010	63,893	292,400	0.218512
2009	152,459	349,621	0.436069
2008	35,790	535,327	0.066856

<b>2</b> <b>Total</b> of line 1, column (d).	<b>2</b>	1 932894
<b>3</b> 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	<b>3</b>	0.386579
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	159,558
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	61,682
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	1,315
<b>7</b> Add lines 5 and 6.	<b>7</b>	62,997
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	150,563

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 _____ <b>(attach copy of letter if necessary—see instructions)</b>		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	1,315
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	1,315
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	1,315
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	1,650
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d. . . . .	7	1,650
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	4
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	331
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 331 <b>Refunded</b> <input type="checkbox"/>	11	0

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? . . . . .	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WA		
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	Yes	

Website address ► N/A

14 The books are in care of ► JOHN GOODFELLOW Telephone no ► (206) 328-2768  
 Located at ► 433 13TH AVE E 101 SEATTLE WA ZIP +4 ► 98102

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

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 instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	□ Yes	✓ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	□ Yes	✓ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	□ Yes	✓ No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	□ Yes	✓ No
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . .	1b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	2a	
	If "Yes," list the years ► 20____, 20____, 20____, 20____	□ Yes	✓ No
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? . . . . .	3a	
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) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
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	No

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 <b>any</b> 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)? . . . . .		5b	
c	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<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	No
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <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? . . . . .		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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN GOODFELLOW 433 13TH AVE E 101 SEATTLE, WA 98102	PRESIDENT 3 00	0	0	0
BARBARA PETERSON 433 13TH AVE E 101 SEATTLE, WA 98102	VP, SECRETARY 2 00	0	0	0

**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		

## **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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the 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	162,443
b	Average of monthly cash balances. . . . .	1b	-455
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	161,988
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	161,988
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	2,430
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	159,558
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	7,978

**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	7,978
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	1,315
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,315
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	6,663
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	6,663
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	6,663

**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	150,563
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	150,563
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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). . . . .	6	1,315
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		149,248

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				6,663
<b>2</b> Undistributed income, if any, as of the end of 2013			0	
<b>a</b> Enter amount for 2012 only. . . . .		0		
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	9,172			
<b>b</b> From 2009. . . . .	135,230			
<b>c</b> From 2010. . . . .	49,393			
<b>d</b> From 2011. . . . .	64,080			
<b>e</b> From 2012. . . . .	164,315			
<b>f Total of lines 3a through e. . . . .</b>	422,190			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 150,563			0	
<b>a</b> Applied to 2012, but not more than line 2a		0		
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .			6,663	
<b>e</b> Remaining amount distributed out of corpus	143,900			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:	566,090			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	9,172			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	556,918			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	135,230			
<b>b</b> Excess from 2010. . . . .	49,393			
<b>c</b> Excess from 2011. . . . .	64,080			
<b>d</b> Excess from 2012. . . . .	164,315			
<b>e</b> Excess from 2013. . . . .	143,900			

**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.			
1b	Check box to indicate whether the organization is a private operating foundation described in section <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.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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 organization 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))

JOHN GOODFELLOW

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	150,563
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )	
		(a) Business code	(b) Amount		(c) Exclusion code
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .				14	2,148
<b>5</b> Net rental income or (loss) from real estate				14	2,045
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a					
b					
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .			0		4,193
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .				13	4,193

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or**

## **b** Other transactions

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

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

\* \* \* \* \*

2014-05-21

\* \* \* \* \*

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

<b>Paid Preparer Use Only</b>	MICHAEL J GILLESPIE CPA		employed <input checked="" type="checkbox"/>	P00060050
	Firm's name ► VINE DAHLEN PLLC		Firm's EIN ► 91-1056739	
	Firm's address ► 3500 188TH STREET SW STE 322 LYNNWOOD, WA 98037		Phone no (425) 771-6055	

2013

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**

GOODFELLOW FUND

**Employer identification number**

91-2000453

**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<sup>1/3</sup>% 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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

<b>Name of organization</b> GOODFELLOW FUND	<b>Employer identification number</b> 91-2000453
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**Name of organization**  
GOODFELLOW FUND

**Employer identification number**

91-2000453

<b>Part II</b> <b>Noncash Property</b> (see Instructions) Use duplicate copies of Part II if additional space is needed			
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
	See Additional Data Table	\$ _____	_____
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$ _____	_____
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$ _____	_____
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$ _____	_____
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$ _____	_____
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$ _____	_____
<b>(a) No. from Part I</b>	<b>(b) Description of noncash property given</b>	<b>(c) FMV (or estimate) (see instructions)</b>	<b>(d) Date received</b>
		\$ _____	_____

<b>Name of organization</b> GOODFELLOW FUND	<b>Employer identification number</b> 91-2000453
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**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ► \$  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 91-2000453  
**Name:** GOODFELLOW FUND

Form 990 Schedule B, 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	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 5,002	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
2	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 5,136	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
3	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 21,090	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
4	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 31,400	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
5	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 32,041	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
6	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 34,965	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
7	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 34,178	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
8	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 4,932	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
9	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 5,176	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )
10	JOHN GOODFELLOW 433 13TH AVE E  SEATTLE, WA 98102	\$ 13,908	<b>Person</b> <input checked="" type="checkbox"/> <b>Payroll</b> <input type="checkbox"/> <b>Noncash</b> <input checked="" type="checkbox"/>  (Complete Part II for noncash contribution )

Form 990 Schedule B, 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
11	JOHN GOODFELLOW 433 13TH AVE E	\$ 38,245	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	SEATTLE, WA 98102		(Complete Part II for noncash contribution )
12	JOHN GOODFELLOW 433 13TH AVE E	\$ 27,986	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	SEATTLE, WA 98102		(Complete Part II for noncash contribution )
13	JOHN GOODFELLOW 433 13TH AVE E	\$ 20,484	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	SEATTLE, WA 98102		(Complete Part II for noncash contribution )

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	37SH BOEING CO	\$ 5,002	2013-12-06
2	50SH THERMO FISHER SCIENTIFIC	\$ 5,136	2013-12-06
3	270SH NORFOLK SOUTHERN CORP	\$ 21,090	2013-09-23
4	400SH NATIONAL OILWELL VARCO	\$ 31,400	2013-09-23
5	880SH MICROSOFT CORP	\$ 32,041	2013-07-16
6	300SH 3M CO	\$ 34,965	2013-07-16
7	375SH ECLOLAB	\$ 34,178	2013-07-16
8	70SH HOME DEPOT INC	\$ 4,932	2013-03-14
9	50SH COSTCO WHSL CORP	\$ 5,176	2013-03-14
10	400SH WELL FARGO & CO	\$ 13,908	2013-01-07

## Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>11</u>	72SH APPLE INC	\$ <u>38,245</u>	<u>2013-01-07</u>
<u>12</u>	255SH CHEVRON CORP	\$ <u>27,986</u>	<u>2013-01-07</u>
<u>13</u>	400SH OMNICOM GROUP INC	\$ <u>20,484</u>	<u>2013-01-07</u>

## TY 2013 Accounting Fees Schedule

**Name:** GOODFELLOW FUND

**EIN:** 91-2000453

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	1,000	0		0

## TY 2013 Investments Corporate Bonds Schedule

**Name:** GOODFELLOW FUND

**EIN:** 91-2000453

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	35,520	38,355

## TY 2013 Investments Corporate Stock Schedule

**Name:** GOODFELLOW FUND

**EIN:** 91-2000453

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	36,025	65,866
MUTUAL FUNDS	28,342	37,259

## TY 2013 Investments Government Obligations Schedule

**Name:** GOODFELLOW FUND

**EIN:** 91-2000453

**US Government Securities - End of**

**Year Book Value:** 12,637

**US Government Securities - End of**

**Year Fair Market Value:** 12,632

**State & Local Government**

**Securities - End of Year Book**

**Value:** 0

**State & Local Government**

**Securities - End of Year Fair**

**Market Value:** 0

## TY 2013 Investments - Other Schedule

**Name:** GOODFELLOW FUND**EIN:** 91-2000453

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COMMODITY	AT COST	5,719	6,298

## TY 2013 Other Decreases Schedule

**Name:** GOODFELLOW FUND**EIN:** 91-2000453

Description	Amount
FEDERAL INCOME TAX	159
ADJUSTMENT TO DONATED PROPERTY BASIS	68,912

## TY 2013 Other Expenses Schedule

**Name:** GOODFELLOW FUND

**EIN:** 91-2000453

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	1,219	1,219		0
LICENSE	25	0		0
TRAVEL	55	0		0
MEMBERSHIP	100	0		0

## TY 2013 Other Liabilities Schedule

**Name:** GOODFELLOW FUND

**EIN:** 91-2000453

Description	Beginning of Year - Book Value	End of Year - Book Value
CASH DEFICIT	98,605	17,954

## TY 2013 Taxes Schedule

**Name:** GOODFELLOW FUND**EIN:** 91-2000453

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	1	1		0

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
AB SVESK EXPORT 100SH		2009-08-18	2013-12-12
ALBEMARLE CORP 25SH		2011-02-11	2013-03-06
AMAZON COM INC 2SH		2008-03-18	2013-12-09
APPLE INC 72SH		2005-11-07	2013-01-10
BARCLAYS BANK 7SH		2009-08-18	2013-12-12
BERKSHIRE HATHAWAY 5SH		2007-05-18	2013-03-06
BOEING CO 20SH		2008-05-21	2013-12-12
BOEING CO 17SH		2008-07-31	2013-12-09
BOEING CO 10SH		2008-07-31	2013-12-12
CHEVRON CORP 245SH		1986-12-31	2013-01-10
CHEVRON CORP 15SH		2007-05-18	2013-01-10
COSTCO WHSL CORP 35SH		1975-06-01	2013-03-18
COSTCO WHSL CORP 15SH		2007-05-18	2013-03-18
COVIDIEN PLC 15SH		2008-05-08	2013-03-06
DEERE & CO 10SH		2007-05-18	2013-03-06
DEERE & CO 10SH		2007-05-18	2013-12-12
EBAY INC 15SH		2011-08-26	2013-03-06
EMERSON ELECTRIC CO 30SH		2007-05-18	2013-03-06
FILELITY NATL INFO SVCS 10SH		2009-08-05	2013-07-10
FIRSTENERGY CORP 25SH		2007-11-06	2013-07-10
GENERAL MILLS INC 20SH		2007-12-29	2013-07-10
HOME DEPOT INC 70SH		1995-04-13	2013-03-18
ISHARES CORE S&P 10SH		2010-02-25	2013-03-06
ISHARES MSCI PAC 50SH		2007-05-18	2013-12-12
ISHRES S&P SML 20SH		2009-11-20	2013-07-10
ISHARES TR MSCI 20SH		2007-05-18	2013-03-06
ISHARES TR MSCI 15SH		2007-05-18	2013-07-10
MALLINCKRODT PUB 87SH		2008-05-08	2013-07-01
MALLINCKRODT PUB 1SH		2008-05-08	2013-12-09
MARSH & MC LENNAN CO 20SH		2008-07-28	2013-07-10

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
MC DONALDS CORP 15SH		2007-05-18	2013-03-06
METLIFE INC 20SH		2007-07-12	2013-07-10
MICROSFT CORP 20SH		2008-12-08	2013-12-12
NATIONAL OILWELL 20SH		2008-01-14	2013-09-24
NATIONAL OILWELL 380SH		2008-11-06	2013-09-24
NORFOLK SOUTHERN CORP 155SH		2009-11-20	2013-09-24
NORFOLK SOUTHERN CORP 95SH		2010-09-01	2013-09-24
OMNICOM GROUP INC 400SH		1995-12-16	2013-01-10
PACCAR INC 15SH		2010-11-12	2013-03-06
PACCAR INC 25SH		2010-11-12	2013-12-12
ROPER INDUSTRIES INC 5SH		2011-08-26	2013-03-06
SPDR S&P EMERGING LATIN 25SH		2011-02-11	2013-12-12
TEVA PHARM INDs LTD 25SH		2009-08-05	2013-03-06
THERMO FISHER SCIENTIFIC 10SH		2009-05-19	2013-07-10
THERMO FISHER SCIENTIFIC 50SH		2009-09-11	2013-12-09
TIME WARNER INC 20SH		2007-05-18	2013-03-06
VANGUARD FTSE 10SH		2009-11-20	2013-03-06
WELLS FARGO & CO 370SH		1975-06-01	2013-01-10

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
806		696	110
1,592		1,066	526
752		160	592
37,753		4,344	33,409
250		266	-16
507		422	85
2,693		1,530	1,163
2,289		1,065	1,224
1,313		626	687
27,030		690	26,340
1,655		1,246	409
3,544		525	3,019
1,519		849	670
969		743	226
895		588	307
858		588	270
800		428	372
1,682		1,394	288
436		246	190
907		1,716	-809
985		577	408
4,854		674	4,180
1,109		738	371
2,259		2,427	-168
2,023		1,064	959
1,174		1,608	-434
869		1,206	-337
39		30	9
44		35	9
807		537	270

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
1,433		787	646
967		1,300	-333
739		425	314
1,578		1,452	126
29,990		10,626	19,364
12,106		7,899	4,207
7,420		5,219	2,201
20,645		7,126	13,519
724		804	-80
1,390		1,341	49
620		353	267
1,528		2,097	-569
960		1,318	-358
864		357	507
5,105		2,367	2,738
1,100		912	188
936		827	109
12,935		1,106	11,829

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) 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	
			110
			526
			592
			33,409
			-16
			85
			1,163
			1,224
			687
			26,340
			409
			3,019
			670
			226
			307
			270
			372
			288
			190
			-809
			408
			4,180
			371
			-168
			959
			-434
			-337
			9
			9
			270

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
			646
			-333
			314
			126
			19,364
			4,207
			2,201
			13,519
			-80
			49
			267
			-569
			-358
			507
			2,738
			188
			109
			11,829

## Form 990PF Part XV Line 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)				
<b>a Paid during the year</b>				
CENTER FOR WOODEN BOATS 1010 VALLEY STREET SEATTLE, WA 98109	NONE	501C(3)	CONSERVATION AND PRESERVATION	51,278
KBCS 3000 LANDERHOLM CIRCLE SE BELLEVUE, WA 98007	NONE	501C(3)	MUSIC/EDUCATION	1,000
KEPX 113 DEXTER AVE N SEATTLE, WA 98109	NONE	501C(3)	GLOBAL MUSIC/EDUCATION	63,575
MISEUM OF HISTORY AND INDUSTRY 860 TERRY AVE N SEATTLE, WA 98109	NONE	501C(3)	CONSERVATION AND PRESERVATION	1,000
NATIONAL CANAL MUSEUM 30 CENTRE SQUARE EASTON, PA 18042	NONE	501C(3)	PRESERVATION AND EDUCATION	1,000
NATIONAL TRUST HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	501C(3)	CONSERVATION AND PRESERVATION	10,000
PUGET SOUND MARITIME HISTORICAL SOCIETY 901 FAIRVIEW AVE N SEATTLE, WA 98109	NONE	501C(3)	CONSERVATION AND EDUCATION	5,210
TOWN HALL 1119 8TH AVE SEATTLE, WA 98101	NONE	501C(3)	CULTURAL PRESERVATION	1,000
MERCY CORPS 509 FAIRVIEW AVE N SEATTLE, WA 98109	NONE	501C(3)	MAIN GATE	10,000
MYSTIC SEAPORT MUSUEM 75 GREENMANVILLE AVE MYSTIC, CT 06355	NONE	501C(3)	MARITIME HISTORY/EDUCATION	1,500
BURKE MUSEUM 17TH AVE NE SEATTLE, WA 98105	NONE	501C(3)	ART/EDUCATION	1,000
MARILOU PHELPS GOODFELLOW GUILD(SONS OF NORWAY) 1455 W LAKE STREET MINNEAPOLIS, MN 55408	NONE	501C(3)	SKI FOR LIGHT	2,000
FRIENDS OF THE DELAWARE CANAL 145 S MAIN ST NEW HOPE, PA 18938	NONE	501C(3)	CONSERVATION AND PRESERVATION	1,000
PRATT 1902 SOUTH MAIN STREET SEATTLE, WA 98144	NONE	501C(3)	ART/EDUCATION	1,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>150,563</b>