



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO AUGUST 17, 2015
Return of Private Foundation

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

Form **990-PF**

Department 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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

THE GOODFRIEND FOUNDATION

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

P. O. BOX 22726

A Employer identification number

20-3791086

B Telephone number

865-692-6294

C If exemption application is pending, check here ►

D 1. Foreign organizations, check here ►

2. Foreign organizations meeting the 85% test, check here and attach computation ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ►

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify) **7,118,632.** (Part I, column (d) must be on cash basis.)

Part	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	387.	387.		STATEMENT 1
4	Dividends and interest from securities	147,144.	147,144.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	559,958.			
b	Gross sales price for all assets on line 6a	4,846,388.			
7	Capital gain net income (from Part IV, line 2)	559,958.			
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<17,332.00	<17,332.00		STATEMENT 3
12	Total. Add lines 1 through 11	690,157.	690,157.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 4	1,640.	0.	0.
c	Other professional fees	STMT 5	60,091.	0.	0.
17	Interest				
18	Taxes	STMT 6	9,991.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	71,722.	0.		0.
25	Contributions, gifts, grants paid	645,600.			645,600.
26	Total expenses and disbursements. Add lines 24 and 25	717,322.	0.		645,600.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<27,165.00			
b	Net investment income (if negative, enter -0-)		690,157.		
c	Adjusted net income (if negative, enter -0-)			N/A	

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

15490710 795024 39918

2014.03040 THE GOODFRIEND FOUNDATION

39918_1

918-20

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		
			End of year		
Assets	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	1 Cash - non-interest-bearing	170,747.	88,516.	88,516.	
	2 Savings and temporary cash investments	987,231.	883,908.	883,908.	
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	4,887,596.	5,045,985.	6,146,208.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,045,574.	6,018,409.	7,118,632.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	6,045,574.	6,018,409.		
	30 Total net assets or fund balances	6,045,574.	6,018,409.		
	31 Total liabilities and net assets/fund balances	6,045,574.	6,018,409.		

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	6,045,574.
2 Enter amount from Part I, line 27a	2	<27,165. >
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	6,018,409.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,018,409.

Form 990-PF (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MERRILL LYNCH SEE ATTACHED	P	VARIOUS	VARIOUS
b	MERRILL LYNCH SEE ATTACHED	P	VARIOUS	VARIOUS
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 2,746,002.		2,230,209.	515,793.	
b 2,100,386.		2,056,221.	44,165.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			515,793.	
b			44,165.	
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	559,958.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.			3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

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

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2013	458,690.	6,964,629.	.065860
2012	415,873.	6,603,912.	.062974
2011	466,800.	11,264,796.	.041439
2010	448,516.	9,806,754.	.045735
2009	448,904.	6,936,456.	.064717

2 Total of line 1, column (d) **2** **.280725**

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** **.056145**

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 **4** **7,140,213.**

5 Multiply line 4 by line 3 **5** **400,887.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **6,902.**

7 Add lines 5 and 6 **7** **407,789.**

8 Enter qualifying distributions from Part XII, line 4 **8** **645,600.**

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

Part VI: Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 2,020. Refunded ► 0.

1	6,902.
2	0.
3	6,902.
4	0.
5	6,902.
6a	4,668.
6b	
6c	4,300.
6d	
7	8,968.
8	46.
9	
10	2,020.
11	0.

Part VII: 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?

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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TN

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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

Part VII-A: Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input checked="" type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input checked="" type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ► N/A			
14	The books are in care of ► ROBERT M. GOODFRIEND Located at ► P.O. BOX 22726, KNOXVILLE, TN	Telephone no. ► 865-692-6294	ZIP+4 ► 37933
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input checked="" type="checkbox"/> N/A
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	<input checked="" type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

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

1a	During the year did the foundation (either directly or indirectly):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(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"/>
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 2014?	1c	<input checked="" type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<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.)	2b	<input type="checkbox"/> N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	3a	
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 2014 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 2014.)	3b	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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 2014?	4b	<input checked="" type="checkbox"/> X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here N/Ac 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? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

►

6b

X

7b

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

►

0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ► 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,337,699.
b	Average of monthly cash balances	1b	869,847.
c	Fair market value of all other assets	1c	41,401.
d	Total (add lines 1a, b, and c)	1d	7,248,947.
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	7,248,947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,734.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,140,213.
6	Minimum investment return. Enter 5% of line 5	6	357,011.

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	357,011.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,902.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,902.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	350,109.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	350,109.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	350,109.

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	645,600.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	645,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,902.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	638,698.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				350,109.
2 Undistributed Income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013	27,493.			
f Total of lines 3a through e	27,493.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 645,600.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				350,109.
e Remaining amount distributed out of corpus	295,491.			0.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	322,984.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed	0.			
d Subtract line 6c from line 6b. Taxable amount - see instructions	0.			
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.	0.		0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	322,984.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	27,493.			
e Excess from 2014	295,491.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ASAETC 123 CENTER PARK DR. KNOXVILLE, TN 37922		501 (C)(3)	TO PROVIDE SUPPORT, SERVICES, ADVOCACY, EDUCATION, AND PUBLIC AWARENESS FOR ALL INDIVIDUALS WITH	5,000.
BARBARA SINATRA CHILDREN'S CHARITY 6231 BANDINI BOULEVARD COMMERCE, CA 90040		501(C)(3)	GENERAL SUPPORT FOR MISSION	2,000.
BETTY FORD CENTER 72301 COUNTRY CLUB DRIVE SUITE 201 RANCHO MIRAGE, CA 92270				10,000.
CITY WIDE SERVICE CLUB PO BOX 8446 HOUSTON, TX 77288		501 (C)(3)		300.
COLLEGE OF THE DESERT 43-500 MONTEREY AVE PALM DESERT, CA 92260			WORK TO SUPPORT COLLEGE OF THE DESERT THROUGH SCHOLARSHIPS AND PROGRAMS THAT AID STUDENTS AND FACULTY	7,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 645,600.
b Approved for future payment				
NONE				
Total				► 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
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	387.
4 Dividends and interest from securities				14	147,144.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				14	<17,332. >
8 Gain or (loss) from sales of assets other than inventory				18	559,958.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)			0.		690,157.
13 Total. Add line 12, columns (b), (d), and (e)				13	690,157.

Part XIV-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 of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SEAN W. BREWER	<i>Sean W. Brewer, CPA</i>	<i>7/10/15</i>		P00745370
	Firm's name ► BIBLE HARRIS SMITH, PC			Firm's EIN ► 62-1333840	
Firm's address ► 507 W. CLINCH AVE. KNOXVILLE, TN 37902-2104			Phone no. (865) 546-2300		

THE GOODFRIEND FOUNDATION

20-3791086

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAST TENNESSEE CHILDREN'S HOSPITAL 2018 CLINCH AVENUE KNOXVILLE, TN 379015010		501 (C)	BUILDING AND IMPROVEMENTS TO FACILITIES	200,000.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270		501 (C)(3)	BUILDING AND IMPROVEMENTS TO FACILITIES	50,000.
FRIENDS OF ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK, NY 10018		501 (C)(3)	PROVIDING SOLDIERS WITH WELLBEING AND EDUCATIONAL SERVICES IN AN EFFORT TO EASE THE BURDEN THEY CARRY	3,600.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 317093498		501(C)(3)	ADDRESS THE ISSUE OF SUBSTANDARD HOUSING	10,000.
JEWISH FAMILY SERVICES 6800 DEANE HILL DRIVE KNOXVILLE, TN 37919			A PROGRAM OF THE KNOXVILLE JEWISH ALLIANCE, IS A VITAL SERVICE DEDICATED TO PROMOTING,	10,000.
JEWISH FEDERATION OF PALM SPRINGS 69930 HWY 111, SUITE 204 RANCHO MIRAGE, CA 92270		501 (C)	GENERAL SUPPORT FOR MISSION - RELIGIOUS	7,200.
JEWISH FEDERATION OF THE DESERT 69710 HIGHWAY 111 RANCHO MIRAGE, CA 92270				1,000.
KNOXVILLE JEWISH ALLIANCE, INC. 6800 DEANE HILL DRIVE KNOXVILLE, TN 37919		501 (C)(3)	GENERAL SUPPORT FOR MISSION - RELIGIOUS	35,000.
KNOXVILLE JEWISH DAY SCHOOL 1529 DOWNTOWN WEST BOULEVARD KNOXVILLE, TN 37919		501 (C)	GENERAL SUPPORT OF EDUCATIONAL ACTIVITIES	18,000.
PALM SPRINGS ART MUSEUM 101 MUSEUM DRIVE PALM SPRINGS, CA 92262		501 (C)	GENERAL SUPPORT OF MISSION	5,000.
<u>Total from continuation sheets</u>				620,800.

THE GOODFRIEND FOUNDATION

20-3791086

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TAMARISK EMPLOYEE SCHOLARSHIP FUND				5,000.
TEMPLE BETH EL 3037 KINGSTON PIKE KNOXVILLE, TN 37919		501 (C)3	GENERAL SUPPORT FOR MISSION - RELIGIOUS	10,000.
THE DOMINICAN SISTERS FAMILY HEALTH SERVICE 299 NORTH HIGHLAND AVENUE OSSINING, NY 10562		501 (C)	GENERAL SUPPORT FOR MISSION - HEALTHCARE	1,000.
THE MCCALLUM THEATRE 73000 FRED WARING DRIVE PALM DESERT, CA 92260			THE MCCALLUM THEATRE'S MISSION IS TO ENTERTAIN AND EDUCATE THE PUBLIC BY OFFERING A VARIETY OF	5,000.
TN WESLEYAN COLLEGE 204 E COLLEGE ST ATHENS, TN 37303		501(C)(3)	IN KEEPING WITH THE SPIRIT OF THE LIBERAL ARTS, TENNESSEE WESLEYAN COLLEGE SEEKS WITHIN THE FRAMEWORK	100,000.
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024		501 (C)	GENERAL SUPPORT OF MISSION	25,000.
UNITED WAY OF GREATER KNOXVILLE, INC. 1301 HANNAH AVENUE KNOXVILLE, TN 37921		501 (C)(3)	GENERAL SUPPORT FOR MISSION	100,000.
UNITED WAY OF MCMINN AND MEIGS COUNTIES 111 CHURCH STREET ATHENS, TN 37371		501 (C)	GENERAL SUPPORT FOR MISSION	10,000.
WEBB SCHOOL OF KNOXVILLE 9800 WEBB SCHOOL DRIVE KNOXVILLE, TN 379233399		501 (C)	CHANGE THE CAMPUS TO ENSURE OUTSTANDING PROGRAMS CON	25,000.
Total from continuation sheets				

Part XV: Supplementary Information

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

NAME OF RECIPIENT - ASAETC

TO PROVIDE SUPPORT, SERVICES, ADVOCACY, EDUCATION, AND PUBLIC AWARENESS
FOR ALL INDIVIDUALS WITH AUTISM SPECTRUM DISORDERS (ASD) AND THEIR
FAMILIES, AS WELL AS EDUCATORS AND OTHER PROFESSIONALS.

NAME OF RECIPIENT - COLLEGE OF THE DESERT

WORK TO SUPPORT COLLEGE OF THE DESERT THROUGH SCHOLARSHIPS AND PROGRAMS
THAT AID STUDENTS AND FACULTY, COLLEGE FACILITIES, AND MORE.

NAME OF RECIPIENT - FRIENDS OF ISRAEL DEFENSE FORCES

PROVIDING SOLDIERS WITH WELLBEING AND EDUCATIONAL SERVICES IN AN EFFORT
TO EASE THE BURDEN THEY CARRY ON BEHALF OF THE JEWISH COMMUNITY
WORLDWIDE

NAME OF RECIPIENT - JEWISH FAMILY SERVICES

A PROGRAM OF THE KNOXVILLE JEWISH ALLIANCE, IS A VITAL SERVICE
DEDICATED TO PROMOTING, STRENGTHENING, AND PRESERVING INDIVIDUAL,
FAMILY, AND COMMUNITY WELL-BEING IN A MANNER CONSISTENT WITH JEWISH
PHILOSOPHY AND VALUES

NAME OF RECIPIENT - THE MCCALLUM THEATRE

THE MCCALLUM THEATRE'S MISSION IS TO ENTERTAIN AND EDUCATE THE PUBLIC
BY OFFERING A VARIETY OF PERFORMING ARTS EXPERIENCES THAT REFLECT THE
DIVERSITY OF PEOPLE, INTERESTS, AND TASTES OF THE COMMUNITIES AND
CONSTITUENTS SERVED BY THE THEATRE.

NAME OF RECIPIENT - TN WESLEYAN COLLEGE

IN KEEPING WITH THE SPIRIT OF THE LIBERAL ARTS, TENNESSEE WESLEYAN

423655 05-01-14

Part XV: Supplementary Information**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

COLLEGE SEEKS WITHIN THE FRAMEWORK OF THE JUDEO-CHRISTIAN TRADITION TO
PROVIDE FOR STUDENTS THE HIGHEST QUALITY EDUCATIONAL EXPERIENCE; TO
PROMOTE PERSONAL RESPONSIBILITY, INTEGRITY, AND PURPOSE; AND TO PREPARE
STUDENTS FOR A LIFE OF LEADERSHIP AND SERVICE IN AN EVER-CHANGING
GLOBAL COMMUNITY

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	387.	387.	
TOTAL TO PART I, LINE 3	387.	387.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	147,144.	0.	147,144.	147,144.	
TO PART I, LINE 4	147,144.	0.	147,144.	147,144.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME/LOSS	<17,332.>	<17,332.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<17,332.>	<17,332.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

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

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	60,091.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	60,091.	0.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TN SEC OF STATE NET INVESTMENT INCOME TAX	20. 9,971.	0. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 18	9,991.	0.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH BROKERAGE ISHARES PARTNERSHIP INTEREST	FMV COST	5,013,250. 32,735.	6,113,473. 32,735.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,045,985.	6,146,208.

FORM 990-PF

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

STATEMENT 8

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