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

OMB No 1545-0052

**2014**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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation <b>THE GOODMAN FOUNDATION, INC</b>		A Employer identification number <b>56-6034757</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 1040</b>		B Telephone number (see instructions) <b>704-633-5982</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SALISBURY NC 28145</b>		C If exemption application is pending, check here ▶ <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>8,525,483</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	117,959			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20	20		
	4 Dividends and interest from securities	229,040	209,208		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	216,765			
	b Gross sales price for all assets on line 6a	1,407,607			
	7 Capital gain net income (from Part IV, line 2)		216,765		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	563,784	425,993	0	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmt 1	38,134	38,134		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 2	3,147			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 3	188			188
	24 Total operating and administrative expenses. Add lines 13 through 23	41,469	38,134	0	188
	25 Contributions, gifts, grants paid	387,460			387,460
	26 Total expenses and disbursements. Add lines 24 and 25	428,929	38,134	0	387,648
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	134,855			
	b Net investment income (if negative, enter -0-)		387,859		
	c Adjusted net income (if negative, enter -0-)			0	

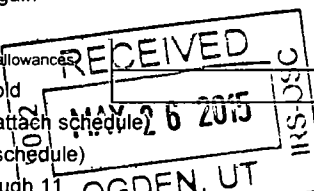
For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2014)

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SCANNED MAY 28 2015



**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash – non-interest-bearing	105,868	24,764	24,764
	2	Savings and temporary cash investments	290,974	190,275	190,275
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) <b>See Stmt 4</b>	4,513,168	5,078,629	5,078,629
	c	Investments – corporate bonds (attach schedule) <b>See Stmt 5</b>	1,627,590	1,990,851	1,990,851
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) <b>See Statement 6</b>	1,631,900	1,240,964	1,240,964
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
<b>Liabilities</b>	15	Other assets (describe ▶ )			
	16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	8,169,500	8,525,483	8,525,483
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
<b>Net Assets or Fund Balances</b>	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input checked="" type="checkbox"/>			
	24	Unrestricted	8,169,500	8,525,483	
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	8,169,500	8,525,483	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	8,169,500	8,525,483	

**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	8,169,500
2	Enter amount from Part I, line 27a	2	134,855
3	Other increases not included in line 2 (itemize) ▶ <b>See Statement 7</b>	3	221,128
4	Add lines 1, 2, and 3	4	8,525,483
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30</b>	6	8,525,483

**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.)
<b>1a See Worksheet</b>				
<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>			
<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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	<b>216,765</b>
<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	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8         </div>	<b>3</b>	<b>7,445</b>

**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	<b>225,108</b>	<b>7,566,020</b>	<b>0.029752</b>
2012	<b>140,163</b>	<b>6,650,301</b>	<b>0.021076</b>
2011	<b>251,634</b>	<b>6,407,785</b>	<b>0.039270</b>
2010	<b>121,484</b>	<b>5,471,172</b>	<b>0.022204</b>
2009	<b>112,875</b>	<b>3,421,935</b>	<b>0.032986</b>

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.145288</b>
<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>	<b>0.029058</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	<b>8,357,770</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>242,860</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>3,879</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>246,739</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	<b>387,648</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>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	<b>1</b>	<b>3,879</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>3,879</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>3,879</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	<b>69</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	<b>3,948</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>X</b>
<b>1b</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 <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>NC</b>		
<b>8b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> 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)	<b>11</b>	<input checked="" type="checkbox"/>	<b>X</b>
<b>12</b> 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)	<b>12</b>	<input checked="" type="checkbox"/>	<b>X</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	<b>13</b>	<input checked="" type="checkbox"/>	<b>X</b>

**14** The books are in care of ► **ARTHUR L HATTAWAY, JR** Telephone no ► **704-633-5982**  
**120 1/2 N CHURCH ST**

Located at ► **SALISBURY** NC ZIP+4 ► **28144**

**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**

<b>16</b> 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 ►	<b>16</b>	Yes	No
		<input checked="" type="checkbox"/>	<b>X</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly) <ul style="list-style-type: none"> <li>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(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</li> <li>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li>(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</li> <li>(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</li> </ul>			
<b>b</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 <div style="text-align: right;">N/A ► <input type="checkbox"/></div>	<b>1b</b>		
<b>c</b> 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? <div style="text-align: right;">N/A</div>	<b>1c</b>		
<b>2</b> 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)) <ul style="list-style-type: none"> <li><b>a</b> 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 ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</li> <li><b>b</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 all years listed, answer "No" and attach statement – see instructions )  <div style="text-align: right;">N/A</div></li> <li><b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here                ► 20 , 20 , 20 , 20</li> </ul>	<b>2b</b>		
<b>3a</b> 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 <ul style="list-style-type: none"> <li><b>b</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 )  <div style="text-align: right;">N/A</div></li> </ul>	<b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>X</b>
<b>b</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?	<b>4b</b>		<b>X</b>

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

<b>5a</b>	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 4945(d)(4)(A)? (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>b</b>	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>
	If "Yes" to 6b, file Form 8870			<b>X</b>
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		<b>7b</b>

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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				
<b>2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."</b>				
(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				<b>0</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

Total. Add lines 1 through 3 ▶



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>8,113,738</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>371,308</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>8,485,046</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>8,485,046</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>127,276</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>8,357,770</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>417,889</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>417,889</b>
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	<b>3,879</b>
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>3,879</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>414,010</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>414,010</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>414,010</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>387,648</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>387,648</b>
<b>5</b>	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)	<b>5</b>	<b>3,879</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>383,769</b>

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				<b>414,010</b>
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			<b>372,628</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <b>387,648</b>				
<b>a</b> Applied to 2013, but not more than line 2a			<b>372,628</b>	
<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)				
<b>d</b> Applied to 2014 distributable amount				<b>15,020</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<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				
<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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				<b>398,990</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling <span style="float: right;">▶</span>					
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	<b>Tax year</b>	<b>Prior 3 years</b>			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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) )	<b>N/A</b>
<b>b</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	<b>N/A</b>
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
<b>a</b> The name, address, and telephone number or e-mail address of the person to whom applications should be addressed	<b>N/A</b>
<b>b</b> The form in which applications should be submitted and information and materials they should include	<b>N/A</b>
<b>c</b> Any submission deadlines	<b>N/A</b>
<b>d</b> Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	<b>N/A</b>

**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</b> Paid during the year <b>See Statement 9</b>				<b>387,460</b>
<b>Total</b>			<b>► 3a</b>	<b>387,460</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>► 3b</b>	





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

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

OMB No 1545-0047

**2014**

**Name of the organization**

**Employer identification number**

**THE GOODMAN FOUNDATION, INC**

**56-6034757**

**Organization type (check one)**

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year. ▶ \$

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

Name of organization

THE GOODMAN FOUNDATION, INC

Employer identification number

56-6034757

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AGGREGATE RESOURCES, LLC PO BOX 425  SWANNANOA NC 28778	\$ 26,132	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	B V HEDRICK GRAVEL & SAND COMPANY PO BOX 1040  SALISBURY NC 28145	\$ 70,619	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
3	MATERIAL SALES COMPANY PO BOX 1040  SALIBURY NC 28145	\$ 5,811	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
4	CUMBERLAND GRAVEL & SAND COMPANY PO BOX 425  SWANNANOA NC 28778	\$ 14,236	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )



Form <b>990-PF</b>	<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2014</b>
For calendar year 2014, or tax year beginning , and ending		

Name <b>THE GOODMAN FOUNDATION, INC</b>	Employer Identification Number <b>56-6034757</b>
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(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) <b>AEPFX - QTY 93.679</b>	<b>P</b>	<b>12/26/13</b>	<b>06/16/14</b>
(2) <b>ENR - QTY 500</b>	<b>P</b>	<b>08/29/13</b>	<b>08/06/14</b>
(3) <b>PENNX - QTY 1200.036</b>	<b>P</b>	<b>Various</b>	<b>03/12/14</b>
(4) <b>SPLS - QTY 1100</b>	<b>P</b>	<b>08/29/13</b>	<b>04/04/14</b>
(5) <b>AEPFX - QTY 2868.406</b>	<b>P</b>	<b>Various</b>	<b>06/16/14</b>
(6) <b>APA - QTY 615</b>	<b>P</b>	<b>Various</b>	<b>03/28/14</b>
(7) <b>ADM - QTY 2200</b>	<b>P</b>	<b>07/19/12</b>	<b>01/27/14</b>
(8) <b>ESV - QTY 1840</b>	<b>P</b>	<b>Various</b>	<b>12/11/14</b>
(9) <b>HAL - QTY 1800</b>	<b>P</b>	<b>10/04/11</b>	<b>03/21/14</b>
(10) <b>KN - QTY 597.50</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
(11) <b>KSS - QTY 1760</b>	<b>P</b>	<b>08/22/12</b>	<b>12/08/14</b>
(12) <b>MDT - QTY 1780</b>	<b>P</b>	<b>Various</b>	<b>06/16/14</b>
(13) <b>NCAROLINA EDL FA 5.25 657903JM3</b>	<b>P</b>	<b>04/27/98</b>	<b>04/01/14</b>
(14) <b>NCAROLINA EDL FA 5.25 657903JN1</b>	<b>P</b>	<b>06/02/99</b>	<b>04/01/14</b>
(15) <b>ROYCE PA MUTUAL FUND PENNX 12079.097</b>	<b>P</b>	<b>Various</b>	<b>03/12/14</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)
(1) <b>4,743</b>		<b>4,526</b>	<b>217</b>
(2) <b>58,392</b>		<b>49,686</b>	<b>8,706</b>
(3) <b>17,710</b>		<b>16,993</b>	<b>717</b>
(4) <b>13,430</b>		<b>15,625</b>	<b>-2,195</b>
(5) <b>145,227</b>		<b>113,034</b>	<b>32,193</b>
(6) <b>50,618</b>		<b>63,474</b>	<b>-12,856</b>
(7) <b>86,957</b>		<b>60,291</b>	<b>26,666</b>
(8) <b>52,490</b>		<b>93,536</b>	<b>-41,046</b>
(9) <b>104,643</b>		<b>52,044</b>	<b>52,599</b>
(10) <b>18,347</b>		<b>9,229</b>	<b>9,118</b>
(11) <b>99,542</b>		<b>90,827</b>	<b>8,715</b>
(12) <b>113,296</b>		<b>76,862</b>	<b>36,434</b>
(13) <b>60,000</b>		<b>60,000</b>	
(14) <b>85,000</b>		<b>84,150</b>	<b>850</b>
(15) <b>178,260</b>		<b>130,792</b>	<b>47,468</b>

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	
(1)			<b>217</b>
(2)			<b>8,706</b>
(3)			<b>717</b>
(4)			<b>-2,195</b>
(5)			<b>32,193</b>
(6)			<b>-12,856</b>
(7)			<b>26,666</b>
(8)			<b>-41,046</b>
(9)			<b>52,599</b>
(10)			<b>9,118</b>
(11)			<b>8,715</b>
(12)			<b>36,434</b>
(13)			
(14)			<b>850</b>
(15)			<b>47,468</b>

Form <b>990-PF</b>	<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2014</b>
Name _____		Employer Identification Number _____
For calendar year 2014, or tax year beginning _____, and ending _____		

**THE GOODMAN FOUNDATION, INC**

**56-6034757**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) <b>STATE OF NC 65825PBF6</b>	<b>P</b>	<b>04/05/10</b>	<b>05/01/14</b>
(2) <b>SPLS - QTY 5800</b>	<b>P</b>	<b>12/10/12</b>	<b>04/04/14</b>
(3) <b>TEVA - QTY 1835</b>	<b>P</b>	<b>Various</b>	<b>10/20/14</b>
(4) <b>TIME - QTY 288.75</b>	<b>P</b>	<b>02/17/11</b>	<b>Various</b>
(5) <b>VWO - QTY 713</b>	<b>P</b>	<b>10/13/10</b>	<b>03/31/14</b>
(6) <b>SCHWAB CAPITAL GAIN DISTRIBUT</b>			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) <b>65,000</b>		<b>67,808</b>	<b>-2,808</b>
(2) <b>70,812</b>		<b>65,004</b>	<b>5,808</b>
(3) <b>94,178</b>		<b>99,477</b>	<b>-5,299</b>
(4) <b>6,838</b>		<b>3,509</b>	<b>3,329</b>
(5) <b>29,047</b>		<b>33,975</b>	<b>-4,928</b>
(6) <b>53,077</b>			<b>53,077</b>
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			<b>-2,808</b>
(2)			<b>5,808</b>
(3)			<b>-5,299</b>
(4)			<b>3,329</b>
(5)			<b>-4,928</b>
(6)			<b>53,077</b>
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	\$ 38,134	\$ 38,134	\$	\$
Total	\$ 38,134	\$ 38,134	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX	\$ 3,147	\$	\$	\$
Total	\$ 3,147	\$ 0	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
BANK SERVICE CHARGES	188			188
Total	\$ 188	\$ 0	\$ 0	\$ 188

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AETNA INC 1170 SHS	\$	\$ 103,931	Market	\$ 103,931
AFLAC INC QTY 1300 SHS	86,840		Market	
AFLAC INC QTY 400 SHS	26,720	24,436	Market	24,436
AFLAC INC QTY 1300 SHS		79,417	Market	79,417
ANTHEM INC 1200 SHS		150,804	Market	150,804
APACHE CORP 615 SHS	52,853		Market	
APPLE INC 1610 SHS	129,035	177,712	Market	177,712
ARCHER-DANIELS-MIDLAND CO 2200 SHS	95,480		Market	
AT&T INC NEW 1850 SHS	65,046	62,142	Market	62,142

## Federal Statements

## Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
BED BATH & BEYOND 1330 SHS	126,588	101,306	Market	101,306
BLACK ROCK INC 400 SHS	94,061	143,024	Market	143,024
CARY NC 4%20	74,321	94,398	Market	94,398
CHEVRON CORPORATION 595 SHS	31,228	66,747	Market	66,747
CHEVRON CORPORATION 250 SHS		28,045	Market	28,045
CHEVRON CORPORATION 300 SHS		33,654	Market	33,654
CISCO SYSTEMS INC 3400 SHS	76,262	94,571	Market	94,571
CISCO SYSTEMS INC 1850 SHS		51,458	Market	51,458
CVS CAREMARK CORP 1770 SHS	126,679	170,469	Market	170,469
CARDINAL HEALTH INC 770 SHS	51,444	62,162	Market	62,162
DEERE & CO 1200 SHS	109,596	106,164	Market	106,164
DISCOVER FINANCIAL SVCS 1500 SHS		98,235	Market	98,235
DOVER CORPORATION 1195 SHS	115,365	85,705	Market	85,705
DOVER CORPORATION 350 SHS		25,102	Market	25,102
EMERSON ELECTRIC CO 1380 SHS	96,848	85,187	Market	85,187
ENERGIZER HOLDING INC 500 SHS	54,120		Market	
ENSCO PLC ADR QTY 1000	56,814		Market	
ENSCO PLC ADR QTY 840	48,397		Market	
EXXON MOBIL CORPORATION 900 SHS	91,080	83,205	Market	83,205
FIFTH THIRD BANCORP 3960 SHS	83,279	80,685	Market	80,685
GENERAL ELECTRIC CO 4200 SHS	117,726	106,134	Market	106,134
HALLIBURTON CO HLDG CO 1800 SHS	91,350		Market	
HOME DEPOT INC 730 SHS		76,628	Market	76,628
INTEL CORP 4830 SHS	125,363	175,281	Market	175,281
JOHNSON & JOHNSON 1010 SHS	92,506	105,616	Market	105,616
JPMORGAN CHASE & CO 1860 SHS	108,773	116,399	Market	116,399
KINDER MORGAN INC 3800 SHS		160,778	Market	160,778
KOHL'S CORP 1760 SHS	99,880		Market	
MEDTRONIC INC 1780 SHS	102,154		Market	
MICROSOFT CORP 2620 SHS	98,014	121,699	Market	121,699
MICROSOFT CORP 290 SHS		13,471	Market	13,471
NOBLE CORP PLC 6330 SHS		104,888	Market	104,888
NORDSTROM INC 1500 SHS		119,085	Market	119,085
NORTH CAROLINA 5.25%18	60,004		Market	
NORTH CAROLINA 5.25%20	98,403	97,695	Market	97,695
NORTH CAROLINA 5.25%28	75,898		Market	
NORTH CAROLINA 5.875%35	44,859	50,465	Market	50,465
NORTH CAROLINA ST 3%14	65,621		Market	
ORACLE CORPORATION 3470 SHS	132,762	156,046	Market	156,046

## Federal Statements

## Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PEPSICO INCORPORATED 1000 SHS	\$ 82,940	\$ 94,560	Market	\$ 94,560
PEPSICO INCORPORATED 600 SHS		56,736	Market	56,736
PETSMART 1600 SHS		130,072	Market	130,072
PNC FINL SERVICES GP INC 1250 SHS	96,975	114,038	Market	114,038
PROCTER & GAMBLE 1025 SHS	83,445	93,367	Market	93,367
PRUDENTIAL FINANCIAL INC 1250 SHS	115,275	113,075	Market	113,075
QUALCOMM INC 1700 SHS	126,225	126,361	Market	126,361
RIO TINTO PLC SPON ADR F 2540 SHS	143,332	116,992	Market	116,992
STAPLES INC 5800 SHS	92,098		Market	
STAPLES INC 1100 SHS	17,543		Market	
STRYKER CORP 1120 SHS	84,157	105,649	Market	105,649
SYSCO CORPORATION 2110 SHS	76,171	83,745	Market	83,745
TAIWAN SEMICONDUCTOR ADRF 4820 SHS	84,061	107,872	Market	107,872
TEVA PHARM INDS LTD ADRF 1265 SHS	50,747		Market	
TEVA PHARM INDS LTD ADRF 570 SHS	22,800		Market	
TIME WARNER INC NEW 2310 SHS	161,053	197,320	Market	197,320
TOTAL S A ADR F 1650 SHS	101,096	84,480	Market	84,480
UNIVERSITY NC WILM 5%22	95,969	95,657	Market	95,657
VERIZON COMMUNICATIONS 550 SHS		25,729	Market	25,729
WAL-MART STORES INC 1400 SHS		120,232	Market	120,232
WELLPOINT INC 800 SHS	73,912		Market	
Total	\$ 4,513,168	\$ 5,078,629		\$ 5,078,629

## Federal Statements

**Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LOOMIS SAYLES BOND FUND	\$ 83,092	\$ 81,540	Market	\$ 81,540
LORD ABBETT HIGH YIELD I	212,627	204,187	Market	204,187
METROPOLITAN WEST HIGH		18,645	Market	18,645
METROPOLITAN WEST TOTAL	306,902	317,629	Market	317,629
OPPENHEIMER INTL BOND FD	232,403	226,653	Market	226,653
PIMCO LOW DURATION FUND	269,942	558,326	Market	558,326
TEMPLETON GLOBAL BOND	205,032	228,148	Market	228,148
VANGUARD INFLATION	317,592	355,723	Market	355,723
Total	\$ 1,627,590	\$ 1,990,851		\$ 1,990,851

**Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN FD EUROPACIFIC FUND	\$ 390,428	\$ 235,527	Market	\$ 235,527
ARTISAN MID CAP VALUE FD	189,408	172,852	Market	172,852
DELAWARE SMALL CAP VALUE	210,798	211,374	Market	211,374
MATTHEWS PACIFIC TIGER FUND	133,608	142,056	Market	142,056
OPPENHEIMER DEVLEOPING FUND	126,315	117,908	Market	117,908
ROYCE PA MUTUAL FUND	333,672	121,854	Market	121,854
ISHARES TR S&P GLOBAL FUND	55,332	48,673	Market	48,673
SPDR S&P BIOTECH ETF	76,818	110,011	Market	110,011
VANGUARD MSCI EMERGING FUND	29,333		Market	
WISDOMTREE TRUST FUND	86,188	80,709	Market	80,709
Total	\$ 1,631,900	\$ 1,240,964		\$ 1,240,964

**Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
UNREALIZED GAIN ON SECURITIES	\$ 221,128
Total	\$ 221,128

## Federal Statements

**Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
GAIL G. SETTLE P O BOX 1040 SALISBURY NC 28145	VP	0.00	0	0	0
JEFFREY V. GOODMAN PO BOX 1040 SALISBURY NC 28145-1040	PRESIDENT/TR	0.00	0	0	0
MICHAEL A. GOODMAN PO BOX 1040 SALISBURY NC 28145-1040	SECRETARY	0.00	0	0	0
ARTHUR L. HATTAWAY, JR PO BOX 1040 SALISBURY NC 28145-1040	ASST. SEC.	0.00	0	0	0
C. RANDALL MCGLOTHLIN PO BOX 1040 SALISBURY NC 28145-1040	ASST. SEC.	0.00	0	0	0

**Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Name Address	Relationship	Status	Purpose	Amount
AMERICAN CANCER SOCIETY RALEIGH NC 27629	PO BOX 41912		CANCER RESEACH	300
ANNUAL GIVING FOR NCSU RALEIGH NC 27695-7511	CAMPUS BOX 7511		ACADEMIC PROGRAM SUPPORT	10,000
APPLACHIAN REGIONAL HEALTHCARE FOUN BOONE NC 28607	PO BOX 2600		SUPPORT MEDICAL FOUNDATION	2,000
ASEVHILLE BUNCOME COUNTY CHRISTAIN ASHEVILLE NC 28801	30 CUMBERLAND AVE		CHARITY	1,000
ASHEVILLE ART MUSEUM ASHEVILLE NC 28801	2 SOUTH PACK SQUARE		OPERATIONAL EXPENSES	1,000



## Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
ASHEVILLE HUMANE SOCIETY ASHEVILLE NC 28806		14 FOREVER FRIEND LANE				OPERATIONAL EXPENSES	1,000
BLACK MOUNTAIN HOME FOR CHILDREN BLACK MOUNTAIN NC 28711		80 LAKE EDEN RD				OPERATIONAL EXPENSES	100
BUDDIES PLACE CAT RESCUE FORT WORTH TX 76121		PO BOX 123593				OPERATIONAL EXPENSES	8,000
CARING FOR CHILDREN INC ASHEVILLE NC 28815		PO BOX 19113				OPERATIONAL EXPENSES	2,000
CATAWBA COLLEGE SALISBURY NC 28144-2488		2300 W INNES ST				CAPITAL IMPROVEMENTS	200,000
CENTRAL UNITED METHODIST ASHEVILLE NC 28801		27 CHURCH STREET				RELIGIOUS ORGANIZATION	42,000
DALLAS CHILDRENS ADVOCACY CENTER DALLAS TX 75228		5351 SAMUEL BLVD				OPERATIONAL EXPENSES	2,500
MICHAEL J FOX FOUNDATION NEW YORK NY 10163-4777		GRAND CENTRAL STATION				RESEARCH	20,000
MISSION FOUNDATION ASHEVILLE NC 28813		PO BOX 5363				SUPPORT MEDICAL FOUNDATION	6,000
NC STATE ANNUAL FUND RALEIGH NC 27695-7474		BOX 7474				ACADEMIC PROGRAM SUPPORT	5,000
NC STATE UNIVERSITY STUDENT AID ASS RALIEGH NC 27627		PO BOX 37100				ACADEMIC PROGRAM SUPPORT	10,000
ST. JUDE CHILDREN'S RESEARCH HOSPIT MEMPHIS TN 38105		501 ST JUDE PLACE				RESEARCH, PATIENT SERVICES	3,000
T.H.E. CENTER FOR DISORDE ASHEVILLE NC 28801		297 HAYWOOD ST				SUPPORT EDUCATION PROGRAMS	13,000
THE COMMUNITY FOUNDATION OF WNC ASHEVILLE NC 28802		PO BOX 1888				OPERATIONAL EXPENSES	200
THE SALVATION ARMY ASHEVILLE NC 28802-1778		PO BOX 1778				CHARITY	250
UNITED WAY OF ASHEVILLE ASHEVILLE NC 28801		50 S FRENCH BROAD AVE				CHARTIABLE	10,000
FRIENDS OF SCOUTING - ATLANTA AREA ATLANTA GA 30339		1800 CIRCLE 75 PARKWAY SE				SCOUTING PROGRAM SUPPORT	250
CHABAD OF THE BRAZOS COLLEGE STATION TX 77840		201 LIVE OAK STREET				RELIGIOUS ORGANIZATION	10,000

## Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
CITY OF FORT WORTH	BERNEY PARK FUND	4200S FREEWAY			
FORT WORTH TX	76115				3,000
FAITHFUL FRIENDS ANIMAL SANCTUARY	220 GRACE CHURCH ROAD			OPERATIONAL EXPENSES	200
SALISBURY NC	28147			OPERATIONAL EXPENSES	100
HOSPICE SOLACE CENTER				OPERATIONAL EXPENSES	1,000
ASHEVILLE NC	28803			OPERATIONAL EXPENSES	1,000
JAMES L WEST ALZHEIMER'S CENTER	1111 SUMMIT AVE			OPERATIONAL EXPENSES	1,000
FORT WORTH TX	76102			OPERATIONAL EXPENSES	1,000
JOAN KATZ BREAST CENTER AT BAYLOR	1400 EIGHTH AVENUE			OPERATIONAL EXPENSES	1,000
FORT WORTH TX	76104			OPERATIONAL EXPENSES	1,000
LONGHORN COUNCIL BSA	850 CANNON DRIVE			SCOUTING PROGRAM SUPPORT	5,000
HURST TX	76054			SCOUTING PROGRAM SUPPORT	500
PISGAH LEGAL SERVICES	PO BOX 2276			CHARITY	5,000
ASHEVILLE NC	28802			CHARITY	10,000
R.E.A.L. CHRISTIAN FOUNDATION	PO BOX 180059			CHARITY	1,000
RICHLAND MS	39218			OPERATIONAL EXPENSES	1,000
SOUTHSIDE CHRISTIAN SCHOOL	2211 WOODRUFF RD			EDUCATIONAL PROGRAMS	1,000
SIMPSONVILLE SC	29681			EDUCATIONAL SUPPORT	100
ST FRANCIS EPISCOPAL DAY SCHOOL	335 PINEY POINT ROAD			RELIGIOUS ORGANIZATION	2,500
HOUSTON TX	77024			OPERATIONAL EXPENSES	2,200
ST ANDREWS UNIVERSITY	1700 DOGWOOD MILE			CHARITY	1,000
LAURINBURG NC	28352			CHARITY	60
SUNRISE BAPTIST CHURCH	419 DEEVERVIEW RD			OPERATIONAL EXPENSES	200
ASHEVILLE NC	28806			OPERATIONAL EXPENSES	1,000
TARRANT LITERACY COALITION	4750 BENBROOK HIGHWAY			OPERATIONAL EXPENSES	1,000
BENBROOK TX	76116			CHARITY	2,500
THE COMMUNITY FOUNDATION - WOMEN FO	4 VANDERBILT PARK DR			CHARITY	2,200
ASHEVILLE NC	28803			CHARITY	1,000
THE JEWEL CHARITY BALL	5020 COLLINWOOD AVE #400			CHARITY	60
FORT WORTH TX	76107			CHARITY	200
THE NC ARBORETUM SOCIETY	100 FREDERICK LAW OLMSTED			OPERATIONAL EXPENSES	1,000
ASHEVILLE NC	28806			OPERATIONAL EXPENSES	1,000
TRINITY UMC YOUTH PROGRAM	587 HAYWOOD RD			RELIGIOUS ORGANIZATION	1,000
ASHEVILLE NC	28806			RELIGIOUS ORGANIZATION	1,000
UNC-TV	PO BOX 600067			OPERATIONAL EXPENSES	1,000
RALEIGH NC	27675			OPERATIONAL EXPENSES	1,000

## Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)

Name		Address		Purpose	Amount
Address	Relationship	Status			
YOUNG LIFE OF ASHEVILLE ASHEVILLE NC 28804	199A ELKWOOD AVE		RELIGIOUS ORGANIZATION		5,000
Total					387,460