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For calendar year 2014 or tax year beginning

, and ending

Name of foundation

GOODFELLOW FUND

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

433 13TH AVE E

Room/suite

101

City or town, state or province, country, and ZIP or foreign postal code

SEATTLE, WA 98102

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 foundationI Fair market value of all assets at end of year      J Accounting method:  Cash       Accrual  
(from Part II, col (c), line 16)       Other (specify)       ► \$ 156,682. (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))

		(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	<u>125,467.</u>		<u>N/A</u>	
	2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3				
	4 Dividends and interest from securities	<u>4,043.</u>	<u>4,043.</u>		<b>STATEMENT 1</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	<u>0.</u>			
	6b	<u>213,497.</u>			
	7 Capital gain net income (from Part IV, line 2)		<u>134,061.</u>		<u>RECEIVED</u>
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	<u>129,510.</u>	<u>138,104.</u>		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	<u>0.</u>	<u>0.</u>		<u>0.</u>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	<u>1,650.</u>	<u>0.</u>		<u>1,650.</u>
	c Other professional fees				
	17 Interest	<u>546.</u>	<u>546.</u>		<u>0.</u>
	18 Taxes	<u>41.</u>	<u>41.</u>		<u>0.</u>
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	<u>1,160.</u>	<u>1,025.</u>		<u>135.</u>
	24 Total operating and administrative expenses. Add lines 13 through 23	<u>3,397.</u>	<u>1,612.</u>		<u>1,785.</u>
	25 Contributions, gifts, grants paid	<u>115,402.</u>			<u>115,402.</u>
	26 Total expenses and disbursements. Add lines 24 and 25	<u>118,799.</u>	<u>1,612.</u>		<u>117,187.</u>
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<u>10,711.</u>			
	b Net investment income (if negative, enter -0-)		<u>136,492.</u>		
	c Adjusted net income (if negative, enter -0-)			<u>N/A</u>	

G18 10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		1,098.	1,098.
	3	Accounts receivable ► 561.			
		Less: allowance for doubtful accounts ►	659.	561.	561.
	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 STMT 6	12,637.	0.	0.
	b	Investments - corporate stock STMT 7	64,367.	97,884.	107,164.
	c	Investments - corporate bonds STMT 8	35,520.	40,472.	42,891.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	5,719.	5,719.	4,968.
	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)	118,902.	145,734.	156,682.
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 ► CASH DEFICIT )	17,954.	0.	
	23	Total liabilities (add lines 17 through 22)	17,954.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	100,948.	145,734.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	100,948.	145,734.	
	31	Total liabilities and net assets/fund balances	118,902.	145,734.	

## 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	100,948.
2	Enter amount from Part I, line 27a	2	10,711.
3	Other increases not included in line 2 (itemize) ►	3	35,725.
4	Add lines 1, 2, and 3	4	147,384.
5	Decreases not included in line 2 (itemize) ► FEDERAL INCOME TAX	5	1,650.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	145,734.

**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 PUBLICLY TRADED SECURITIES</b>			<b>D</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>213,497.</b>		<b>79,436.</b>	<b>134,061.</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			(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			
<b>a</b>			<b>134,061.</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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 }		<b>2</b>	<b>134,061.</b>	
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	{ }		<b>3</b>	<b>N/A</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>149,248.</b>	<b>159,558.</b>	<b>.935384</b>
2012	<b>173,503.</b>	<b>190,112.</b>	<b>.912636</b>
2011	<b>76,700.</b>	<b>256,675.</b>	<b>.298821</b>
2010	<b>63,893.</b>	<b>292,400.</b>	<b>.218512</b>
2009	<b>152,459.</b>	<b>349,621.</b>	<b>.436069</b>

2 Total of line 1, column (d)

**2** **2.801422**

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** **.560284**

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

**4** **147,181.**

5 Multiply line 4 by line 3

**5** **82,463.**

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

**6** **1,365.**

7 Add lines 5 and 6

**7** **83,828.**

8 Enter qualifying distributions from Part XII, line 4

**8** **117,187.**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 ► <input type="checkbox"/> and enter "N/A" on line 1.	►	
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> 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	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
6a	2014 estimated tax payments and 2013 overpayment credited to 2014		
6b	Exempt foreign organizations - tax withheld at source	►	
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d		
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	►	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> ►		
	360.   Refunded ►		
	11 0.		

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	►		Yes	No				
1a	<input checked="" type="checkbox"/> X								
1b	<input checked="" type="checkbox"/> X								
1c	<input checked="" type="checkbox"/> X								
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			►		Yes	No		
2	<input checked="" type="checkbox"/> X								
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	►				Yes	No		
3	<input checked="" type="checkbox"/> X								
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?					►		Yes	No
4a	<input checked="" type="checkbox"/> X								
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?			►				Yes	No
b	<input checked="" type="checkbox"/> X								
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	►						Yes	No
5	<input checked="" type="checkbox"/> X								
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					►		Yes	No
6	<input checked="" type="checkbox"/> X								
6	• By language in the governing instrument, or			►				Yes	No
6	• 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?	►						Yes	No
6	<input checked="" type="checkbox"/> X								
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>					►		Yes	No
7	<input checked="" type="checkbox"/> X								
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►			►				Yes	No
8a	WA	►						Yes	No
8b	<input checked="" type="checkbox"/> X								
9	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 <b>General Instruction G?</b> If "No," attach explanation					►		Yes	No
9	<input checked="" type="checkbox"/> X								
10	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)? <i>If "Yes," complete Part XIV</i>			►				Yes	No
10	<input checked="" type="checkbox"/> X								

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

11		X
12		X
13	X	
Website address ► <b>N/A</b>		
14 The books are in care of ► <b>JOHN GOODFELLOW</b> Located at ► <b>433 13TH AVE E #101, SEATTLE, WA</b>		Telephone no. ► <b>(206) 328-2768</b> ZIP+4 ► <b>98102</b>
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <b>15</b>   <b>N/A</b>		
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 ► <b>16</b>   <b>Yes</b> <b>No</b> X		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<b>N/A</b>	
Organizations relying on a current notice regarding disaster assistance check here	►	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	<b>1b</b>	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____	2b	
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.)	<b>N/A</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>3b</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>4a</b>	X
	<b>4b</b>	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/A



c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

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?

Yes  No

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

If "Yes" to 6b, file Form 8870.

Yes  No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

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

N/A

7b

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

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

(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
JOHN GOODFELLOW 433 13TH AVE E. #101 SEATTLE, WA 98102	PRESIDENT 3.00	0.	0.	0.
BARBARA PETERSON 433 13TH AVE E. #101 SEATTLE, WA 98102	VP, SECRETARY 2.00	0.	0.	0.

## 2 Compensation of five highest-paid employees (other than those included on line 1). 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	
	0.
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.

Form 990-PF (2014)

**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:

1a	147,662.
1b	1,760.
1c	
1d	149,422.
1e	0.
2	0.
3	149,422.
4	2,241.
5	147,181.
6	7,359.

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets

d Total (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return Enter 5% of line 5

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	7,359.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,365.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,365.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,994.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,994.
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	5,994.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:

1a	117,187.
1b	0.
2	
3a	
3b	
4	117,187.
5	1,365.
6	115,822.

a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 Adjusted qualifying distributions. Subtract line 5 from line 4

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				5,994.
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	135,230.			
b From 2010	49,393.			
c From 2011	64,080.			
d From 2012	164,315.			
e From 2013	143,900.			
f Total of lines 3a through e	556,918.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 117,187.			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)				
d Applied to 2014 distributable amount				5,994.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	111,193.	0.		
6 Enter the net total of each column as indicated below:	668,111.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.		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.			0.
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	135,230.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	532,881.			
10 Analysis of line 9:				
a Excess from 2010	49,393.			
b Excess from 2011	64,080.			
c Excess from 2012	164,315.			
d Excess from 2013	143,900.			
e Excess from 2014	111,193.			



## Part XV: Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
<b>a Paid during the year</b>				
BURKE MUSEUM 17TH AVE NE SEATTLE, WA 98105	NONE	501C(3)	ART/EDUCATION	1,000.
FRIENDS OF THE DELAWARE CANAL 145 S MAIN ST NEW HOPE, PA 18938	NONE	501C(3)	CONSERVATION AND PRESERVATION	500.
KBCS 3000 LANDERHOLM CIRCLE SE BELLEVUE, WA 98007	NONE	501C(3)	MUSIC/EDUCATION	1,000.
KEXP 113 DEXTER AVE N SEATTLE, WA 98109	NONE	501C(3)	GLOBAL MUSIC/EDUCATION	11,000.
NATIONAL TRUST HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	501C(3)	CONSERVATION AND PRESERVATION	15,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 115,402.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
<b>1</b> Program service revenue:				
a				
b				
c				
d				
e				
f				
<b>g</b> Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>4,043.</b>
<b>5</b> Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income				
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue:				
a				
b				
c				
d				
e				
<b>12</b> Subtotal. Add columns (b), (d), and (e)			<b>0.</b>	<b>4,043.</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>0.</b>
(See worksheet in line 13 instructions to verify calculations.)				

(See worksheet in line 13 instructions to verify calculations.)

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**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, or 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

**GOODFELLOW FUND****91-2000453**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ  501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF  501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

GOODFELLOW FUND

Employer identification number

91-2000453

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN GOODFELLOW 433 13TH AVE E SEATTLE, WA 98102	\$ 25,289.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	JOHN GOODFELLOW 433 13TH AVE E SEATTLE, WA 98102	\$ 16,361.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	JOHN GOODFELLOW 433 13TH AVE E SEATTLE, WA 98102	\$ 16,623.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	JOHN GOODFELLOW 433 13TH AVE E SEATTLE, WA 98102	\$ 32,516.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	JOHN GOODFELLOW 433 13TH AVE E SEATTLE, WA 98102	\$ 34,678.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

Name of organization

GOODFELLOW FUND

Employer identification number

91-2000453

## Part II

Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	550SH WELLS FARGO & CO NEW	\$ 25,289.	02/13/14
2	30SH GOOGLE INC CL C NONVTG	\$ 16,361.	11/13/14
3	30SH GOOGLE INC CL A VTG	\$ 16,623.	11/13/14
4	275SH THERMO FISHER SCIENTIFIC	\$ 32,516.	11/13/14
5	250SH COSTCO WHSL CORP NEW	\$ 34,678.	11/13/14
		\$	

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**Name of organization**

**Employer identification number**

## GOODFELLOW FUND

91-2000453

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	2,193.	0.	2,193.	2,193.	
CHARLES SCHWAB	1,858.	0.	1,858.	1,858.	
LESS: ACCRUED INT PAID	-8.	0.	-8.	-8.	
TO PART I, LINE 4	4,043.	0.	4,043.	4,043.	

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,650.	0.		1,650.
TO FORM 990-PF, PG 1, LN 16B	1,650.	0.		1,650.

## FORM 990-PF

## TAXES

## STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	41.	41.		0.
TO FORM 990-PF, PG 1, LN 18	41.	41.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	1,025.	1,025.		0.
LICENSE	25.	0.		25.
CONFERENCE	105.	0.		105.
MISC	5.	0.		5.
TO FORM 990-PF, PG 1, LN 23	1,160.	1,025.		135.

## FORM 990-PF

## OTHER INCREASES IN NET ASSETS OR FUND BALANCES

## STATEMENT 5

DESCRIPTION	AMOUNT
ADJUSTMENT TO DONATED PROPERTY BASIS	35,725.
TOTAL TO FORM 990-PF, PART III, LINE 3	35,725.

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURIES	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	0.	0.
MUTUAL FUNDS	97,884.	107,164.
TOTAL TO FORM 990-PF, PART II, LINE 10B	97,884.	107,164.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	40,472.	42,891.
TOTAL TO FORM 990-PF, PART II, LINE 10C	40,472.	42,891.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITY	COST	5,719.	4,968.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,719.	4,968.

Application for Extension of Time To File an  
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Enter filer's identifying number**

Type or print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions  GOODFELLOW FUND	Employer identification number (EIN) or  91-2000453
	Number, street, and room or suite no. If a P.O. box, see instructions.  433 13TH AVE E, NO. 101	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions.  SEATTLE, WA 98102	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JOHN GOODFELLOW

- The books are in the care of ► 433 13TH AVE E #101 - SEATTLE, WA 98102  
Telephone No ► (206) 328-2768 Fax No ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

►  calendar year **2014** or  
►  tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. **3a \$ 1,744.**

b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. **3b \$ 331.**

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **3c \$ 1,413.**

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

## GOODFELLOW FUND

91-2000453

## 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
PUGET SOUND MARITIME HISTORICAL SOCIETY 901 FAIRVIEW AVE N SEATTLE, WA 98109	NONE	501C(3)	CONSERVATION AND EDUCATION	5,000.
TOWN HALL 1119 8TH AVE SEATTLE, WA 98101	NONE	501C(3)	CULTURAL PRESERVATION	1,000.
COOLSPRING POWER MUSEUM 179 COOLSPRING ROAD COOLSPRING, PA 15730	NONE	501C(3)	CONSERVATION AND PRESERVATION	40.
HISTORIC SEATTLE 1117 MINOR AVENUE SEATTLE, WA 98101	NONE	501C(3)	PRESERVATION AND EDUCATION	1,500.
JACK DAVIES FUND 811 JEFFERSON STREET NAPA, CA 94559	NONE	501C(3)	CONSERVATION AND PRESERVATION	500.
NW SCHOOL FOR WOODEN BOAT BUILDING 42 N WATER STREET PORT HADLOCK, WA 98339	NONE	501C(3)	ART/EDUCATION	5,000.
NW SEAPORT 860 TERRY AVENUE NORTH SEATTLE, WA 98109	NONE	501C(3)	CULTURAL PRESERVATION	5,000.
ORANGUTAN CONSERVANCY 5001 WILSHIRE BLVD #112 LOS ANGELES, CA 90036	NONE	501C(3)	CONSERVATION AND EDUCATION	1,000.
SEATTLE OPERA 1020 JOHN STREET SEATTLE, WA 98109	NONE	501C(3)	CULTURAL PRESERVATION	13,862.
SEATTLE PARKS FOUNDATION 105 SOUTH MAIN STREET #235 SEATTLE, WA 98104	NONE	501C(3)	CONSERVATION AND PRESERVATION	50,000.
<b>Total from continuation sheets</b>				<b>86,902.</b>

## GOODFELLOW FUND

91-2000453

Part XV | Supplementary Information

### 3 Grants and Contributions Paid During the Year (Continuation)