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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE GOODMAN FOUNDATION INC

A Employer identification number
56-6034757

Number and street (or P O box number if mail is not delivered to street address) PO BOX 1040
Room/suite

B Telephone number (see instructions)
(704) 633-5982

City or town, state or province, country, and ZIP or foreign postal code
SALISBURY, NC 28145

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 8,631,687

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	219,155			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	227,802	215,689		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	42,580			
	b	Gross sales price for all assets on line 6a 888,654				
	7	Capital gain net income (from Part IV, line 2)		42,580		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	489,537	258,269		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	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)	39,015	39,015		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,965			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	255			255
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,235	39,015		255
	25	Contributions, gifts, grants paid	416,180			416,180
	26	**Total expenses and disbursements.** Add lines 24 and 25	458,415	39,015		416,435
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	31,122			
	b	**Net investment income** (if negative, enter -0-)		219,254		
	c	**Adjusted net income**(if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,724	1,478	1,478
	2	Savings and temporary cash investments	75,631	56,582	56,582
	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 ▶			
	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)	4,220,727	4,778,789	4,778,789
	c	Investments—corporate bonds (attach schedule)	2,109,337	2,130,539	2,130,539
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,525,556	1,664,299	1,664,299
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,932,975	8,631,687	8,631,687
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶** ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	7,932,975	8,631,687	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **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** (see instructions)	7,932,975	8,631,687	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,932,975	8,631,687	

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	7,932,975
2	Enter amount from Part I, line 27a	2	31,122
3	Other increases not included in line 2 (itemize) ▶	3	667,590
4	Add lines 1, 2, and 3	4	8,631,687
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,631,687

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	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	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	42,580
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2015	396,785	8,339,250	0 047580
2014	383,769	8,357,770	0 045918
2013	225,108	7,566,020	0 029752
2012	140,163	6,650,301	0 021076
2011	251,634	6,407,785	0 039270

2	**Total** of line 1, column (d)	2	0 183596
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 036719
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,280,773
5	Multiply line 4 by line 3	5	304,062
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,193
7	Add lines 5 and 6	7	306,255
8	Enter qualifying distributions from Part XII, line 4 , ...	8	416,435

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	2,193
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,193
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,193
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d.	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	66
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,259
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ | **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ARTHUR L HATTAWAY JR Telephone no ▶(704) 633-5982

Located at ▶PO BOX 1040 SALISBURY NC ZIP+4 ▶281451040

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 |

			Yes	No
16	At any time during calendar year 2016, 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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . . ☐ 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?. . . .	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JEFFREY V GOODMAN PO BOX 1040 SALISBURY, NC 281451040	PRESIDENT & 5 00	0	0	0
MICHAEL A GOODMAN PO BOX 1040 SALISBURY, NC 281451040	VICE PRESIDE 1 00	0	0	0
GAIL G SETTLE P O BOX 1040 SALISBURY, NC 28145	SECRETARY 1 00	0	0	0
ARTHUR L HATTAWAY JR PO BOX 1040 SALISBURY, NC 281451040	ASST SECRET 1 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** 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. . . . . ▶

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

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

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

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	8,296,622
b	Average of monthly cash balances.	1b	110,254
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	8,406,876
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	8,406,876
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	126,103
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,280,773
6	**Minimum investment return.** Enter 5% of line 5.	6	414,039

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	414,039
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,193		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	2,193
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	411,846
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	411,846
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	411,846

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	416,435
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	416,435
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,193
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	414,242

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				411,846
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			411,356	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 416,435				
a Applied to 2015, but not more than line 2a			411,356	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				5,079
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016				
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				406,767
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012. . . .				
b Excess from 2013. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . .				
e Excess from 2016. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				416,180
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities. . . .			14	215,689	12,113
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	42,580	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				258,269	12,113

13 Total. Add line 12, columns (b), (d), and (e). **13** 270,382

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-05-08	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
ARTHUR L HATTAWAY JR		2017-05-08		P00296397
Firm's name ▶ ARTHUR L HATTAWAY JR CPA				Firm's EIN ▶56-2219353
Firm's address ▶ 2855 W INNES STREET SALISBURY, NC 28144				Phone no (704) 603-3418

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
AETNA INC	P	2014-10-20	2016-07-25
BED BATH & BEYOND	P	2014-12-08	2016-05-06
ORACLE CORPORATION	P	2010-03-24	2016-03-17
ORACLE CORPORATION	P	2010-04-23	2016-03-17
ORACLE CORPORATION	P	2013-08-27	2016-03-17
PIMCO LOW DURATION FUND INSTL	P		2016-11-14
PNC FINANCIAL SRVCS	P	2011-09-08	2016-12-01
PNC FINANCIAL	P	2011-09-08	2016-12-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
138,316		89,386	48,930
59,697		95,795	-36,098
84,599		54,126	30,473
14,906		9,750	5,156
9,064		7,199	1,865
547,174		576,380	-29,206
11,215		4,834	6,381
19,962		8,604	11,358

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			48,930
			-36,098
			30,473
			5,156
			1,865
			-29,206
			6,381
			11,358

Form 990PF Part XV Line 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
a *Paid during the year*				
ASHEVILLE CITY SCHOOLS FOUNDATION PO BOX 3196 ASHEVILLE, NC 28802			CHARITABLE USE	100
AB TECH FOUNDATION 340 VICTORIA ROAD ASHEVILLE, NC 28801			CHARITABLE USE	1,000
AGRICULTURAL DEVELOPMENT FUND 3400 BURNETT TANDY DRIVE FORT WORTH, TX 761073056			CHARITABLE USE	200
ALL SOULS COUNSELING CENTER 35 ARLINGTON ST ASHEVILLE, NC 28801			OPERATING EXPENSES	1,000
ALZHEIMERS ASSOCIATION 31 COLLEGE PLACE SUITE D-307 ASHEVILLE, NC 28801			CHARITABLE USE	1,000
AMERICAN CANCER SOCIETY PO BOX 511 ATLANTA, GA 303025111			CHARITABLE USE	100
ANNUAL GIVING FOR NCSU CAMPUS BOX 7511 RALEIGH, NC 276957511			ACADEMIC PROGRAM SUPPORT	20,000
APPLACHIAN REGIONAL HEALTHCARE FOUN PO BOX 2600 BOONE, NC 28607			SUPPORT MEDICAL FOUNDATION	10,000
ASHEVILLE AREA HABITAT FOR HUMANITY 33 MEADOW ROAD ASHEVILLE, NC 28803			CHARITABLE USE	500
ASHEVILLE ART MUSEUM 2 SOUTH PACK SQUARE ASHEVILLE, NC 28801			OPERATIONAL EXPENSES	1,000
ASHEVILLE HUMANE SOCIETY 14 FOREVER FRIEND LANE ASHEVILLE, NC 28806			OPERATIONAL EXPENSES	1,000
ASHEVILLE MUSEUM OF SCIENCE 43 PATTON AVENUE ASHEVILLE, NC 28801			CHARITABLE USE	14,000
BROTHER WOLF ANIMAL RESCUE PO BOX 8195 ASHEVILLE, NC 28814			CHARITABLE USE	1,000
BUDDIES PLACE CAT RESCUE PO BOX 123593 FORT WORTH, TX 76121			OPERATIONAL EXPENSES	5,000
CARING FOR CHILDREN INC PO BOX 19113 ASHEVILLE, NC 28815			CHARITABLE USE	2,000
Total . . . . ▶ **3a**				416,180

Form 990PF Part XV Line 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
a *Paid during the year*				
CATAWBA COLLEGE 2300 W INNES ST SALISBURY, NC 281442488			CAPITAL IMPROVEMENTS	25,000
CENTRAL UNITED METHODIST 27 CHURCH STREET ASHEVILLE, NC 28801			RELIGIOUS ORGANIZATION	45,000
CHRIST CHAPEL CHURCH 3701 BIRCHMAN AVENUE FORT WORTH, TX 76107			CHARITABLE USE	200
COMMUNITY FOUNDATION OF WESTERN NC 4 VANDERBILT PARK DRIVE SUITE 300 ASHEVILLE, NC 28803			CHARITABLE USE	2,200
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD 2ND FLOOR BETHESDA, MD 20814			CHARITABLE USE	600
FIRST UNITED METHODIST CH OF CLEBUR PO BOX 114 CLEBURNE, TX 76033			CHARITABLE USE	200
FIRST UNITED METHODIST CH OF SALISB 217 S MAIN STREET SALISBURY, NC 28144			CHARITABLE USE	25,000
GATLINBURG RELIEF FUND PO BOX 1910 PIGEION FORGE, TN 378681910			CHARITABLE USE	14,000
GIRLS ON THE RUN OF WNC 50 S FRENCH BROAD ST SUITE 249 ASHEVILLE, NC 28801			OPERATIONAL EXPENSES	1,000
GRACE LUTHERAN CHURCH 115 E KING STREET BOONE, NC 28607			CHARITABLE USE	300
HEART OF THE CROSS PO BOX 1964 ASHEVILLE, NC 28802			RELIGIOUS ORGANIZATION	1,000
HELPMATE PO BOX 2263 ASHEVILLE, NC 28802			CHARITABLE USE	1,000
HIGHLAND PARK EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205			CHARITABLE USE	5,000
HUMANE SOCIETY OF NORTH TEXAS 1840 E LANCASTER AVENUE FORT WORTH, TX 76103			CHARITABLE USE	500
INTERNATIONAL MYELOMA FOUNDATION 12650 RIVERSIDE DRIVE SUITE 206 NORTH HOLLYWOOD, CA 91607			CHARITABLE USE	14,800
Total . . . . ▶ **3a**				416,180

Form 990PF Part XV Line 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
a *Paid during the year*				
JONES ADVOCATES 544 KIMBERLY AVENUE ASHEVILLE, NC 28804			CHARITABLE USE	250
LEVINE & DICKSON HOSPICE HOUSE 1900 VANSTORY DRIVE HUNTERSVILLE, NC 28078			CHARITABLE USE	200
MEALS ON WHEELS OF BUNCOMBE COUNTY 146 VICTORIA ROAD ASHEVILLE, NC 28801			CHARITABLE USE	500
MISSION FOUNDATION (WOMEN'S SOCIETY PO BOX 5363 ASHEVILLE, NC 28813			SUPPORT MEDICAL FOUDATION	4,000
MISSION FOUNDATION PERSONALIZED MED 509 BILTMORE AVENUE ASHEVILLE, NC 28803			SUPPORT MEDICAL FOUNDATION	50,000
MISSION HEALTH SYSTEM FOUNDATION 890 HENDERSON ROAD SUITE 300 ASHEVILLE, NC 288031739			SUPPORT MEDICAL FOUNDATION	10,000
NATIONAL PARK FOUNDATION 1110 VERMONT AVE NW SUITE 200 WASHINGTON, DC 20005			CHARITABLE USE	100
NC STATE UNIVERSITY STUDENT AID ASS PO BOX 37100 RALIEGH, NC 27627			ACADEMIC PROGRAM SUPPORT	10,720
NCSU COLLEGE OF VETERINARY MEDICINE 1060 WILLIAM MOORE DRIVE RALEIGH, NC 27607			CHARITABLE USE	25,000
PASSION FOR CHILDREN PO BOX 192611 DALLAS, TX 75219			CHARITABLE USE	100
PISGAH LEGAL SERVICES PO BOX 2276 ASHEVILLE, NC 288022276			CHARITABLE USE	100
REAL CHRISTIAN FOUNDATON PO BOX 180059 RICHLAND, MS 39218			CHARITY	3,000
RIVERLINK INC PO BOX 15488 ASHEVILLE, NC 28813			CHARITABLE USE	60
SOUTHSIDE CHRISTIAN SCHOOL 2211 WOODRUFF RD SIMPSONVILLE, SC 29681			OPERATIONAL EXPENSES	20,000
ST ANDREWS UNIVERSITY 1700 DOGWOOD MILE LAURINBURG, NC 28352			EDUCATIONAL SUPPORT	1,000
Total . . . . ▶ **3a**				416,180

Form 990PF Part XV Line 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
a *Paid during the year*				
ST FRANCIS EPISCOPAL DAY SCHOOL 335 PINEY POINT ROAD HOUSTON, TX 77024			EDUCATIONAL PROGRAMS	25,000
THE CENTER FOR DISORDE 297 HAYWOOD ST ASHEVILLE, NC 28801			SUPPORT EDUCATION PROGRAMS	20,000
THE ARC OF COLLIN DALLAS & ROCKWEL 12700 HILLCREST ROAD SUITE 200 FORT WORTH, TX 76101			CHARITABLE USE	2,000
THE GOODFELLOWS FUND PO BOX 1870 FORT WORTH, TX 76101			CHARITABLE USE	500
THE SALVATION ARMY PO BOX 2956 ASHEVILLE, NC 288022956			CHARITABLE USE	250
TRENCHARD FOUNDATION 6006 NORTH MESA STREET SUITE 704 EL PASO, TX 79912			CHARITABLE USE	3,000
UNC-ASHEVILLE FOUNDATION ONE UNIVERSITY HEIGHTS CPO 3800 ASHEVILLE, NC 28804			ACADEMIC PROGRAM SUPPORT	10,000
UNC-TV PO BOX 600067 RALEIGH, NC 27675			OPERATIONAL EXPENSES	2,500
UNITED WAY OF ASHEVILLE 50 S FRENCH BROAD AVE ASHEVILLE, NC 28801			CHARTIABLE	13,000
UT SOUTHWESTERN PO BOX 910888 DALLAS, TX 753910888			CHARITABLE USE	6,000
WATAUGA HUMANE SOCIETY 312 PAWS WAY BOONE, NC 28607			OPERATIONAL EXPENSES	11,200
WESLEY-RANKIN COMMUNITY CENTER 3100 CROSSMAN AVENUE DALLAS, TX 75212			CHARITABLE USE	500
YOSEF PO BOX 32025 BOONE, NC 28608			SCHOLARSHIPS	3,500
Total . . . . ▶ **3a**				416,180

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TY 2016 Investments Corporate Bonds Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LOOMIS SAYLES BOND FUND	74,557	74,557
LORD ABBETT HIGH YIELD I	205,550	205,550
METROPOLITAN WEST HIGH	18,203	18,203
METROPOLITAN WEST TOTAL	486,427	486,427
OPPENHEIMER INTL BOND FD	215,148	215,148
TEMPLETON GLOBAL BOND	243,901	243,901
VANGUARD INFLATION	350,361	350,361
VANGUARD SHORT TERM	536,392	536,392
PIMCO LOW DURATION FUND		

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TY 2016 Investments Corporate Stock Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC 1170 SHS		
AFLAC INC QTY 1700 SHS	118,320	118,320
APPLE INC 1610 SHS	186,470	186,470
AT&T INC NEW 1850 SHS	78,681	78,681
BED BATH & BEYOND 1330 SHS		
BLACK ROCK INC 400 SHS	152,216	152,216
CARDINAL HEALTH INC 770 SHS	55,417	55,417
CARY NC 4%20	89,933	89,933
CHEVRON CORPORATION 1145 SHS	134,767	134,767
CISCO SYSTEMS INC 5250 SHS	158,655	158,655
COMCAST CLASS A 995 SHS	68,705	68,705
CVS CAREMARK CORP 1770 SHS	139,671	139,671
DEERE & CO 1200 SHS	123,648	123,648
DISCOVER FINANCIAL SVCS 1500 SHS	108,135	108,135
DOVER CORPORATION 1545 SHS	115,767	115,767
EMERSON ELECTRIC CO 1380 SHS	76,935	76,935
EQUIFAX 365 SHS	43,154	43,154
EXXON MOBIL CORPORATION 900 SHS	81,234	81,234
GENERAL ELECTRIC CO 4200 SHS	132,720	132,720
HOME DEPOT INC 730 SHS	97,878	97,878
IBM CORP 700 SHS	116,193	116,193
INTEL CORP 4830 SHS	175,184	175,184
JOHNSON & JOHNSON 1010 SHS	116,362	116,362
JPMORGAN CHASE & CO 1860 SHS	160,499	160,499
KINDER MORGAN INC 3800 SHS	78,698	78,698
MICROSOFT CORP 2910 SHS	180,827	180,827
NORDSTROM INC 1500 SHS	71,895	71,895
NORTH CAROLINA 5.25%20	91,614	91,614
NOVO NORDISK A/S 2440 SHS	87,499	87,499
ORACLE CORPORATION 2695 SHS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PAYCHEX INC 2315 SHS	140,937	140,937
PEPSICO INCORPORATED 1600 SHS	167,408	167,408
PNC FINL SERVICES GP INC 1250 SHS	113,685	113,685
PROCTER & GAMBLE 1025 SHS	86,182	86,182
PRUDENTIAL FINANCIAL INC 1250 SHS	130,075	130,075
RIO TINTO PLC SPON ADR F 2540 SHS	97,688	97,688
STRYKER CORP 1120 SHS	134,187	134,187
SYSCO CORPORATION 2110 SHS	116,831	116,831
TAIWAN SEMICONDUCTOR ADRF 4820 SHS	138,575	138,575
TIME WARNER INC NEW 2310 SHS	222,984	222,984
TOTAL S A ADR F 1650 SHS	84,101	84,101
TRAVELERS COMPANIES 730 SHS	89,367	89,367
UNIVERSITY NC WILM 5%22	89,565	89,565
VERIZON COMMUNICATIONS 550 SHS	29,359	29,359
WAL-MART STORES INC 1400 SHS	96,768	96,768

TY 2016 Investments - Other Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN FD EUROPACIFIC FUND	FMV	225,259	225,259
DELAWARE SMALL CAP VALUE	FMV	241,784	241,784
MATTHEWS PACIFIC TIGER FUND	FMV	122,541	122,541
OPPENHEIMER DEVLEOPING FUND	FMV	107,516	107,516
ISHARES TR S&P GLOBAL FUND	FMV	47,563	47,563
ISHARES RUSSELL 2000	FMV	129,456	129,456
SPDR S&P BIOTECH ETF	FMV	104,766	104,766
WISDOMTREE INTERNATIONAL	FMV	264,016	264,016
WISDOMTREE MIDCAP	FMV	348,262	348,262
WISDOMTREE TRUST FUND	FMV	73,136	73,136

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TY 2016 Other Expenses Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	255			255

TY 2016 Other Increases Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Description	Amount
UNREALIZED GAIN/LOSS ON SECURITIES	667,590

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TY 2016 Other Professional Fees Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISOR FEES	39,015	39,015		

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TY 2016 Taxes Schedule

Name: THE GOODMAN FOUNDATION INC

EIN: 56-6034757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,965			

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

Schedule of Contributors

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

OMB No 1545-0047

2016

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 other 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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, NC28778	$ 27,598	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	B V HEDRICK GRAVEL & SAND COMPANY PO BOX 1040 SALISBURY, NC28145	$ 114,875	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	MATERIAL SALES COMPANY PO BOX 1040 SALIBURY, NC28145	$ 10,730	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	CUMBERLAND GRAVEL SAND COMPANY PO BOX 425 SWANNANOA, NC28778	$ 37,175	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	SOUTHERN CONCRETE MATERIALS PO BOX 1040 SALISBURY, NC28145	$ 28,777	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE GOODMAN FOUNDATION INC	56-6034757

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE GOODMAN FOUNDATION INC

Employer identification number
56-6034757

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 information once. See instructions.) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee