

Burr, Pilger & Mayer LLP  
Two Palo Alto Square, Suite 250  
3000 El Camino Real  
Palo Alto, CA 94306

May 9, 2006

Joseph W. Goodman  
J.W. & H.W. Goodman Family Foundation  
570 University Terrace  
Los Altos, CA 94022

Dear Joe:

Enclosed are the original and one copy of the 2005 Exempt Organization returns and 2006 estimated tax worksheet, as follows...

2005 FORM 990-PF

2006 FEDERAL ESTIMATED TAX WORKSHEET - FORM 990-PF

2005 CALIFORNIA FORM 199

2005 CALIFORNIA FORM RRF-1

Filing instructions are attached to the duplicate copies, which are for your files. Addressed envelopes are provided for your convenience. Please review all returns and schedules before signing the returns. File the original tax returns after they have been signed and dated by the appropriate corporate officer.

We have enclosed mailing envelopes for your convenience in filing the return.

We recommend that you use certified mail with post marked receipt for proof of timely filing.

We sincerely appreciate the opportunity to serve you. Please contact us if you have any questions concerning the tax return.

Very truly yours,

Carolyn R. Amster

# 2006 ESTIMATED TAX FILING INSTRUCTIONS

FORM 990-W

FOR THE YEAR ENDING

December 31, 2006

<b>Prepared for</b>	Joseph W. Goodman J.W. & H.W. Goodman Family Foundation 570 University Terrace Los Altos, CA 94022																											
<b>Prepared by</b>	Burr, Pilger & Mayer LLP 3000 El Camino Real, Bldg 2, #250 Palo Alto, CA 94306																											
<b>Amount of tax</b>	<table><tr><td>Total Estimated Tax</td><td>\$</td><td>1,200</td></tr><tr><td>Less credit from prior year</td><td>\$</td><td>1,165</td></tr><tr><td>Less amount already paid on 2006 estimate</td><td>\$</td><td>0</td></tr><tr><td>Balance due</td><td>\$</td><td>35</td></tr></table> <p>Payable in full or in installments as follows:</p> <table><thead><tr><th>Installment</th><th>Amount</th><th>Due Date</th></tr></thead><tbody><tr><td>No. 1</td><td>\$ None required</td><td></td></tr><tr><td>No. 2</td><td>\$ None required</td><td></td></tr><tr><td>No. 3</td><td>\$ None required</td><td></td></tr><tr><td>No. 4</td><td>\$ 35</td><td>December 15, 2006</td></tr></tbody></table>	Total Estimated Tax	\$	1,200	Less credit from prior year	\$	1,165	Less amount already paid on 2006 estimate	\$	0	Balance due	\$	35	Installment	Amount	Due Date	No. 1	\$ None required		No. 2	\$ None required		No. 3	\$ None required		No. 4	\$ 35	December 15, 2006
Total Estimated Tax	\$	1,200																										
Less credit from prior year	\$	1,165																										
Less amount already paid on 2006 estimate	\$	0																										
Balance due	\$	35																										
Installment	Amount	Due Date																										
No. 1	\$ None required																											
No. 2	\$ None required																											
No. 3	\$ None required																											
No. 4	\$ 35	December 15, 2006																										
<b>Make check payable to</b>	Payment must be deposited with deposit coupon Form 8109 in an authorized commercial bank depository or federal reserve bank.																											
<b>Mail voucher and check (if applicable) to</b>	Do not send remittance to the IRS. On Form 8109, be sure to darken the box for 990-PF.																											
<b>Special Instructions</b>	Write the organization's employer identification number and "2006 Form 990-PF" on the check or money order.																											

Form **990-W**

**Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(WORKSHEET)

(and on Investment Income for Private Foundations) FORM 990-PF  
(Keep for your records - Do not send to the Internal Revenue Service.)

**2006**

Department of the Treasury  
Internal Revenue Service

1	Unrelated business taxable income expected in the tax year .....	1	
2	Tax on the amount on line 1. (See instructions for tax computation.) .....	2	
3	Alternative minimum tax (see instructions) .....	3	
4	Total. Add lines 2 and 3 .....	4	
5	Estimated tax credits (see instructions) .....	5	
6	Balance. Subtract line 5 from line 4 .....	6	
7	Other taxes (see instructions) .....	7	
8	Total. Add lines 6 and 7 .....	8	
9	Credit for federal tax paid on fuels (see instructions) .....	9	
10a	Subtract line 9 from line 8. <b>Note:</b> If less than \$500, the organization is not required to make estimated tax payments. (Private foundations, see instructions.) .....	10a	
b	Enter the tax shown on the 2005 return (see instructions). ( <b>Caution:</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c) .....	10b	835.
c	<b>2005 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c. <b>ADJUSTED TO</b> .....	10c	1,200.

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions) .....	11	05/15/06	06/15/06	09/15/06	12/15/06
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization." (see instructions) .....	12	300.	300.	300.	300.
13	2005 Overpayment (see instructions) .....	13	300.	300.	300.	265.
14	Payment due. (Subtract line 13 from line 12.) .....	14				35.

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-W (2006)

ESTIMATED TAX 1,200.  
OVERPAYMENT APPLIED 1,165.  
AMOUNT DUE 35.

# TAX RETURN FILING INSTRUCTIONS

FORM 990-PF

FOR THE YEAR ENDING  
December 31, 2005

<b>Prepared for</b>	Joseph W. Goodman J.W. & H.W. Goodman Family Foundation 570 University Terrace Los Altos, CA 94022
<b>Prepared by</b>	Burr, Pilger & Mayer LLP 3000 El Camino Real, Bldg 2, #250 Palo Alto, CA 94306
<b>Amount due or refund</b>	An overpayment of \$1,165. The entire overpayment has been applied to the estimated tax payments.
<b>Make check payable to</b>	No amount is due.
<b>Mail tax return and check (if applicable) to</b>	Internal Revenue Service Center Ogden, UT 84201-0027
<b>Return must be mailed on or before</b>	May 15, 2006
<b>Special Instructions</b>	The return should be signed and dated.

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2005**

*Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.*

For calendar year 2005, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization <b>J.W. &amp; H.M. GOODMAN FAMILY CHARITABLE FOUNDATION</b>	A Employer identification number <b>77-0559337</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>570 UNIVERSITY TERRACE</b>	B Telephone number -
	City or town, state, and ZIP code <b>LOS ALTOS, CA 94022</b>	C If exemption application is pending, check here <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,686,837.** (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	931.	931.		STATEMENT 1
	4 Dividends and interest from securities	70,045.	70,045.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,746.			
	b Gross sales price for all assets on line 6a	79,964.			
	7 Capital gain net income (from Part IV, line 2)		20,746.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	9,401.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	101,123.	91,722.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,285.	0.		0.
	c Other professional fees	8,210.	8,210.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	738.	0.		25.
	24 Total operating and administrative expenses. Add lines 13 through 23	12,233.	8,210.		25.
	25 Contributions, gifts, grants paid	82,000.			82,000.
26 Total expenses and disbursements. Add lines 24 and 25	94,233.	8,210.		82,025.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6,890.				
b Net investment income (if negative, enter -0-)		83,512.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2005)

**J.W. & H.M. GOODMAN FAMILY CHARITABLE  
FOUNDATION**

Form 990-PF (2005)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing .....			
	2 Savings and temporary cash investments .....	73,651.	9,732.	9,732.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable .....			
	6 Receivables due from officers, directors, trustees, and other disqualified persons .....			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use .....			
	9 Prepaid expenses and deferred charges .....			
	10a Investments - U.S. and state government obligations .....			
	b Investments - corporate stock .....			
	c Investments - corporate bonds .....			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans .....			
	13 Investments - other <span style="float: right;">STMT 7</span> .....	1,327,855.	1,398,664.	1,677,105.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶ )				
<b>16 Total assets (to be completed by all filers) .....</b>	<b>1,401,506.</b>	<b>1,408,396.</b>	<b>1,686,837.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....			
	18 Grants payable .....			
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....			
	22 Other liabilities (describe ▶ )			
<b>23 Total liabilities (add lines 17 through 22) .....</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted .....	1,401,506.	1,408,396.	
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds .....			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund .....			
	29 Retained earnings, accumulated income, endowment, or other funds .....			
<b>30 Total net assets or fund balances .....</b>	<b>1,401,506.</b>	<b>1,408,396.</b>		
<b>31 Total liabilities and net assets/fund balances .....</b>	<b>1,401,506.</b>	<b>1,408,396.</b>		

**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	1,401,506.
2 Enter amount from Part I, line 27a .....	2	6,890.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3 .....	4	1,408,396.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	1,408,396.

**J.W. & H.M. GOODMAN FAMILY CHARITABLE  
FOUNDATION**

Form 990-PF (2005)

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE ATTACHED STATEMENT A</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</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> 79,964.		59,218.	20,746.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			20,746.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss). <span style="font-size: small;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	20,746.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	N/A

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the organization 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))
2004	76,823.	1,618,716.	.047459
2003	79,687.	1,606,869.	.049591
2002	57,500.	1,629,410.	.035289
2001	104,000.	3,439,955.	.030233
2000	0.	54,972.	.000000

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	.162572
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.032514
<b>4</b> Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	<b>4</b>	1,620,289.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	52,682.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	835.
<b>7</b> Add lines 5 and 6	<b>7</b>	53,517.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	82,025.

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.

**J.W. & H.M. GOODMAN FAMILY CHARITABLE  
FOUNDATION**

Form 990-PF (2005)

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
<b>b</b> Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	835.
<b>c</b> All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	835.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	835.
<b>6 Credits/Payments:</b>		
<b>a</b> 2005 estimated tax payments and 2004 overpayment credited to 2005	6a	2,000.
<b>b</b> Exempt foreign organizations - tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d	7	2,000.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,165.
<b>11</b> Enter the amount of line 10 to be: Credited to 2006 estimated tax <input type="checkbox"/> 1,165. Refunded <input checked="" type="checkbox"/> 0.	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.</i>		X
<b>1c</b> Did the organization file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization. <input type="checkbox"/> \$ 0. (2) On organization managers. <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. <input type="checkbox"/> \$ 0.		
<b>2</b> Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the organization 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>		X
<b>4a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
<b>4b</b> If "Yes," has it filed a tax return on Form 990-T for this year? <span style="float:right">N/A</span>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the organization 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>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
<b>b</b> If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X
<b>11</b> Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <input type="checkbox"/> WWW.GOODMANFAMILYFOUNDATION.ORG	X	
<b>12</b> The books are in care of <input type="checkbox"/> MICHELE A GOODMAN Telephone no. <input type="checkbox"/> _____ Located at <input type="checkbox"/> 24340 N.W. DIERDORFF ROAD, HILLSBORO, OR ZIP+4 <input type="checkbox"/> 97124		
<b>13</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 13 <input type="checkbox"/> N/A		

523531 01-05-06

Form 990-PF (2005)

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

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

	Yes	No
<b>1a</b> During the year did the organization (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? ( <b>Exception.</b> Check "No" if the organization 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>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
<b>c</b> Did the organization 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 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> _____, _____, _____, _____.		
<b>b</b> Are there any years listed in 2a for which the organization 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
<b>c</b> 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. <input type="checkbox"/> _____, _____, _____, _____.		
<b>3a</b> Did the organization 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>b</b> If "Yes," did it have excess business holdings in 2005 as a result of (1) any purchase by the organization 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? ( <i>Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2005.</i> ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
<b>4a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
<b>b</b> Did the organization 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 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X
<b>5a</b> During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	
<b>c</b> If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
<b>6a</b> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.	6b	X



**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	
<b>Total.</b> Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	1,598,067.
b Average of monthly cash balances	1b	46,896.
c Fair market value of all other assets	1c	
d <b>Total</b> (add lines 1a, b, and c)	1d	1,644,963.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,644,963.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,674.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,620,289.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	81,014.

**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	81,014.
2a Tax on investment income for 2005 from Part VI, line 5	2a	835.
b Income tax for 2005. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	835.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	80,179.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	80,179.
6 Deduction from distributable amount (see instructions)	6	0.
7 <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	80,179.

**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	82,025.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,025.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	835.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	81,190.

**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 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				80,179.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			77,873.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000				
b From 2001				
c From 2002				
d From 2003				
e From 2004				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$	82,025.			
a Applied to 2004, but not more than line 2a			77,873.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2005 distributable amount				4,152.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2004. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				76,027.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2001				
b Excess from 2002				
c Excess from 2003				
d Excess from 2004				
e Excess from 2005				

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

<b>1 a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 26 of the 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).)

NONE

**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.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed:  
**MICHELE GOODMAN, JW & HM GOODMAN FAMILY CHARITABLE FOUNDATION  
 PMB #137, 2373 NW 185TH, HILLSBORO, OR 97124**

**b** The form in which applications should be submitted and information and materials they should include:  
**SEE STATEMENT 9**

**c** Any submission deadlines:  
 NONE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
 NONE

**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>				
SEE ATTACHED STATEMENT B	NONE			82,000.
<b>Total</b> .....				<b>3a</b> 82,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b> .....				<b>3b</b> 0.





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

SOURCE	AMOUNT
AMERITRADE	931.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	931.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE	70,045.	0.	70,045.
TOTAL TO FM 990-PF, PART I, LN 4	70,045.	0.	70,045.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	9,401.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,401.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,285.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,285.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	8,210.	8,210.		0.
TO FORM 990-PF, PG 1, LN 16C	8,210.	8,210.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	34.	0.		0.
ADMINISTRATIVE EXPENSES	669.	0.		0.
FILING FEES	35.	0.		25.
TO FORM 990-PF, PG 1, LN 23	738.	0.		25.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	1,398,664.	1,677,105.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,398,664.	1,677,105.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH W. GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	PRESIDENT, CHAIRMAN 1.00	0.	0.	0.
MICHELE A. GOODMAN 24340 N.W. DIERDORFF ROAD HILLSBORO, OR 97124	EXECUTIVE DIRECTOR 16.00	0.	0.	0.
HON MAI GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	DIRECTOR 1.00	0.	0.	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.00	0.	0.	0.
MARIETTE T. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.00	0.	0.	0.
ERIC A. WAN 24340 N.W. DIERDORFF ROAD HILLSBORO, OR 97124	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV, LINE 2B APPLICATION REQUIREMENTS STATEMENT 9

DESCRIPTION

SEE WEBSITE FOR APPLICATION INFORMATION -  
WWW.GOODMANFAMILYFOUNDATION.ORG



Powered by GAINSKEEPER<sup>®</sup>

Detailed Realized Sale Activity for # 240098969

01/01/2005 -- 12/31/2005

Created: 4/19/2006 6:05:23

SECURITIES SOLD	PURCHASED	SHARES SOLD	PROCEEDS	COST	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS
CHESAPEAKE CORE GROWTH FD (CHCGX) 10/19/2005	07/24/2003	1,205.546	20,000.00	15,660.45		4,339
MERIDIAN GROWTH FD (MERDX) 10/19/2005	07/16/2002	570.288	19,982.01	14,230.53		5,751
VANGUARD PRIMECAP FD (VPMCX) 10/19/2005	10/10/2001	633.914	39,982.01	29,327.10		10,654
		<b>Total</b>	<b>79,964.02</b>	<b>59,218.08</b>		<b>20,744</b>

\*\*Important Disclaimer: GainsKeeper and tax lot and performance reporting is offered and conducted by CCH INCORPORATED and is made available by Ameritrade for general reference and education purposes only. Ameritrade is not responsible for the reliability or suitability of the information. Ameritrade does not provide investment advice, investment management or tax advice. You may wish to consult independent sources with respect to tax lot and performance reporting.

J.W. & H.-M. Goodman Family Charitable Foundation

Statement B

EIN = 77-0559337

Organization	Address	Project	Funded	EIN
Bay Area Youth Fund for Education (b.a.y. Fund)	Presidio of San Francisco, P.O. Box 29415, San Francisco, CA 94129	General Operating Support	\$10,000	94-3381171
Boys and Girls Club of the Peninsula	P.O. Box 1029, Menlo Park, CA 94029	Homework Assistance Program	\$5,000	94-1552134
Columbia Land Trust	1351 Officers' Row, Vancouver, WA 98661	Cathlamet Island Acquisition	\$5,000	94-3140861
Compass Community Services	995 Market Street, 5th Floor, San Francisco, CA 94103	General Operating Support	\$2,000	94-1156622
Eastside College Prep School	2101 Puigas Avenue, East Palo Alto, CA 94303	Scholarship Fund	\$15,000	94-3187806
Human Solutions	12350 SE Powell, Portland, OR 97236	General Operating Support	\$2,500	93-0977166
Level Playing Field Institute	543 Howard Street, 5th Floor, San Francisco, CA 94105	Summer Math & Science Honors Academy	\$5,000	91-2088635
Loaves & Fishes	7710 SW 31st Avenue, Portland, OR 97280	Senior NEEDS Program	\$2,500	93-0584318
Oregon Children's Foundation	219 NW 12th Avenue, Portland, OR 97209	Start Making A Reader Today Program	\$5,000	93-1051724
Oregon Community Warehouse	2287 N. Interstate, Portland, OR 97227	General Operating Support	\$2,000	93-1310582
Oregon Museum of Science & Industry (OMSI)	1945 SE Water Avenue, Portland, OR 97214	Rising Stars Program	\$2,000	93-0402877
Oregon Trout	1111 SW Broadway, Portland, OR 97205	Healthy Waters Institute	\$5,000	93-0843521
Portland Center Stage Theater Live	65 SW Yamhill Street, Ste. 300, Portland, OR 97204	Stage Door Program	\$2,000	93-1134865
Positive Resource Center	785 Market Street, 10th Floor, San Francisco, CA 94103	General Operating Support	\$2,000	94-3078431
Sisters of the Road	133 NW Sixth Avenue, Portland, OR 97209	Workforce Development and Job Training	\$5,000	93-0748169
Teatro Milagro	425 SW 6th, Portland, OR 97214	PUNTES Residencies	\$1,000	93-0907543
The Library Foundation	The Yeon Building, 522 SW Fifth Avenue, Suite 1103, Portland, OR 97204	Raising A Reader Program	\$5,000	93-1190983
Virginia Garcia Memorial Health Center	85 N. 12th, Cornelius, OR 97113	Parenting & Kindergarten Readiness Program	\$5,000	93-0717997
Write Around Portland (WRAP)	917 SW Oak Street, #406, Portland, OR 97205	Fall 2005 Series of Writing Workshops	\$1,000	84-1482706

Total Grants Made in 2005

\$82,000

# TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 199

FOR THE YEAR ENDING

December 31, 2005

<b>Prepared for</b>	Joseph W. Goodman J.W. & H.W. Goodman Family Foundation 570 University Terrace Los Altos, CA 94022
<b>Prepared by</b>	Burr, Pilger & Mayer LLP 3000 El Camino Real, Bldg 2, #250 Palo Alto, CA 94306
<b>Amount due or refund</b>	Balance due of \$10
<b>Make check payable to</b>	Franchise Tax Board
<b>Mail tax return and check (if applicable) to</b>	Franchise Tax Board P.O. Box 942857 Sacramento, CA 94257-0701
<b>Return must be mailed on or before</b>	May 15, 2006
<b>Special Instructions</b>	<p>The return should be signed and dated by an authorized individual.</p> <p>Include the organization's California corporation/organization number and "2005 Form 199" on the remittance.</p>

YEAR  
**2005**

# California Exempt Organization Annual Information Return

FORM  
**199**

MONTH DAY YEAR For calendar or fiscal year beginning <b>JANUARY</b>   <b>1</b>   <b>2005</b> ,	MONTH DAY YEAR and ending <b>DECEMBER</b>   <b>31</b>   <b>2005</b> .
<b>IMPORTANT: Your number is required.</b>	
California corporation number <b>C2321197</b>	Federal employer identification number (FEIN) <b>77-0559337</b>
Corporation/Organization name <b>J.W. &amp; H.M. GOODMAN FAMILY CHARITABLE FOUNDATION</b>	
Address <b>570 UNIVERSITY TERRACE</b>	PMB no.
City State ZIP Code <b>LOS ALTOS, CA 94022</b>	
<b>A</b> Final return? Check applicable box. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Dissolved <input type="checkbox"/> Withdrawn <input type="checkbox"/> Merged/Reorganized (attach explanation) If a box is checked, enter date .....	
<b>B</b> Check forms filed this year: State: <input type="checkbox"/> 109 <input type="checkbox"/> 100 <input type="checkbox"/> 100S <input type="checkbox"/> 100W Federal: <input type="checkbox"/> 990 <input type="checkbox"/> 990EZ <input type="checkbox"/> 990T <input checked="" type="checkbox"/> 990PF <input type="checkbox"/> 1041 <input type="checkbox"/> 1120H <input type="checkbox"/> 1120	
<b>C</b> If organization is exempt under R&TC Section 23701d and is a school, public charity, religious organization, or is controlled by a religious operation, check box. <b>See General Instruction F. No filing fee is required.</b> <input type="checkbox"/>	
<b>D</b> Is this a group filing? See General Instruction N. .... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>E</b> Accounting method used <b>CASH</b>	
<b>F</b> Type of organization <input checked="" type="checkbox"/> Exempt under Section 23701 <b>d</b> (insert letter) <input type="checkbox"/> IRC Section 4947(a)(1) trust	

**Part I Complete Part I unless not required to file this form. See General Instructions B and C.**

<b>Receipts and Revenues</b> <small>(Enclose, but do not staple any payment.)</small>	1 Gross sales or receipts from other sources. From Side 2, Part II, line 8 .....	1	160,341.
	2 Gross dues and assessments from members and affiliates .....	2	
	3 Gross contributions, gifts, grants, and similar amounts received. See instructions .....	3	
	4 Total gross receipts for filing requirement test. Add line 1 through line 3 <b>This line must be completed.</b> If the result is less than \$25,000, see General Instruction C .....	4	160,341.
	5 Cost of goods sold .....	5	
	6 Cost or other basis, and sales expenses of assets sold .....	6	59,218.
	7 Total costs. Add line 5 and line 6 .....	7	59,218.
	8 Total gross income. Subtract line 7 from line 4 .....	8	101,123.
<b>Expenses</b>	9 Total expenses and disbursements. From Side 2, Part II, line 18 .....	9	94,233.
	10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8 .....	10	6,890.
<b>Filing Fee</b>	11 Filing fee \$10 or \$25. See General Instruction F .....	11	10.
	12 Penalty for failure to file on time. See General Instruction L .....	12	
	13 Use tax. See instructions .....	13	
	14 <b>Balance due.</b> Add line 11, line 12, and line 13 .....	14	10.

- 15 If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? If "Yes," complete and attach form FTB 3509, Political or Legislative Activities by Section 23701d Organizations .....  Yes  No
- 16 Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? If "Yes," complete an explanation and attach copies of revised documents .....  Yes  No
- 17 Is the organization exempt under R&TC Section 23701g? .....  Yes  No  
If "Yes," enter amount of gross receipts from nonmember sources \$ \_\_\_\_\_
- 18 Did the organization file Form 100, Form 100S, 100W, or Form 109 to report taxable income? .....  Yes  No  
If "Yes," enter amount of total income reported \$ \_\_\_\_\_
- 19 The financial records are in care of **MICHELE A GOODMAN** Daytime telephone \_\_\_\_\_  
located at **24340 N.W. DIERDORFF ROAD, HILLSBORO, OR 97124**

<b>Please Sign Here</b>	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.		
	Signature of officer <b>CAROLYN R. AMSTER</b>	Date	Title Daytime telephone
<b>Paid Preparer's Use Only</b>	Paid Preparer's signature <b>CAROLYN R. AMSTER</b>	Date	Check if self-employed <input type="checkbox"/> <input checked="" type="checkbox"/> <b>P00189994</b>
	Firm's name (or yours, if self-employed) and address <b>BURR, PILGER &amp; MAYER LLP</b> <b>3000 EL CAMINO REAL, BLDG 2, #250</b> <b>PALO ALTO, CA 94306</b>	FEIN <b>94-3381220</b>	Daytime telephone <b>(650) 855-6800</b>

528941/12-03-05

For Privacy Act Notice, get form FTB 1131.

19905104022

Form 199 C1 2005 Side 1

**Part II Organizations with gross receipts of more than \$25,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information. See Specific Line Instructions.**

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	1	
	2	Interest	2	931.
	3	Dividends	3	70,045.
	4	Gross rents	4	
	5	Gross royalties	5	
	6	Gross amount received from sale of assets	6	79,964.
	7	Other income	7	9,401.
	8	<b>Total</b> gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	160,341.
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid	9	82,000.
	10	Disbursements to or for members	10	
	11	Compensation of officers, directors, and trustees	11	0.
	12	Other salaries and wages	12	
	13	Interest	13	
	14	Taxes	14	
	15	Rents	15	
	16	Depreciation and depletion	16	
	17	Other	17	12,233.
	18	<b>Total</b> expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	18	94,233.

Schedule L Balance Sheets		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
<b>Assets</b>					
1	Cash		73,651.		9,732.
2	Net accounts receivable				
3	Net notes receivable				
4	Inventories				
5	Federal and state government obligations				
6	Investments in other bonds				
7	Investments in stock				
8	Mortgage loans (number of loans _____)				
9	Other investments <b>STMT 6</b>		1,327,855.		1,398,664.
10 a	Depreciable assets				
b	Less accumulated depreciation	( )		( )	
11	Land				
12	Other assets				
13	<b>Total assets</b>		1,401,506.		1,408,396.
<b>Liabilities and net worth</b>					
14	Accounts payable				
15	Contributions, gifts, or grants payable				
16	Bonds and notes payable				
17	Mortgages payable				
18	Other liabilities				
19	Capital stock or principle fund				
20	Paid-in or capital surplus. Attach reconciliation				
21	Retained earnings or income fund		1,401,506.		1,408,396.
22	<b>Total liabilities and net worth</b>		1,401,506.		1,408,396.

Schedule M-1 Reconciliation of income per books with income per return			
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$25,000			
1	Net income per books	6,890.	
2	Federal income tax		7
3	Excess of capital losses over capital gains		Income recorded on books this year not included in this return
4	Income not recorded on books this year		8
5	Expenses recorded on books this year not deducted in this return		Deductions in this return not charged against book income this year
6	<b>Total.</b> Add line 1 through line 5	6,890.	9
			Total. Add line 7 and line 8
			10
			Net income per return.
			Subtract line 9 from line 6
			6,890.

FORM 199 GROSS AMOUNT FROM SALE OF INVESTMENT PROPERTY STATEMENT 1

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
SEE ATTACHED STATEMENT A	VARIOUS	VARIOUS	PURCHASED	59,218.	0.	0.	79,964.
TOTAL ON FORM 199, PG 2, LINE 6				59,218.	0.	0.	79,964.

FORM 199 OTHER INCOME STATEMENT 2

DESCRIPTION	AMOUNT
FEDERAL TAX REFUND	9,401.
TOTAL TO FORM 199, PART II, LINE 7	9,401.



FORM 199                      COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES                      STATEMENT      4

NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
JOSEPH W. GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	PRESIDENT, CHAIRMAN 1.	0.
MICHELE A. GOODMAN 24340 N.W. DIERDORFF ROAD HILLSBORO, OR 97124	EXECUTIVE DIRECTOR 16.	0.
HON MAI GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	DIRECTOR 1.	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.	0.
MARIETTE T. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.	0.
ERIC A. WAN 24340 N.W. DIERDORFF ROAD HILLSBORO, OR 97124	DIRECTOR 1.	0.
TOTAL TO FORM 199, PART II, LINE 11		0.

FORM 199    OTHER EXPENSES    STATEMENT      5

DESCRIPTION	AMOUNT
ACCOUNTING FEES	3,285.
OTHER PROFESSIONAL FEES	8,210.
BANK FEES	34.
ADMINISTRATIVE EXPENSES	669.
FILING FEES	35.
TOTAL TO FORM 199, PART II, LINE 17	12,233.

FORM 199	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION		BEG. OF YEAR	END OF YEAR
OTHER INVESTMENTS		1,327,855.	1,398,664.
TOTAL TO FORM 199, SCHEDULE L, LINE 9		1,327,855.	1,398,664.

FORM 199	FUND BALANCES	STATEMENT	7
DESCRIPTION		BEG. OF YEAR	END OF YEAR
UNRESTRICTED ASSETS		1,401,506.	1,408,396.
TOTAL TO FORM 199, SCHEDULE L, LINE 21		1,401,506.	1,408,396.

# TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM RRF-1

FOR THE YEAR ENDING

December 31, 2005

<b>Prepared for</b>	Joseph W. Goodman J.W. & H.W. Goodman Family Foundation 570 University Terrace Los Altos, CA 94022
<b>Prepared by</b>	Burr, Pilger & Mayer LLP 3000 El Camino Real, Bldg 2, #250 Palo Alto, CA 94306
<b>Mail tax return to</b>	Registry of Charitable Trusts P.O. Box 903447 Sacramento, CA 94203-4470
<b>Return must be mailed on or before</b>	May 15, 2006
<b>Special Instructions</b>	<p>The return should be signed and dated by an authorized individual.</p> <p>Enclose a check for \$50 made payable to Attorney General's Registry of Charitable Trusts. Include "Form RRF-1," the report year and the organization's state charity registration number and/or organization number on the remittance.</p> <p>A copy of the federal return is also provided. In conjunction with Form RRF-1 this comprises the Annual Report to be filed with the California Attorney General's Registry of Charitable Trusts.</p>

MAIL TO:  
 Registry of Charitable Trusts  
 P.O. Box 903447  
 Sacramento, CA 94203-4470  
 Telephone: (916) 445-2021

WEB SITE ADDRESS:  
<http://ag.ca.gov/charities/>

## ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code  
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: <b>CT 116551</b>	<b>Check if:</b> <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report
<b>J.W. &amp; H.M. GOODMAN FAMILY CHARITABLE FOUNDATION</b> <small>Name of Organization</small>	Corporate or Organization No. <b>C2321197</b>
<b>570 UNIVERSITY TERRACE</b> <small>Address (Number and Street)</small>	Federal Employer I.D. No. <b>77-0559337</b>
<b>LOS ALTOS, CA 94022</b> <small>City or Town, State and ZIP Code</small>	

**ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)**  
 Make Check Payable to Attorney General's Registry of Charitable Trusts

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

**PART A - ACTIVITIES**

For your most recent full accounting period (beginning 01/01/2005 ending 12/31/2005) list:  
 Gross annual revenue \$ 101,123. Total assets \$ 1,686,837.

**PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT**

**Note:** If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, did non-program expenditures exceed 50% of gross revenues?		X
4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy.		X
5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes," provide an attachment listing the name, address, and telephone number of the service provider.		X
6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number.		X
7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes," provide an attachment indicating the number of raffles and the date(s) they occurred.		X
8. Does the organization conduct a vehicle donation program? If "yes," provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes.		X
9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period?		X

Organization's area code and telephone number           

Organization's e-mail address WWW.GOODMANFAMILYFOUNDATION.ORG

**I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.**

Signature of authorized officer _____	Printed Name _____	Title _____	Date _____
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A COPY OF THE FEDERAL RETURN  
WAS ATTACHED TO THE  
RRF-1 RETURN