

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

2007

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

For calendar year **2007**, 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 foundation J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION	A Employer identification number 77-0559337
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 570 UNIVERSITY TERRACE	B Telephone number -
	City or town, state, and ZIP code LOS ALTOS, CA 94022	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) **\$ 2,599,523.** (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)
Revenue	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	49.	49.		STATEMENT 1
	4 Dividends and interest from securities	208,896.	208,896.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	99,333.			
	b Gross sales price for all assets on line 6a	501,907.			
	7 Capital gain net income (from Part IV, line 2)		99,333.		
	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					
12 Total. Add lines 1 through 11	308,278.	308,278.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,600.	0.		0.
	c Other professional fees STMT 4	13,156.	13,156.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	250.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	18,006.	13,156.		0.
	25 Contributions, gifts, grants paid	88,500.			88,500.
26 Total expenses and disbursements. Add lines 24 and 25	106,506.	13,156.		88,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	201,772.				
b Net investment income (if negative, enter -0-)		295,122.			
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** (2007)

**J.W. & H.M. GOODMAN FAMILY CHARITABLE
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	43,519.	7,342.	7,342.	
	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 STMT 6	0.	164,930.	156,621.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 7	1,798,385.	1,871,404.	2,435,560.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶					
16	Total assets (to be completed by all filers)	1,841,904.	2,043,676.	2,599,523.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,841,904.	2,043,676.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances	1,841,904.	2,043,676.		
31	Total liabilities and net assets/fund balances	1,841,904.	2,043,676.			

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)	1,841,904.
2	Enter amount from Part I, line 27a	201,772.
3	Other increases not included in line 2 (itemize) ▶	0.
4	Add lines 1, 2, and 3	2,043,676.
5	Decreases not included in line 2 (itemize) ▶	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	2,043,676.

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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.)
1a SEE ATTACHMENT A	P	VARIOUS	VARIOUS
b SEE ATTACHMENT A	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 220,288.		207,943.	12,345.
b 281,619.		194,631.	86,988.
c			
d			
e			

(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))
a			12,345.
b			86,988.
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	99,333.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2006	77,595.	1,788,375.	.043389
2005	81,190.	1,620,289.	.050108
2004	76,823.	1,618,716.	.047459
2003	79,687.	1,606,869.	.049591
2002	57,500.	1,629,410.	.035289

2 Total of line 1, column (d)	2	.225836
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	.045167
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	2,609,098.
5 Multiply line 4 by line 3	5	117,845.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,951.
7 Add lines 5 and 6	7	120,796.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	88,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,902.
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	0.
3 Add lines 1 and 2	3	5,902.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,902.
6 Credits/Payments:		
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a	2,600.
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	2,600.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	136.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,438.
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 2008 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b 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 foundation in connection with the activities.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
2 Has the foundation 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
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 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
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	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
8b 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	X
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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> STMT 8	10	X

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Part VII-A Statements Regarding Activities (continued)

11a	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)			X
11b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?			N/A
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.GOODMANFAMILYFOUNDATION.ORG		X	
14	The books are in care of MICHELE A GOODMAN Telephone no. - Located at 1001 NW LOVEJOY STREET #1510, PORTLAND, OR ZIP+4 97209			
15	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		15	N/A

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
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2007?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____, _____, _____.		
b	Are there any years listed in 2a for which the foundation is 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.) N/A	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. ▶ _____, _____, _____.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 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 2007.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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? Yes No

If you answered "Yes" to 6b, also 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,625,700.
b	Average of monthly cash balances	1b	23,130.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,648,830.
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	2,648,830.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,732.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,609,098.
6	Minimum investment return. Enter 5% of line 5	6	130,455.

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	130,455.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	5,902.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,902.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	124,553.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	124,553.

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	88,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	88,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,500.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				124,553.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			77,518.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$ 88,500.				
a Applied to 2006, but not more than line 2a			77,518.	
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 2007 distributable amount				10,982.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				113,571.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see 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 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 of the person to whom applications should be addressed:

SEE STATEMENT 10

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><i>a Paid during the year</i></p> <p>SEE ATTACHMENT B</p>	NONE			88,500.
<p>Total</p>			▶ 3a	88,500.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>			▶ 3b	0.

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

SOURCE	AMOUNT
AMERITRADE	49.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	49.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE	208,896.	0.	208,896.
TOTAL TO FM 990-PF, PART I, LN 4	208,896.	0.	208,896.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,600.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,600.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	13,156.	13,156.		0.
TO FORM 990-PF, PG 1, LN 16C	13,156.	13,156.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	29.	0.		0.
ADMINISTRATIVE EXPENSES	221.	0.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	250.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - STOCK	164,930.	156,621.
TOTAL TO FORM 990-PF, PART II, LINE 10B	164,930.	156,621.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	1,871,404.	2,435,560.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,871,404.	2,435,560.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
JOSEPH W. GOODMAN	570 UNIVERSITY TERRACE, LOS ALTOS, CA 94022
HON MAI GOODMAN	570 UNIVERSITY TERRACE, LOS ALTOS, CA 94022

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

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 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	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 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MICHELE GOODMAN, JW & HM GOODMAN FAMILY CHARITABLE FOUNDATION
P.O. BOX 5756
PORTLAND, OR 97228

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE FOR APPLICATION INFORMATION - WWW.GOODMANFAMILYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR SUBMISSION DEADLINES - WWW.GOODMANFAMILYFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE ONLY TO THE SAN FRANCISCO BAY AREA IN CALIFORNIA AND THE PORTLAND AREA IN OREGON. GRANTS ARE MADE IN THE FOLLOWING AREAS OF INTEREST: ARTS & CULTURE, ENVIRONMENT, HEALTH & HUMAN SERVICES, AND EDUCATION.

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

FEIN # 77-0559337

Attachment A

Shares	Description	Date acquired	Date sold	Cost	Proceeds	Gain/loss	
2,966.762	Artisan Fds Inc - Mid Cap Value Fd	Various	1/18/2007	57,494.67	60,017.60	2,522.93	ST
112.802	Hotchkis & Wiley Fds - Large Cap Val Fd Cl I	Various	1/18/2007	2,823.28	2,877.81	54.53	ST
88.842	Hotchkis & Wiley Fds - Core Value Fund Cl I	12/28/2006	1/18/2007	1,289.10	1,293.09	3.99	ST
47.081	Vanguard/Primecap Fd Inc Com	12/20/2006	1/18/2007	3,270.72	3,272.93	2.21	ST
3,244.646	Primecap Odyssey Fds Gr Fd	11/2/2006	9/24/2007	44,272.00	49,982.01	5,710.01	ST
3,324.468	Primecap Odyssey Fds Stk Fd	11/2/2006	9/24/2007	44,596.25	49,982.01	5,385.76	ST
1,005.671	Hotchkis & Wiley Fds - Mid Cap Value Fd Cl I	Various	10/16/2007	32,191.16	27,880.30	(4,310.86)	ST
1,604.621	Primecap Odyssey Fds	11/2/2006	11/1/2007	22,005.95	24,982.01	2,976.06	ST
				207,943.13	220,287.76	12,344.63	Short term totals
2,149.037	Hotchkis & Wiley Fds - Large Cap Val Fd Cl I	Various	1/18/2007	41,962.01	54,826.33	12,864.32	LT
3,461.718	Hotchkis & Wiley Fds - Core Value Fund Cl I	Various	1/18/2007	42,441.57	50,385.07	7,943.50	LT
736.641	Vanguard/Primecap Fd Inc Com	Various	1/18/2007	38,741.06	51,209.11	12,468.05	LT
124.430	Artisan Fds Inc Intl Small Cap Fd	5/24/2004	6/8/2007	1,936.13	3,000.00	1,063.87	LT
274.223	Metro West Fds Strat Inc Fd Cl M	7/22/2004	7/24/2007	3,074.39	3,000.00	(74.39)	LT
105.861	Metro West Fds Strat Inc Fd Cl M Ws Adj	6/29/2007	7/24/2007	(28.72)		28.72	LT
722.282	Artisan Fds Inc Intl Small Cap Fd	5/24/2004	10/16/2007	11,238.71	20,000.00	8,761.29	LT
291.036	Artisan Fds Inc Intl Fd	10/10/2001	10/16/2007	5,048.04	10,000.00	4,951.96	LT
404.940	Dodge & Cox Fds Intl Stk Fd	5/24/2004	10/16/2007	9,677.50	19,982.01	10,304.51	LT
1,596.218	Hotchkis & Wiley Fds - Mid Cap Value Fd Cl I	Various	10/16/2007	26,627.03	44,252.09	17,625.06	LT
201.410	Dodge & Cox Fds Intl Stk Fd	5/24/2004	11/1/2007	4,813.41	9,982.01	5,168.60	LT
96.382	Dodge & Cox Stk Fd Comm	10/10/2001	11/1/2007	9,099.51	14,982.01	5,882.50	LT
				194,630.64	281,618.63	86,987.99	Long term totals
				402,573.77	501,906.39	99,332.62	Grand total

J.W. & H.M. Goodman Family Charitable Foundation
FEIN #77-0559337
Attachment B

Nonprofits::Nonprofit Name	Project Title	Nonprofits::EIN	Amount Funded	Nonprofits::Street Address 1	Nonprofits::Street Address 2	Nonprofits::City	Nonprofits::State	Nonprofits::Zip Code	Nonprofits::Phone Number
Artists Repertory Theatre	Phase II Capital Campaign	93-0828781	5,000	1516 SW Alder		Portland	OR	97205	503.241.9807
Bodyvox	Educational Outreach Program	93-1283107	2,500	1300 NW Northrup		Portland	OR	97209	503.229.0627
Boys & Girls Clubs of Portland Metropolitan Area	Operations Connect program in Hillsboro	93-0474800	5,000	P.O. Box 820127		Portland	OR	97282	503.232.0077
Building Futures with Women & Children/Cornerstones, Inc.	General Operating Support	94-3100741	5,000	1395 Bancroft Avenue		San Leandro	CA	94577	510.357.0205
Community Housing Partnership	General Operating Support - Capacity Building	94-3112338	2,500	280 Turk Street		San Francisco	CA	94102	415.929.2470
Community Warehouse	General Operating Support	93-1310582	3,000	2267 N. Interstate		Portland	OR	97227	503.235.8786
Compass Community Services	General Operating Support	94-1156622	2,000	995 Market Street, 5th Floor		San Francisco	CA	94103	415.644.0504
Design Response	Support for facility enhancement services	77-0318296	5,000	1922 The Alameda, Suite 205		San Jose	CA	95126	408.260.3220
DO JUMPI	Educational Programs	93-0682075	2,500	Echo Theatre	1515 SE 37th Avenue	Portland	OR	97214-5131	503.231.1232
Klamath Siskiyou Wildlands Center	Community Organizing Efforts	93-1246139	2,500	P.O. Box 102		Ashland	OR	97520	541.488.5789
Level Playing Field Institute	Summer Math & Science Honors Academy (SMASH)	91-2088635	5,000	543 Howard Street, 5th Floor		San Francisco	CA	94105	415.946.3030
Loaves & Fishes Centers	Martin Luther King Jr. Loaves & Fishes Center Kitchen Refurbishment Project	93-0584318	5,000	7710 SW 31st Avenue	P.O. Box 19477	Portland	OR	97280-0477	503.736.6325
North by Northeast Community Health Clinic	Expanded hours for health clinic services	72-1618287	5,000	4725 N. Williams Ave.		Portland	OR	97217	503.287.4932
Open Meadow	Capital Equipment (books, lab equipment)	93-0757378	5,000	7621 North Wabash Avenue		Portland	OR	97217	503.978.1935
Oregon Children's Theatre	General Operating Support	93-1029151	3,500	600 SW 10th Avenue, Suite 313		Portland	OR	97205-2724	503.228.9571
Store to Door	General Operating Support	94-3105555	5,000	2145 NW Overton Street		Portland	OR	97210	503.413.8223
The Wild Salmon Center	Oregon Salmon Stronghold Project	94-3166095	5,000	721 NW Ninth Avenue, Suite 300		Portland	OR	97209	503.222.1804
Willamette Riverkeeper	Oak Island River Discovery and Restoration Program	93-1212629	5,000	1515 SE Water Ave., #102		Portland	OR	97214	503.223.6418
Women's Initiative for Self Employment	"Survive and Thrive" domestic violence prevention program	94-3081525	5,000	1398 Valencia Street		San Francisco	CA	94110	510.287.3101
Girl's Inc of Alameda County	Eureka! Teen Achievement program	94-1558073	5,000	13666 East 14th Street		San Leandro	CA	94578	510.357.5515
Literary Arts	Writers in the Schools (WITS) program	93-0909494	5,000	224 NW 13th Avenue		Portland	OR	97209	503.227.2583
			<u>88,500</u>						

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM **990-PF**

2007

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

Employer identification number
77-0559337

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	5,902.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c Credit for Federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	5,902.
4 Enter the tax shown on the corporation's 2006 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	10,333.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	5,902.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/07	06/15/07	09/15/07	12/15/07
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	1,476.	1,475.	1,476.	1,475.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	2,600.			
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		1,124.		
13 Add lines 11 and 12	13		1,124.		
14 Add amounts on lines 16 and 17 of the preceding column	14		351.	1,827.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	2,600.	1,124.	0.	
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	351.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17		351.	1,476.	
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	1,124.			

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2007 and before 1/1/2008				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 12/31/2007 and before 4/1/2008				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{366}$	\$	\$	\$	\$
25 Number of days on line 20 after 3/31/2008 and before 7/1/2008				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{366}$	\$	\$	\$	\$
27 Number of days on line 20 after 6/30/2008 and before 10/1/2008	SEE ATTACHED WORKSHEET			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{366}$	\$	\$	\$	\$
29 Number of days on line 20 after 9/30/2008 and before 1/1/2009				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	\$	\$	\$	\$
31 Number of days on line 20 after 12/31/2008 and before 2/16/2009				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	\$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns				34 \$ 136.

* For underpayments paid after March 31, 2008: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 199

FOR THE YEAR ENDING

December 31, 2007

Prepared for	Joseph W. Goodman J.W. & H.W. Goodman Family Foundation 570 University Terrace Los Altos, CA 94022
Prepared by	Burr, Pilger & Mayer, LLP 3000 El Camino Real, Bldg 2, Ste 250 Palo Alto, CA 94306
Amount due or refund	Balance due of \$10
Make check payable to	Franchise Tax Board
Mail tax return and check (if applicable) to	Franchise Tax Board P.O. Box 942857 Sacramento, CA 94257-0701
Return must be mailed on or before	May 15, 2008
Special Instructions	<p>The return should be signed and dated by an authorized individual.</p> <p>Include the organization's California corporation/organization number and "2007 Form 199" on the remittance.</p>

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.

728951/12-14-07

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	1	00
	2	Interest	2	49.00
	3	Dividends	3	208,896.00
	4	Gross rents	4	00
	5	Gross royalties	5	00
	6	Gross amount received from sale of assets SEE STATEMENT 1	6	501,907.00
	7	Other income	7	00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	710,852.00
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid SEE STATEMENT 2	9	88,500.00
	10	Disbursements to or for members	10	00
	11	Compensation of officers, directors, and trustees SEE STATEMENT 3	11	0.00
	12	Other salaries and wages	12	00
	13	Interest	13	00
	14	Taxes	14	00
	15	Rents	15	00
	16	Depreciation and depletion	16	00
	17	Other SEE STATEMENT 4	17	18,006.00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	18	106,506.00

Schedule L Balance Sheets

Beginning of taxable year

End of taxable year

Assets	(a)	(b)	(c)	(d)
1 Cash		43,519.		7,342.
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 STMT 5				164,930.
8 Mortgage loans (number of loans)				
9 Other investments STMT 6		1,798,385.		1,871,404.
10 a Depreciable assets				
b Less accumulated depreciation	()		()	
11 Land				
12 Other assets				
13 Total assets		1,841,904.		2,043,676.
Liabilities and net worth				
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		1,841,904.		2,043,676.
22 Total liabilities and net worth		1,841,904.		2,043,676.

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	201,772.	7 Income recorded on books this year not included in this return	
2 Federal income tax		8 Deductions in this return not charged against book income this year	
3 Excess of capital losses over capital gains		9 Total. Add line 7 and line 8	
4 Income not recorded on books this year		10 Net income per return.	
5 Expenses recorded on books this year not deducted in this return		Subtract line 9 from line 6	201,772.
6 Total.	201,772.		

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 ATTACHMENT A	VARIOUS	VARIOUS	PURCHASED	207,943.	0.	0.	220,288.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
SEE ATTACHMENT A	VARIOUS	VARIOUS	PURCHASED	194,631.	0.	0.	281,619.

TOTAL ON FORM 199, PG 2, LINE 6 402,574. 0. 0. 501,907.

FORM 199 COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES STATEMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
JOSEPH W. GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	PRESIDENT, CHAIRMAN 1.00	0.
MICHELE A. GOODMAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	EXECUTIVE DIRECTOR 16.00	0.
HON MAI GOODMAN 570 UNIVERSITY TERRACE LOS ALTOS, CA 94022	DIRECTOR 1.00	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.00	0.
MARIETTE T. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	DIRECTOR 1.00	0.
ERIC A. WAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	DIRECTOR 1.00	0.
TOTAL TO FORM 199, PART II, LINE 11		0.

FORM 199 OTHER EXPENSES STATEMENT 4

DESCRIPTION	AMOUNT
ACCOUNTING FEES	4,600.
OTHER PROFESSIONAL FEES	13,156.
BANK FEES	29.
ADMINISTRATIVE EXPENSES	221.
TOTAL TO FORM 199, PART II, LINE 17	18,006.

FORM 199	INVESTMENTS IN STOCK	STATEMENT	5
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
INVESTMENTS - STOCK	0.	164,930.
TOTAL TO FORM 199, SCHEDULE L, LINE 7	0.	164,930.

FORM 199	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
OTHER INVESTMENTS	1,798,385.	1,871,404.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	1,798,385.	1,871,404.

FORM 199	FUND BALANCES	STATEMENT	7
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DESCRIPTION	BEG. OF YEAR	END OF YEAR
UNRESTRICTED ASSETS	1,841,904.	2,043,676.
TOTAL TO FORM 199, SCHEDULE L, LINE 21	1,841,904.	2,043,676.

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

FEIN # 77-0559337

Attachment A

Shares	Description	Date acquired	Date sold	Cost	Proceeds	Gain/loss	
2,966.762	Artisan Fds Inc - Mid Cap Value Fd	Various	1/18/2007	57,494.67	60,017.60	2,522.93	ST
112.802	Hotchkis & Wiley Fds - Large Cap Val Fd Cl I	Various	1/18/2007	2,823.28	2,877.81	54.53	ST
88.842	Hotchkis & Wiley Fds - Core Value Fund Cl I	12/28/2006	1/18/2007	1,289.10	1,293.09	3.99	ST
47.081	Vanguard/Primecap Fd Inc Com	12/20/2006	1/18/2007	3,270.72	3,272.93	2.21	ST
3,244.646	Primecap Odyssey Fds Gr Fd	11/2/2006	9/24/2007	44,272.00	49,982.01	5,710.01	ST
3,324.468	Primecap Odyssey Fds Stk Fd	11/2/2006	9/24/2007	44,596.25	49,982.01	5,385.76	ST
1,005.671	Hotchkis & Wiley Fds - Mid Cap Value Fd Cl I	Various	10/16/2007	32,191.16	27,880.30	(4,310.86)	ST
1,604.621	Primecap Odyssey Fds	11/2/2006	11/1/2007	22,005.95	24,982.01	2,976.06	ST
				207,943.13	220,287.76	12,344.63	Short term totals
2,149.037	Hotchkis & Wiley Fds - Large Cap Val Fd Cl I	Various	1/18/2007	41,962.01	54,826.33	12,864.32	LT
3,461.718	Hotchkis & Wiley Fds - Core Value Fund Cl I	Various	1/18/2007	42,441.57	50,385.07	7,943.50	LT
736.641	Vanguard/Primecap Fd Inc Com	Various	1/18/2007	38,741.06	51,209.11	12,468.05	LT
124.430	Artisan Fds Inc Intl Small Cap Fd	5/24/2004	6/8/2007	1,936.13	3,000.00	1,063.87	LT
274.223	Metro West Fds Strat Inc Fd Cl M	7/22/2004	7/24/2007	3,074.39	3,000.00	(74.39)	LT
105.861	Metro West Fds Strat Inc Fd Cl M Ws Adj	6/29/2007	7/24/2007	(28.72)		28.72	LT
722.282	Artisan Fds Inc Intl Small Cap Fd	5/24/2004	10/16/2007	11,238.71	20,000.00	8,761.29	LT
291.036	Artisan Fds Inc Intl Fd	10/10/2001	10/16/2007	5,048.04	10,000.00	4,951.96	LT
404.940	Dodge & Cox Fds Intl Stk Fd	5/24/2004	10/16/2007	9,677.50	19,982.01	10,304.51	LT
1,596.218	Hotchkis & Wiley Fds - Mid Cap Value Fd Cl I	Various	10/16/2007	26,627.03	44,252.09	17,625.06	LT
201.410	Dodge & Cox Fds Intl Stk Fd	5/24/2004	11/1/2007	4,813.41	9,982.01	5,168.60	LT
96.382	Dodge & Cox Stk Fd Comm	10/10/2001	11/1/2007	9,099.51	14,982.01	5,882.50	LT
				194,630.64	281,618.63	86,987.99	Long term totals
				402,573.77	501,906.39	99,332.62	Grand total

J.W. & H.M. Goodman Family Charitable Foundation
FEIN #77-0559337
Attachment B

Nonprofits::Nonprofit Name	Project Title	Nonprofits::EIN	Amount Funded	Nonprofits::Street Address 1	Nonprofits::Street Address 2	Nonprofits::City	Nonprofits::State	Nonprofits::Zip Code	Nonprofits::Phone Number
Artists Repertory Theatre	Phase II Capital Campaign	93-0828781	5,000	1516 SW Alder		Portland	OR	97205	503.241.9807
Bodyvox	Educational Outreach Program	93-1283107	2,500	1300 NW Northrup		Portland	OR	97209	503.229.0627
Boys & Girls Clubs of Portland Metropolitan Area	Operations Connect program in Hillsboro	93-0474800	5,000	P.O. Box 820127		Portland	OR	97282	503.232.0077
Building Futures with Women & Children/Cornerstones, Inc.	General Operating Support	94-3100741	5,000	1395 Bancroft Avenue		San Leandro	CA	94577	510.357.0205
Community Housing Partnership	General Operating Support - Capacity Building	94-3112338	2,500	280 Turk Street		San Francisco	CA	94102	415.929.2470
Community Warehouse	General Operating Support	93-1310582	3,000	2267 N. Interstate		Portland	OR	97227	503.235.8786
Compass Community Services	General Operating Support	94-1156622	2,000	995 Market Street, 5th Floor		San Francisco	CA	94103	415.644.0504
Design Response	Support for facility enhancement services	77-0318296	5,000	1922 The Alameda, Suite 205		San Jose	CA	95126	408.260.3220
DO JUMPI	Educational Programs	93-0682075	2,500	Echo Theatre	1515 SE 37th Avenue	Portland	OR	97214-5131	503.231.1232
Klamath Siskiyou Wildlands Center	Community Organizing Efforts	93-1246139	2,500	P.O. Box 102		Ashland	OR	97520	541.488.5789
Level Playing Field Institute	Summer Math & Science Honors Academy (SMASH)	91-2088635	5,000	543 Howard Street, 5th Floor		San Francisco	CA	94105	415.946.3030
Loaves & Fishes Centers	Martin Luther King Jr. Loaves & Fishes Center Kitchen Refurbishment Project	93-0584318	5,000	7710 SW 31st Avenue	P.O. Box 19477	Portland	OR	97280-0477	503.736.6325
North by Northeast Community Health Clinic	Expanded hours for health clinic services	72-1618287	5,000	4725 N. Williams Ave.		Portland	OR	97217	503.287.4932
Open Meadow	Capital Equipment (books, lab equipment)	93-0757378	5,000	7621 North Wabash Avenue		Portland	OR	97217	503.978.1935
Oregon Children's Theatre	General Operating Support	93-1029151	3,500	600 SW 10th Avenue, Suite 313		Portland	OR	97205-2724	503.228.9571
Store to Door	General Operating Support	94-3105555	5,000	2145 NW Overton Street		Portland	OR	97210	503.413.8223
The Wild Salmon Center	Oregon Salmon Stronghold Project	94-3166095	5,000	721 NW Ninth Avenue, Suite 300		Portland	OR	97209	503.222.1804
Willamette Riverkeeper	Oak Island River Discovery and Restoration Program		5,000	1515 SE Water Ave., #102		Portland	OR	97214	503.223.6418
Women's Initiative for Self Employment	"Survive and Thrive" domestic violence prevention program	94-3081525	5,000	1398 Valencia Street		San Francisco	CA	94110	510.287.3101
Girl's Inc of Alameda County	Eureka! Teen Achievement program	94-1558073	5,000	13666 East 14th Street		San Leandro	CA	94578	510.357.5515
Literary Arts	Writers in the Schools (WITS) program	93-0909494	5,000	224 NW 13th Avenue		Portland	OR	97209	503.227.2583
			<u>88,500</u>						

TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM RRF-1

FOR THE YEAR ENDING

December 31, 2007

Prepared for	Joseph W. Goodman J.W. & H.W. Goodman Family Foundation 570 University Terrace Los Altos, CA 94022
Prepared by	Burr, Pilger & Mayer, LLP 3000 El Camino Real, Bldg 2, Ste 250 Palo Alto, CA 94306
Mail tax return to	Registry of Charitable Trusts P.O. Box 903447 Sacramento, CA 94203-4470
Return must be mailed on or before	May 15, 2008
Special Instructions	<p>The return should be signed and dated by an authorized individual.</p> <p>Enclose a check for \$75 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: <u>CT 116551</u> J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION <small>Name of Organization</small> <u>570 UNIVERSITY TERRACE</u> <small>Address (Number and Street)</small> <u>LOS ALTOS, CA 94022</u> <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>C2321197</u> Federal Employer I.D. No. <u>77-0559337</u>
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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 01/01/2007 ending 12/31/2007) list:
 Gross annual revenue \$ 710,852. Total assets \$ 2,599,523.

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 _____

A COPY OF THE
FEDERAL RETURN
WAS ATTACHED TO THE
ORIGINAL RRF-1