

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

Department of the Treasury
Internal Revenue Service

Treated as a Private Foundation

2003

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

For calendar year 2003, or tax year beginning , 2003, and ending

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

Use the IRS label. Otherwise, please print or type. See Specific Instructions	Name of organization 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 (see page 9 of the instructions)
	City or town, state, and ZIP + 4 Los Altos, California 94022		C If exemption application is pending, click here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			2. Organizations meeting the 85% test <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$1,751,598.31		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	E Check if private foundation status was terminated under section 507(b)(1)(A) Check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions).)</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	\$44.70	\$44.70		
	4 Dividends and interest from securities	\$33,221.28	\$33,221.28		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	\$98,043.70			
	b Gross sales price for all assets on line 6a	\$440,380.48			
	7 Capital gain net income (from Part IV, line 2)		\$98,043.70		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less return allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		\$131,309.68	\$131,309.68		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)		\$16,398.00		
	17 Interest				
	18 Taxes (attach schedule) (see page 13 of the instructions)		\$35.00		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)		\$1,383.50		
	24 Total operating and administrative expenses. Add lines 13 through 23		\$17,816.50		
	25 Contributions, gifts, grants paid		\$81,000.00		\$81,000.00
26 Total expenses and disbursements. Add lines 24 and 25		\$98,816.50			
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		\$32,493.18			
b Net investment (if negative, enter -0-)			\$131,309.68		
c Adjusted net income (if negative, enter -0-)					

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash--non-interest bearing			
	2	Savings and temporary cash investments	\$14,783.79	\$114,505.57	\$114,505.57
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments--U.S. and state government obligations (attach schedule)			
	b	Investments--corporate stock (attach schedule)	\$464.52	\$348.22	\$333,904.00
	c	Investments--corporate bonds (attach schedule)			
	11	Investments--land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments--mortgage loans				
13	Investments--other (attach schedule)	\$1,264,576.79	\$1,197,464.49	\$1,303,188.74	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe				
16	Total assets (to be completed by all filers--see page 16 of the instructions. Also, see page 1, item 1)	\$1,279,825.10	\$1,312,318.28	\$1,751,598.31	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	\$1,279,825.10	\$1,312,318.28	
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations 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, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balance (see page 17 of the instructions)	\$1,279,825.10	\$1,312,318.28		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	\$1,279,852.10	\$1,312,318.28		

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)	\$1,279,825.10
2	Enter amount from Part I, line 27a	\$32,493.18
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	\$1,312,318.28
5	Decreases not included in item 2 (itemize)	
6	Total net assets or fund balances at end of year (line 4 minus line 5)--Part II, column (b), line 30	\$1,312,318.28

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, year)	(d) Date sold (mo., day, year)
1 a	See attached schedule			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (column (h) minus Column (k), but not less than -0-), or Losses (from column (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	\$98,043.70
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes", The organization does not qualify under section 4940(e). Do not complete this part.

Yes No

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2002	\$57,500.00	\$1,629,409.63	0.0353
2001	\$104,000.00	\$3,439,955.42	0.0302
2000		\$54,971.66	
1999			
1998			
2 Total of line 1, column (d)			2 0.0655
3 Average distribution ratio for the 5-year base period--divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.0328
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5			4 \$1,606,869.24
5 Multiply line 4 by line 3			5 \$52,642.49
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 \$1,313.10
7 Add lines 5 and 6			7 \$53,955.58
8 Enter qualifying distributions from Part XII, line 4			8 \$81,000.00

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 on page 17.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948--see page 17 of the instructions)

1 a	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 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	\$1,313.10
c	All other domestic organizations enter 2% of line 27 b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	\$1,313.10
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	\$1,313.10
6	Credits/Payments		
a	2003 estimated tax payments and 2002 overpayment credited to 2003	6a	\$14,416.35
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	\$14,416.35
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	\$13,103.25
11	Enter the amount of line 10 to be: Credited to 2004 estimated tax \$13,103.25 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		x
b		x
c		N/A
d		
e		
2		x
3		x
4 a		x
4 b		N/A
5		x
6	x	
7	x	
8 a		
8 b	x	
9		x
10		x
11 a		x
12		
13		

12 The books are in care of Joseph W. Goodman Telephone Number -
 Located at 570 University Terrace, Los Altos, CA ZIP + 4 94022

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**. Check here and enter the amount of tax-exempt interest received or accrued during the year **13**

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
1 a	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 credit 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 to 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 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	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 19 of the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c	Did the organization engage in a prior year in any of the acts described in 1a, other than the excepted acts, that were not corrected before the first day of the tax year beginning in 2003?		x
2	Taxes on failure to distribute income (section 4942) (does not apply for the first years the organization was a private operating foundation described in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003? If "Yes" list the years ▶ 20____, 20____, 20____, 19____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the organization 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 page 19 of the instructions.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 19____		
3 a	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	If "Yes", did it have excess business holdings in 2003 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 2003.</i>)		N/A
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		x
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 2003?		x
5 a	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 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	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 page 20 of the instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c	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? If "Yes", attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If you answered "Yes" to 6b, also file Form 8870.</i>		x

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(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 Attachemnt				

2 Compensation of five highest-paid employees (other than those included on line 1-- see page 22 of the instructions). 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

3 Five highest-paid independent contractors for professional services--(see page 20 of the instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	----- ----- -----	
2	----- ----- -----	
3	All other program-related investments. See page 22 of the instructions. ----- -----	
Total. Add lines 1 through 3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the 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	\$1,571,684.54
b	Average of monthly cash balances	1b	\$59,654.79
c	Fair market value of all other assets (see page 22 of the instructions)	1c	\$0.00
d	Total (add lines 1a, b, and c)	1d	\$1,631,339.33
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	\$1,631,339.33
4	Cash deemed held for charitable activities. Enter 1.5% of line 3 (for greater amount, see page 23 of the instructions)	4	\$24,470.09
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	\$1,606,869.24
6	Minimum investment return. Enter 5% of line 5	6	\$80,343.46

Part XI Distributable Amount (See page 23 of the 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	\$80,343.46
2 a	Tax on investment income for 2003 from Part VI, line 5	2a	\$1,313.10
b	Income tax for 2003. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	\$1,313.10
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	\$79,030.36
4 a	Recoveries of amounts treated as qualifying distributions	4a	
b	Income distributions from section 4947(a)(2) trusts	4b	
c	Add lines 4a and 4b	4c	
5	Add lines 3 and 4c	5	\$79,030.36
6	Deduction from distributable amount (see page 23 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	\$79,030.36

Part XII Qualifying Distributions (See page 23 of the 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	\$81,000.00
b	Program-related investments--total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	\$81,000.00
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 (see page 24 of the instructions)	5	\$1,313.10
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	\$79,686.90

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 page 24 of the instructions.)

		(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1	Distributable amount for 2003 from Part XI, line 7				\$79,030.36
2	Undistributed income, if any, at of the end of 2002				
a	Enter amount for 2002 only			\$79,133.18	
b	Total for prior years 20____, 20____, 19____				
3	Excess distributions carryover, if any, to 2003:				
a	From 1998				
b	From 1999				
c	From 2000				
d	From 2001				
e	From 2002				
f	Total of lines 3a through e				
4	Qualifying distributions for 2003 from Part XII, line 4: ▶ \$81,000.00				
a	Applied to 2002, but not more than line 2a			\$79,133.18	
b	Applied to undistributed income of prior years (Election required--see page 24 of the instructions)				
c	Treated as distributions out of corpus (Election required-- see page 24 of the instructions)				
d	Applied to 2003 distributable amount				\$1,866.82
e	Remaining amount to be distributed out of corpus				
5	Excess distributions carryover applied to 2003: <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount--see page 25 of the instructions				
e	Undistributed income for 2002. Subtract line 4a from line 2a. Taxable amount--see page 24 of the instructions				
f	Undistributed income for 2003. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2004				\$77,163.54
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8	Excess distributions carryover from 1998 not applied on line 5 or line 7 (see page 25 of the instructions)				
9	Excess distributions carryover to 2004 Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 1999				
b	Excess from 2000				
c	Excess from 2001				
d	Excess from 2002				
e	Excess from 2003				

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

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 2003, enter the date of the ruling ▶ _____

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

	Tax year	Prior 3 years			(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
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 all assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test--Enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test--enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year--see page 25 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).)

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

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the 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:

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>a <i>Paid during the year</i></p> <p>Miracle Theatre Co.</p> <p>Girl Source</p> <p>Larbin Street Youth Services</p> <p>Eastside College Preparatory School</p> <p>The Oakland Public Library Foundation</p> <p>Ethos Inc</p> <p>Literary Arts</p> <p>Bay Fund</p> <p>PATH</p> <p>Good Shepherd Center for Homeless Women</p> <p>Cannon Beach Arts Association</p> <p>Foothill De Anza Foundation</p> <p>Oregon Trout</p> <p>Asian Ast Museum</p> <p>Girl Source</p> <p>PSU Foundation</p>		<p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p> <p>501(c)(3)</p>	<p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p> <p>General</p>	<p>\$1,000.00</p> <p>\$5,000.00</p> <p>\$10,000.00</p> <p>\$10,000.00</p> <p>\$5,000.00</p> <p>\$10,000.00</p> <p>\$5,000.00</p> <p>\$10,000.00</p> <p>\$1,000.00</p> <p>\$1,000.00</p> <p>\$1,000.00</p> <p>\$1,000.00</p> <p>\$10,000.00</p> <p>\$2,500.00</p> <p>\$5,000.00</p> <p>\$3,500.00</p>
			3a	\$81,000.00
<p>b <i>Approved for future payment</i></p>				
Total			3b	

Schedule I-16c

<u>Date</u>	<u>Description of Professional Fees</u>	<u>Amount</u>
January 15, 2003	Harris myCFO Inc	1,750.00
January 31, 2003	James R. Martin Consulting	1,882.00
April 24, 2003	James R. Martin Consulting	1,786.00
July 15, 2003	James R. Martin Consulting	1,923.00
July 15, 2003	Harris myCFO Inc	3,500.00
September 5, 2003	Harris myCFO Inc	1,750.00
November 7, 2003	James R. Martin Consulting	2,057.00
December 8, 2003	myCFO Inc	1,750.00
Total		\$16,398.00

Schedule I-18

<u>Date</u>	<u>Description of Tax</u>	<u>Amount</u>
May 22, 2003	Franchise Tax Board	10.00
May 21, 2003	Department of Justice	25.00
Total		\$35.00

Schedule I-23

<u>Date</u>	<u>Description of Other Expense</u>	<u>Amount</u>
January 31, 2003	Analysis Service Charge	10.00
February 18, 2003	Michele Goodman - Post Office Box	216.00
March 26, 2003	Wire Fee	15.00
March 14, 2003	Analysis Service Charge	9.00
April 14, 2003	Analysis Service Charge	17.50
April 24, 2003	Association of Small Foundations Membership Fee	400.00
June 26, 2003	Wire Fee	15.00
June 13, 2003	Analysis Service Charge	2.00
June 27, 2003	Anytime Networks Inc	43.40
June 27, 2003	Michele Goodman - Foundation Expense	517.10
July 15, 2003	Analysis Service Charge	10.50
August 12, 2003	Wire Fee	15.00
August 14, 2003	Analysis Service Charge	2.00
September 15, 2003	Analysis Service Charge	10.50
October 20, 2003	Wire Fee	15.00
October 30, 2003	Wire Fee	15.00
October 15, 2003	Analysis Service Charge	2.00
November 17, 2003	Analysis Service Charge	22.50
December 3, 2003	Anytime Networks Inc	44.00
December 31, 2003	0	2.00
Total		\$1,383.50

Schedule II-10b

<u>Description of Corporate Stocks</u>	<u>End of Year Book Value</u>	<u>End of Year FMV</u>
Ciena	348.22	333,904.00
Totals	\$348.22	\$333,904.00

Schedule II-13

<u>Description of Other Investments</u>	<u>End of Year Book Value</u>	<u>End of Year FMV</u>
Artisan Mid-Cap	39,999.98	45,715.51
Artisan International Fund	71,298.82	77,080.71
Chesapeake Core Growth	94,672.53	106,911.59
Dodge & Cox Stock Fund	53,663.70	64,495.16
Hotchkis & Wiley Mid Cap Val	22,291.99	32,419.70
Meridian Fund	87,863.78	109,481.63
Metropolitn West Low Duratn	207,247.94	199,366.57
Metropolitn West Total Re	83,086.03	81,080.11
Nations Intl Value Primary	74,070.20	91,799.38
Pimco Low Duration Instl Fd	177,613.19	177,987.13
Pimco Total Return Instl	72,073.24	72,321.20
Royce Opportunity	31,965.47	45,488.85
Vanguard Horizon Capitl Opp	75,213.34	83,587.66
Vanguard Primcap Fund	106,404.28	115,453.54
Totals	\$1,197,464.49	\$1,303,188.74

Schedule IV

<u>(a) Asset</u>	<u>(b) How acquired</u>	<u>(c) Date acquired</u>	<u>(d) Date sold</u>	<u>(e) Sales price</u>	<u>(f) Depreciation</u>	<u>(g) Cost Basis</u>	<u>(h) Gain or (loss)</u>
Capital Gains Distributed	Purchase	Various	Various	5,533.15	0.00	0.00	5,533.15
TCW Galileo Value Oppty	Purchase	10/11/2001	1/13/2003	15,000.00	0.00	17,926.91	(2,926.91)
Royce Opportunity	Purchase	10/11/2001	2/4/2003	15,000.00	0.00	16,093.05	(1,093.05)
TCW Galileo Value Oppty	Purchase	10/11/2001	4/22/2003	6,374.58	0.00	7,073.09	(698.51)
TCW Galileo Value Oppty	Purchase	12/13/2001	4/22/2003	15,005.51	0.00	20,000.00	(4,994.49)
TCW Galileo Value Oppty	Purchase	12/14/2001	4/22/2003	341.55	0.00	440.32	(98.77)
Metropolitn West Low Duratn	Purchase	3/5/2002	6/2/2003	20,000.00	0.00	21,084.53	(1,084.53)
Pimco Low Duration Instl Fd	Purchase	7/17/2002	6/24/2003	30,000.00	0.00	29,478.58	521.42
Metropolitn West Low Duratn	Purchase	3/5/2002	6/26/2003	30,000.00	0.00	31,413.87	(1,413.87)
Harbor Fund Cap Appreciation	Purchase	10/11/2001	7/24/2003	44,367.29	0.00	50,000.00	(5,632.71)
Harbor Fund Cap Appreciation	Purchase	12/13/2001	7/24/2003	20,101.51	0.00	25,000.00	(4,898.49)
Harbor Fund Cap Appreciation	Purchase	1/2/2002	7/24/2003	85.69	0.00	107.95	(22.26)
Harbor Fund Cap Appreciation	Purchase	12/30/2002	7/24/2003	118.04	0.00	101.88	16.16
Ciena	Purchase	12/28/2000	9/9/2003	6,938.42	0.00	6.84	6,931.58
Ciena	Purchase	12/28/2000	9/9/2003	20,811.44	0.00	20.43	20,791.01
Ciena	Purchase	12/28/2000	9/9/2003	6,969.67	0.00	6.84	6,962.83
Ciena	Purchase	12/28/2000	9/9/2003	6,969.67	0.00	6.84	6,962.83
Ciena	Purchase	12/28/2000	9/9/2003	6,969.67	0.00	6.84	6,962.83
Ciena	Purchase	12/28/2000	9/9/2003	6,969.67	0.00	6.84	6,962.83
Ciena	Purchase	12/28/2000	9/9/2003	62,824.62	0.00	61.67	62,762.95
Pimco Total Return Instl	Purchase	7/17/2002	11/3/2003	60,000.00	0.00	59,427.28	572.72
Metropolitn West Total Re	Purchase	9/20/2001	11/5/2003	60,000.00	0.00	64,073.02	(4,073.02)

Joseph W. Goodman			
570 University Terrace , Los Altos, CA 94022 President, Director, ASRQ	\$0.00	\$0.00	\$0.00
Michele Ann Goodman			
24340 N.W. Dierdorff Rd., Hillsboro, OR 9711 Secretary, Treasurer, ASRQ	\$0.00	\$0.00	\$0.00
Hon Mai Goodman			
570 University Terrace , Los Altos, CA 94022 Director, ASRQ	\$0.00	\$0.00	\$0.00
Eric Wan			
24340 N.W. Dierdorff Rd., Hillsboro, OR 9711 Director, ASRQ	\$0.00	\$0.00	\$0.00
Alexander Sawchuk			
1349 Warner Avenue, Los Angeles, CA 90024 Director, ASRQ	\$0.00	\$0.00	\$0.00
Mariette Sawchuck			
1349 Warner Avenue, Los Angeles, CA 90024 Director, ASRQ	\$0.00	\$0.00	\$0.00

Schedule XV (continued)

<u>Name and address</u>	<u>Relationship</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Miracle Theatre Co.		501(c)(3)	General	\$1,000.00
Girl Source		501(c)(3)	General	\$5,000.00
Larbin Street Youth Services		501(c)(3)	General	\$10,000.00
Eastside College Preparatory School		501(c)(3)	General	\$10,000.00
The Oakland Public Library Foundation		501(c)(3)	General	\$5,000.00
Ethos Inc		501(c)(3)	General	\$10,000.00
Literary Arts		501(c)(3)	General	\$5,000.00
Bay Fund		501(c)(3)	General	\$10,000.00
PATH		501(c)(3)	General	\$1,000.00
Good Shepherd Center for Homeless Women		501(c)(3)	General	\$1,000.00
Cannon Beach Arts Association		501(c)(3)	General	\$1,000.00
Foothill De Anza Foundation		501(c)(3)	General	\$1,000.00
Oregon Trout		501(c)(3)	General	\$10,000.00
Asian Art Museum		501(c)(3)	General	\$2,500.00
Girl Source		501(c)(3)	General	\$5,000.00
PSU Foundation		501(c)(3)	General	\$3,500.00