TAX RETURN FILING INSTRUCTIONS
FORM 990-PF

FOR THE YEAR ENDING
December 31, 2020

Prepared For:

Michele A Goodman
J.W. & H.M. Goodman Family Foundation
620 San Hill Road No. 100G
Palo Alto, CA 94304

Prepared By:

BPM LLP
4200 Bohannon Drive, Suite 250
Menlo Park, CA 94025-1021

Amount Due or Refund:

Balance due of $8,387

Make Check Payable To:

Payments should be made using the Electronic Federal Tax Payment System (EFTPS).

Mail Tax Return and Check (if applicable) To:

Not applicable

Return Must be Mailed On or Before:

Not applicable

Special Instructions:

This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-EO to our office. We will transmit the return electronically to the IRS and no further action is required. Return Form 8879-EO to us by May 17, 2021

Please note that there is $229,569 of undistributed income for 2020 on Form 990-PF. The organization must distribute this amount by the end of its 2021 tax year to avoid the excise tax on undistributed income.

An additional copy of form 990-PF has been included, to be made available for public inspection upon request. Please note that all statements of donors' contributions are not subject to public inspection and have been removed, as appropriate.

Form 990-PF must be made available for public inspection for a period of three (3) years, beginning with the date the return is filed. The available document must be an exact copy of the return and schedules, as filed with the IRS, except that the names and the addresses of the contributors may be excluded.

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2020

Open to Public Inspection

For calendar year 2020 or tax year beginning _____ , **and ending** _____

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
620 SAN HILL ROAD | **100G**

B Telephone number
503-750-1814

City or town, state or province, country, and ZIP or foreign postal code
PALO ALTO, CA 94304

C If exemption application is pending, check here ▶ ....

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
▶$ **6,257,527.**

J Accounting method: [X] Cash   Accrual
Other (specify) _____
(Part I, column (d), must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,500,831.		N/A	
2	Check ▶ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
4	Dividends and interest from securities	217,922.	217,922.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	735,451.			
b	Gross sales price for all assets on line 6a 2,523,309.				
7	Capital gain net income (from Part IV, line 2)		735,451.		
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	3,454,213.	953,382.		
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	6,050.	1,210.		4,840.
c	Other professional fees STMT 4	32,249.	32,249.		0.
17	Interest				
18	Taxes STMT 5	5,918.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	134.	26.		108.
24	**Total operating and administrative expenses.** Add lines 13 through 23	44,351.	33,485.		4,948.
25	Contributions, gifts, grants paid	145,500.			145,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	189,851.	33,485.		150,448.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	3,264,362.			
b	**Net investment income** (if negative, enter -0-)		919,897.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

023501 12-02-20 **LHA For Paperwork Reduction Act Notice, see instructions.**

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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
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		12,148.	33,163.	33,163.
3	Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
4	Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 7		2,406,531.	5,649,878.	6,224,364.
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,418,679.	5,683,041.	6,257,527.
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.	
	Foundations that follow FASB ASC 958, check here ▶ ☒ **and complete lines 24, 25, 29, and 30.**				
24	Net assets without donor restrictions		2,418,679.	5,683,041.	
25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ **and complete lines 26 through 30.**				
26	Capital stock, trust principal, or current funds				
27	Paid-in or capital surplus, or land, bldg., and equipment fund				
28	Retained earnings, accumulated income, endowment, or other funds				
29	**Total net assets or fund balances**		2,418,679.	5,683,041.	
30	**Total liabilities and net assets/fund balances**		2,418,679.	5,683,041.	

Assets / Liabilities / Net Assets or Fund Balances

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 29 (must agree with end-of-year figure reported on prior year's return)	**1**	2,418,679.
2	Enter amount from Part I, line 27a	**2**	3,264,362.
3	Other increases not included in line 2 (itemize) ▶	**3**	0.
4	Add lines 1, 2, and 3	**4**	5,683,041.
5	Decreases not included in line 2 (itemize) ▶	**5**	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	**6**	5,683,041.

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Part IV Capital Gains and Losses for Tax on Investment Income

SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, 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			
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	2,523,309.		1,787,858.	735,451.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV 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				
b				
c				
d				
e				735,451.

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	735,451.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE.

1 Reserved

(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
Reserved			
Reserved			
Reserved			
Reserved			
Reserved			

2	Reserved	2	
3	Reserved	3	
4	Reserved	4	
5	Reserved	5	
6	Reserved	6	
7	Reserved	7	
8	Reserved	8	

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ **(attach copy of letter if necessary-see instructions)**

b Reserved .... | **1** | 12,787.

c All other domestic foundations enter 1.39% 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** | 12,787.

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** | 12,787.

6 Credits/Payments:

a 2020 estimated tax payments and 2019 overpayment credited to 2020 .... | **6a** | 4,400.

b Exempt foreign organizations - tax withheld at source .... | **6b** | 0.

c Tax paid with application for extension of time to file (Form 8868) .... | **6c** | 0.

d Backup withholding erroneously withheld .... | **6d** | 0.

7 Total credits and payments. Add lines 6a through 6d .... | **7** | 4,400.

8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached .... | **8** | 0.

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** .... ▶ | **9** | 8,387.

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 2021 estimated tax** ▶ _____ | **Refunded** ▶ | **11** |

Part VII-A	Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	**1b**		X
If the answer is "Yes," to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	**1c**		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation. ▶ $ _____ 0. **(2)** On foundation managers. ▶ $ _____ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	**2**		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	**3**	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? .... N/A	**4b**		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	**5**		X
If "Yes," attach the statement required by *General Instruction T.*			
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? If "Yes," complete Part II, col. (c), and Part XV	**7**	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ _____ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	**8b**	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 2020 or the tax year beginning in 2020? See the instructions for Part XIV. If "Yes," complete Part XIV	**9**		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ....STMT 8	**10**	X	

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

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

Website address ▶ WWW.GOODMANFAMILYFOUNDATION.ORG

14 The books are in care of ▶ MICHELE A GOODMAN   Telephone no. ▶ 503-750-1814

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 .... ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year .... ▶ **15** | N/A

			Yes	**No**
16	At any time during calendar year 2020, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	**16**		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions N/A	**1b**		
	Organizations relying on a current notice regarding disaster assistance, check here .... ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2020?	**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 2020, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2020? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2020 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2020.) 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 2020?	**4b**		X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions N/A	**5b**		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and 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

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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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 .... ▶	0.

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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	5,245,217.
b	Average of monthly cash balances	1b	58,720.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,303,937.
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	5,303,937.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,559.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,224,378.
6	**Minimum investment return**. Enter 5% of line 5	6	261,219.

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	261,219.
2a	Tax on investment income for 2020 from Part VI, line 5 2a 12,787.		
b	Income tax for 2020. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	12,787.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	248,432.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	248,432.
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	248,432.

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	150,448.
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	150,448.
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	150,448.

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.

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J.W. & H.M. GOODMAN FAMILY CHARITABLE
FOUNDATION   77-0559337   Page **9**

Part XIII | Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				248,432.
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only			131,585.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2020:				
a From 2015				
b From 2016				
c From 2017				
d From 2018				
e From 2019				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2020 from Part XII, line 4: ▶ $ 150,448.				
a Applied to 2019, but not more than line 2a			131,585.	
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 2020 distributable amount				18,863.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2020 (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 2019. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2020. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2021				229,569.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2015 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2016				
b Excess from 2017				
c Excess from 2018				
d Excess from 2019				
e Excess from 2020				

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Form **990-PF** (2020)

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 2020, 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		
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	**(a)** 2020	**(b)** 2019	**(c)** 2018	**(d)** 2017	**(e)** Total
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 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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)				
a *Paid during the year*				
AGE+ 15900 SE 82ND DRIVE CLACKAMAS, OR 97015		EXEMPT	FOR WORK ON A NEW WHITE PAPER EDUCATIONAL SERIES FOCUSED ON OLDER ADULTS IN OREGON	5,000.
AIDS LEGAL REFERRAL PANEL (ALRP) 1663 MISSION STREET, SUITE 500 SAN FRANCISCO, CA 94103		EXEMPT	SUPPORT FOR TWO LAW CLERKS	8,000.
AUDUBON CALIFORNIA/RICHARDSON BAY AUDUBON CENTER & SANCTUARY 220 MONTGOMERY STREET, SUITE 1100 SAN FRANCISCO, CA 94114		EXEMPT	TO ADVANCE CREATION OF LIVING SHORELINES THROUGH COMMUNITY ENGAGEMENT, YOUTH EDUCATION AND HANDS-ON	7,500.
CLACKAMAS WOMEN'S SERVICES 256 WARNER MILNE ROAD OREGON CITY, OR 97045		EXEMPT	GENERAL OPERATING SUPPORT FOR ABUSE LATER IN LIFE PROGRAM	5,000.
CURRY SENIOR CENTER 333 TURK STREET SAN FRANCISCO, CA 94102		EXEMPT	GENERAL OPERATING SUPPORT	6,000.
Total .... SEE CONTINUATION SHEET(S) .... ▶ 3a				145,500.
b *Approved for future payment*				
NONE				
Total .... ▶ 3b				0.

023611 12-02-20   ** SEE PURPOSE OF GRANT CONTINUATIONS

J.W. & H.M. GOODMAN FAMILY CHARITABLE
FOUNDATION   77-0559337   Page **12**

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	217,922.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	735,451.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		953,382.	0.
13 Total. Add line 12, columns (b), (d), and (e)				**13**	953,382.

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

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

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

Form **990-PF** (2020)

J.W. & H.M. GOODMAN FAMILY CHARITABLE
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Part XVII	Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash	1a(1)		X
(2)	Other assets	1a(2)		X
b	Other transactions:			
(1)	Sales of assets to a noncharitable exempt organization	1b(1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3)	Rental of facilities, equipment, or other assets	1b(3)		X
(4)	Reimbursement arrangements	1b(4)		X
(5)	Loans or loan guarantees	1b(5)		X
(6)	Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶		▶ PRESIDENT	May the IRS discuss this return with the preparer shown below? See instr.
Signature of officer or trustee	Date	Title	☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	CAROLYN R. AMSTER	CAROLYN R. AMSTER	05/03/21		P00189994
	Firm's name ▶ BPM LLP			Firm's EIN ▶ 81-4234542	
	Firm's address ▶ 4200 BOHANNON DRIVE, SUITE 250 MENLO PARK, CA 94025-1021			Phone no. 650-855-6800	

023622 12-02-20

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	AMERITRADE #8969 (PUBLICLY TRADED SECURITIES)	P		
b	AMERITRADE #8969 (PUBLICLY TRADED SECURITIES)	P		
c	AMERITRADE #2449 (PUBLICLY TRADED SECURITIES)	P		
d	AMERITRADE #2449 (PUBLICLY TRADED SECURITIES)	P		
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	800,385.		808,691.	-8,306.
b	1,587,844.		858,561.	729,283.
c	11,545.		11,659.	-114.
d	123,535.		108,947.	14,588.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col. (i) over col. (j), if any	
a				-8,306.
b				729,283.
c				-114.
d				14,588.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	735,451.
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 XV	Supplementary Information

3   Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ECOTRUST 721 NW NINTH AVENUE PORTLAND, OR 97209		EXEMPT	TO EXPAND CLIMATE-SMART FORESTRY IN INDIAN COUNTRY	7,500.
ENVIRONMENTAL ACTION COMMITTEE OF WEST MARIN P.O. BOX 609Ø POINT REYES STATION, CA 94956		EXEMPT	TO SUPPORT TWO ENVIRONMENTAL POLICY INTERNSHIPS	5,000.
ETHOS, INC. 2 N. KILLINGSWORTH STREET PORTLAND, OR 97217		EXEMPT	GENERAL OPERATING SUPPORT FOR SUMMER 2020	3,500.
FRIENDS OF THE URBAN FOREST 1007 GENERAL KENNEDY AVE SAN FRANCISCO, CA 94129		EXEMPT	TO PLANT URBAN TREES AND FOR SIDEWALK RAIN GARDEN PROJECTS	4,500.
HOLLYWOOD SENIOR CENTER 1820 NE 40TH AVENUE PORTLAND, OR 97212		EXEMPT	FUNDING FOR SENIOR CASE MANAGEMENT PROGRAM/GOS	5,000.
IMPACT NW PO BOX 33530 PORTLAND, OR 97292-3530		EXEMPT	FUNDING FOR SENIOR SERVICES/GOS	6,000.
LUTHER BURBANK MEMORIAL FOUNDATION 50 MARK WEST SPRINGS ROAD SANTA ROSA, CA 95403		EXEMPT	FUNDING FOR FREE MARIACHI MUSIC LESSONS	8,000.
METROPOLITAN YOUTH SYMPHONY 4800 SW MACADAM AVENUE, SUITE 105 PORTLAND, OR 97239		EXEMPT	TO SUPPORT TUITION-FREE BEGINNING STRINGS CLASSES, TUITION ASSISTANCE PROGRAM, AND SMALL	10,000.
NORTHWEST PILOT PROJECT 1430 SW BROADWAY, SUITE 200 PORTLAND, OR 97201		EXEMPT	BEHAVIORAL HEALTH HOUSING NAVIGATOR PROJECT - CASE MANAGER/GOS	6,000.
OREGON COAST YOUTH SYMPHONY FESTIVAL ASSOCIATION PO BOX 2405 NEWPORT, OR 97365		EXEMPT	FUNDING TO SUPPORT TWO INSTRUCTORS	5,000.
Total from continuation sheets				114,000.

Part XV	Supplementary Information

3   Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PSU FOUNDATION/OREGON MESA PO BOX 751 PORTLAND, OR 97207		EXEMPT	FOR AN ALUMNI & RETENTION INTERN	7,000.
SAVE THE BAY 1330 BROADWAY, SUITE 1800 OAKLAND, CA 94612		EXEMPT	SF BAY RESTORATION FOR CLIMATE RESILIENCE	7,500.
SHANTI PROJECT 3170 23RD STREET SAN FRANCISCO, CA 94110		EXEMPT	FOR PET FOOD AND VETERINARY SERVICES	10,000.
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION 201 EDDY STREET SAN FRANCISCO, CA 94102		EXEMPT	SUPPORTING HOUSING AND ONE-ON-ONE SUPPORT FOR SENIORS/GOS	6,000.
THE MR. HOLLAND'S OPUS FOUNDATION 4370 TUJUNGA AVENUE, SUITE 330 STUDIO CITY, CA 92604		EXEMPT	TO PURCHASE INSTRUMENTS FOR MUSIC EDUCATION CLASSES IN SF TITLE 1 SCHOOLS	8,000.
WILD SALMON CENTER 721 NW NINTH AVENUE, SUITE 300 PORTLAND, OR 97209		EXEMPT	TO ESTABLISH ELLIOTT STATE FOREST AS A RESEARCH FOREST AND PERMANENTLY PROTECT 40K ACRES AS A RESERVE	7,500.
WILLAMETTE UNIVERSITY 900 STATE STREET SALEM, OR 97301		EXEMPT	GIRLS STEAM INSTITUTE INTERNSHIP SUPPORT	7,500.
Total from continuation sheets				

023631
04-01-20

Part XV	Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AUDUBON CALIFORNIA/RICHARDSON BAY AUDUBON CENTER &

SANCTUARY

TO ADVANCE CREATION OF LIVING SHORELINES THROUGH COMMUNITY ENGAGEMENT,

YOUTH EDUCATION AND HANDS-ON RESTORATION WORK

NAME OF RECIPIENT - METROPOLITAN YOUTH SYMPHONY

TO SUPPORT TUITION-FREE BEGINNING STRINGS CLASSES, TUITION ASSISTANCE

PROGRAM, AND SMALL GROUP COACHING

NAME OF RECIPIENT - WILD SALMON CENTER

TO ESTABLISH ELLIOTT STATE FOREST AS A RESEARCH FOREST AND PERMANENTLY

PROTECT 40K ACRES AS A RESERVE FOR SPECIES AND CARBON SINK

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

OMB No. 1545-0047

2020

Name of the organization	Employer identification number
J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION	77-0559337

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year .... ▶ $ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2020)**

023451 11-25-20

Name of organization

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

Employer identification number

77-0559337

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOE & HONMAI GOODMAN 620 SAND HILL ROAD #100G PALO ALTO, CA 94304	$ 2,500,831.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

023452 11-25-20

Name of organization	Employer identification number
J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION	77-0559337

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PUBLICLY TRADED SECURITIES	$ 422,675.	01/15/20

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PUBLICLY TRADED SECURITIES	$ 848,156.	01/13/20

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

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

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

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

Name of organization	Employer identification number
J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION	77-0559337

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE	9.	9.	
TOTAL TO PART I, LINE 3	9.	9.	

FORM 990-PF   DIVIDENDS AND INTEREST FROM SECURITIES   STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE	217,922.	0.	217,922.	217,922.	
TO PART I, LINE 4	217,922.	0.	217,922.	217,922.	

FORM 990-PF   ACCOUNTING FEES   STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,050.	1,210.		4,840.
TO FORM 990-PF, PG 1, LN 16B	6,050.	1,210.		4,840.

FORM 990-PF   OTHER PROFESSIONAL FEES   STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	30,499.	30,499.		0.
	1,750.	1,750.		0.
TO FORM 990-PF, PG 1, LN 16C	32,249.	32,249.		0.

FORM 990-PF   TAXES   STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	5,918.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,918.	0.		0.

FORM 990-PF   OTHER EXPENSES   STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	26.	26.		0.
FRANCHISE TAX BOARD	10.	0.		10.
OTHER EXPENSES	48.	0.		48.
DEPARTMENT OF JUSTICE	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	134.	26.		108.

FORM 990-PF   OTHER INVESTMENTS   STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	5,649,878.	6,224,364.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,649,878.	6,224,364.

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

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NAME OF CONTRIBUTOR   ADDRESS
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JOSEPH W. GOODMAN   620 SAND HILL ROAD #100G
                                       PALO ALTO, CA 94304

HON MAI GOODMAN   620 SAND HILL ROAD #100G
                                       PALO ALTO, CA 94304

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FORM 990-PF        PART VIII - LIST OF OFFICERS, DIRECTORS        STATEMENT 9
                      TRUSTEES AND FOUNDATION MANAGERS
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH W. GOODMAN 620 SAND HILL ROAD #100G PALO ALTO, CA 94304	PRESIDENT, BOARD CHAIR 1.00	0.	0.	0.
MICHELE A. GOODMAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	SECRETARY, CFO 16.00	0.	0.	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	BOARD MEMBER 1.00	0.	0.	0.
MARIETTE T. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	BOARD MEMBER 1.00	0.	0.	0.
ERIC A. WAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	BOARD MEMBER 1.00	0.	0.	0.
HON MAI GOODMAN 620 SAND HILL ROAD #100G PALO ALTO, CA 94304	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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FORM 990-PF        GRANT APPLICATION SUBMISSION INFORMATION      STATEMENT 10
                      PART XV, LINES 2A THROUGH 2D
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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED
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MICHELE GOODMAN, JW & HM GOODMAN FAMILY CHARITABLE FOUNDATION
1001 NW LOVEJOY STREET UNIT 1510
PORTLAND, OR 97209

TELEPHONE NUMBER
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  503-750-1814

FORM AND CONTENT OF APPLICATIONS
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SEE WEBSITE FOR APPLICATION INFORMATION - WWW.GOODMANFAMILYFOUNDATION.ORG

ANY SUBMISSION DEADLINES
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SEE WEBSITE FOR SUBMISSION DEADLINES - WWW.GOODMANFAMILYFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS
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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.