

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

2023

Department of the Treasury Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2023 or tax year beginning , 2023, and ending ,20

J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION 620 SAND HILL ROAD 100G PALO ALTO, CA 94304

A Employer identification number 77-0559337
B Telephone number (see instructions) 503-750-1814
C If exemption application is pending, check here
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation.
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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, column (c), line 16) \$ 7,970,923.
J Accounting method: Cash, Accrual, Other (specify)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with a total of 393,622 and net investment income of 200,821.

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	139,951.	177,566.	177,565.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	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) STATEMENT 5	8,230,552.	8,003,352.	7,793,358.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 6)	9,746.	6,530.		
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I).	8,380,249.	8,187,448.	7,970,923.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30 <input checked="" type="checkbox"/>			
	24 Net assets without donor restrictions	8,380,249.	8,187,448.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30 <input type="checkbox"/>			
	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 (see instructions)	8,380,249.	8,187,448.		
30 Total liabilities and net assets/fund balances (see instructions)	8,380,249.	8,187,448.		

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	8,380,249.
2	Enter amount from Part I, line 27a	2	-192,801.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	8,187,448.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 29	6	8,187,448.

Part IV Capital Gains and Losses for Tax on Investment Income

(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	SEE STATEMENT 7				
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 (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss)	<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7		2	36,248.
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	27,697.

Part V 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	<input type="checkbox"/>	and enter "N/A" on line 1.		
	Date of ruling or determination letter: _____	(attach copy of letter if necessary — see instructions)			
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)			1	2,791.
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	2,791.
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	2,791.
6	Credits/Payments:				
a	2023 estimated tax pymts and 2022 overpayment credited to 2023	6a	2,915.		
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	2,915.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10	124.
11	Enter the amount of line 10 to be: Credited to 2024 estimated tax	124.	Refunded	11	0.

BAA

Part VI-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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
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?	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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>CA</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation.	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 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X
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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ... Website address: <u>WWW.GOODMANFAMILYFOUNDATION.ORG</u>	X	
14 The books are in care of <u>MICHELE A. GOODMAN</u> Telephone no. <u>503-750-1814</u> Located at <u>333 COAST BLVD #17 LA JOLLA CA</u> ZIP + 4 <u>92037</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here. N/A. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. 15 <u>N/A</u>		
16 At any time during calendar year 2023, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

BAA

Part VI-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?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(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)?	1a(5)	X
(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.)	1a(6)	X
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
c Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>
d 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 2023?	1d	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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years	2a	X
20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
20 __ , 20 __ , 20 __ , 20 __		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2023 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 2023.)	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 2023?	4b	X

BAA

Form 990-PF (2023)

Part VI-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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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	
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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? 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?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
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?		X

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See 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 STATEMENT 8		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(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				

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

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

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

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

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

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

BAA

Part IX **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	7,793,358.
b	Average of monthly cash balances.....	1b	158,757.
c	Fair market value of all other assets (see instructions).....	1c	
d	Total (add lines 1a, b, and c).....	1d	7,952,115.
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	7,952,115.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).....	4	119,282.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.....	5	7,832,833.
6	Minimum investment return. Enter 5% (0.05) of line 5.....	6	391,642.

Part X **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 IX, line 6.....	1	391,642.
2a	Tax on investment income for 2022 from Part V, line 5.....	2a	2,791.
b	Income tax for 2022. (This does not include the tax from Part V.).....	2b	
c	Add lines 2a and 2b.....	2c	2,791.
3	Distributable amount before adjustments. Subtract line 2c from line 1.....	3	388,851.
4	Recoveries of amounts treated as qualifying distributions.....	4	
5	Add lines 3 and 4.....	5	388,851.
6	Deduction from distributable amount (see instructions).....	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1.....	7	388,851.

Part XI **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	393,622.
b	Program-related investments – total from Part VIII-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 XII, line 4.....	4	393,622.

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				388,851.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only.....			385,010.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019				
c From 2020				
d From 2021				
e From 2022				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ <u>393,622.</u>				
a Applied to 2022, but not more than line 2a ..			385,010.	
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 2023 distributable amount.....				8,612.
e Remaining amount distributed out of corpus.....	0.			
5 Excess distributions carryover applied to 2023 (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 2022. Subtract line 4a from line 2a. Taxable amount – see instructions.....			0.	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024.....				380,239.
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 2018 not applied on line 5 or line 7 (see instructions).....	0.			
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a.....	0.			
10 Analysis of line 9:				
a Excess from 2019.....				
b Excess from 2020.....				
c Excess from 2021.....				
d Excess from 2022.....				
e Excess from 2023.....				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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) 2023	(b) 2022	(c) 2021	(d) 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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. See instructions.

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

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XIV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 10				
Total				3a 388,080.
b <i>Approved for future payment</i>				
Total				3b

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities			14	216,558.	
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	8,602.	27,646.
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)				225,160.	27,646.
13 Total. Add line 12, columns (b), (d), and (e)			13		252,806.

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

Part XV-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 XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

Part XVI 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		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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			

2 a 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.

Signature of officer or trustee: _____ Date: _____ Title: **PRESIDENT**

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Paid Preparer Use Only

Print/Type preparer's name: **DAN K. DEAVER** Preparer's signature: **DAN K. DEAVER** Date: _____ Check if self-employed PTIN: **P00035597**

Firm's name: **COMYNS, SMITH, MCCLEARY & DEAVER, LLP** Firm's EIN: **68-0307221**

Firm's address: **1777 BOTELHO DRIVE SUITE 350 WALNUT CREEK, CA 94596** Phone no.: **(925) 299-1040**

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

77-0559337

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES.....	\$ 6,075.	\$ 608.		\$ 5,467.
TOTAL	<u>\$ 6,075.</u>	<u>\$ 608.</u>		<u>\$ 5,467.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES.....	\$ 39,795.	\$ 39,795.		
TOTAL	<u>\$ 39,795.</u>	<u>\$ 39,795.</u>		<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID.....	\$ 8,152.	\$ 8,152.		
TOTAL	<u>\$ 8,152.</u>	<u>\$ 8,152.</u>		<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILLING FEES.....	\$ 75.			\$ 75.
TOTAL	<u>\$ 75.</u>	<u>\$ 0.</u>		<u>\$ 75.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
OTHER INVESTMENTS	COST	\$ 8,003,352.	\$ 7,793,358.
	TOTAL	<u>\$ 8,003,352.</u>	<u>\$ 7,793,358.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE.....	\$ 6,530.	
TOTAL	<u>\$ 6,530.</u>	<u>\$ 0.</u>

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MORGAN STANLEY 979-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
2	MORGAN STANLEY 979-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
3	MORGAN STANLEY 979-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
4	MORGAN STANLEY 980-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
5	MORGAN STANLEY 980-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
6	MORGAN STANLEY 980-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
7	MORGAN STANLEY 978-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
8	MORGAN STANLEY 978-DETAILS ATTACHED	PURCHASED	VARIOUS	VARIOUS
9	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1105650.		1099893.	5,757.			\$ 5,757.	
2	248,694.		244,152.	4,542.			4,542.	
3	253.		0.	253.			253.	
4	46,749.		46,180.	569.			569.	
5	22,457.		21,624.	833.			833.	
6	849.		771.	78.			78.	
7	877,762.		865,284.	12,478.			12,478.	
8	177,658.		168,765.	8,893.			8,893.	
9							2,845.	
							TOTAL \$ 36,248.	

STATEMENT 8
FORM 990-PF, PART VII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOSEPH W. GOODMAN 620 SAND HILL RD UNIT 100G PALO ALTO, CA 94304	CHAIRMAN 0	\$ 0.	\$ 0.	\$ 0.
MICHELE A. GOODMAN 333 COAST BLVD #17 LA JOLLA, CA 92037	PRESIDENT & CEO 15.00	0.	0.	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVE LOS ANGELES, CA 90024	BOARD MEMBER 0	0.	0.	0.
MARIETTE T. SAWCHUK 1349 WARNER AVE LOS ANGELES, CA 90024	BOARD MEMBER 0	0.	0.	0.
ERIC A. WAN 333 COAST BLVD #17 LA JOLLA, CA 92037	TREASURER & SEC 0	0.	0.	0.
HON MAI GOODMAN 620 SAND HILL RD #100G PALO ALTO, CA 94304	BOARD MEMBER 0	0.	0.	0.
SUSAN KENNEY 9021 SW WEST HAVEN DR PORTLAND, OR 97225	BOARD MEMBER 0	0.	0.	0.
PAMELA HAYS 15262 NW CASEY DR PORTLAND, OR 97229	BOARD MEMBER 0	0.	0.	0.
TOTAL		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 9
FORM 990-PF, PART XIV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: JW & HM GOODMAN FAMILY CHARITABLE
 NAME: FOUNDATION
 CARE OF: MICHELE GOODMAN
 STREET ADDRESS: 333 COAST BLVD #17
 CITY, STATE, ZIP CODE: LA JOLLA, CA 92037
 TELEPHONE: 530-750-1814
 E-MAIL ADDRESS:
 FORM AND CONTENT: SEE WEBSITE FOR APPLICATION INFORMATION -
 WWW.GOODMANFAMILYFOUNDATION.ORG
 SUBMISSION DEADLINES: SEE WEBSITE FOR SUBMISSION DEADLINES
 RESTRICTIONS 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:

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XIV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

ARTS & CULTURE, ENVIRONMENT, HEALTH & HUMAN SERVICES, AND
 EDUCATION.

STATEMENT 10
FORM 990-PF, PART XIV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
LAN SU CHINESE GARDEN 220 NW 2ND AVENUE, SUITE 1050 PORTLAND OR 97209	NONE	EOF	GENERAL OPERATING SUPPORT	\$ 20,000.
AIDS LEGAL REFERRAL PANEL (ALRP) 1663 MISSION STREET, SUITE 500 SAN FRANCISCO CA 94103	NONE	EOF	TWO LAW CLERK INTERNSHIPS	20,000.
POINT REYES BIRD OBSERVATORY 3820 CYPRESS DRIVE #11 PETALUMA CA 94954	NONE	EOF	SUPPORT TWO GRADUATE STUDENT INTERNS	15,000.
UPWARD SCHOLARS 855 JEFFERSON AVENUE, BOX 506 REDWOOD CITY CA 94064	NONE	EOF	FUND AN INTERN	12,000.
NORTH COAST LAND CONSERVANCY PO BOX 67 SEASIDE OR 97138	NONE	EOF	DISCRETIONARY GRANT	1,000.
PEPPERWOOD FOUNDATION 2130 PEPPERWOOD PRESERVE ROAD SANTA ROSA CA 95404	NONE	EOF	GENERAL OPERATING SUPPORT	20,000.
COMMUNITY FOR POSITIVE AGING 1820 NE 40TH AVENUE PORTLAND OR 97212	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.
CURRY SENIOR CENTER 333 TURK ST SAN FRANCISCO CA 94102	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.

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

77-0559337

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XIV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SAN FRANCISCO VILLAGE 3220 FULTON STREET SAN FRANCISCO CA 94118	NONE	EOF	GENERAL OPERATING SUPPORT	\$ 10,000.
SELF HELP FOR THE ELDERLY 731 SANSOME ST, SUITE 100 SAN FRANCISCO CA 94111	NONE	EOF	DISCRETIONARY GRANT	1,000.
ASIAN ART MUSEAUM OF S.F. 200 LARKIN ST SAN FRANCISCO CA 94102	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.
CHINESE HISTORICAL SOCIETY OF AMERICA 965 CLAY ST SAN FRANCISCO CA 94108	NONE	EOF	GENERAL OPERATING SUPPORT	15,000.
HOOD RIVER VALLEY ADULT CENTER 2010 STERLING PLACE HOOD RIVER OR 97031	NONE	EOF	GENERAL OPERATING SUPPORT	13,000.
JAPANESE GARDEN SOCIETY OF OREGON 611 SW KINGSTON AVE PORTLAND OR 97205	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.
OPEN HOUSE 65 LAGUNA ST SAN FRANCISCO CA 94102	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.
PORTLAND PLAYHOUSE 602 PRESCOTT ST PORTLAND OR 97211	NONE	EOF	SUPPORT TWO PROJECTION APPRENTICESHIPS	15,000.
REBUILDING TOGETHER PENINSULA 841 KAYNYNE ST #A REDWOOD CITY CA 94063	NONE	EOF	GENERAL OPERATING SUPPORT	5,000.
SHARE THE CARE NAPA VALLEY 162 SOUTH COOMBS ST NAPA CA 94559	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.
STORE TO DOOR OF OREGON 7730 SW 31ST AVE PORTLAND OR 97219	NONE	EOF	GENERAL OPERATING SUPPORT	10,000.
TAKOHACHI INC. 2619 SE 63RD AVE PORTLAND OR 97206	NONE	EOF	SUPPORT PROGRAM AND STAFFING EXPANSION	10,000.

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

77-0559337

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XIV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
1000 FRIENDS OF OREGON 133 SW 2ND AVE STE 201 PORTLAND OR 97204		PF	PROGRAM SUPPORT	\$ 20,000.
APANO COMMUNITIES UNITED FUND FOR TIGER 8188 SE DIVISION ST PORTLAND OR 97206	NONE	PF	GENERAL SUPPORT	11,500.
AT HOME WITH GROWING OLDER 3106 SHATTUCK AVE BERKELEY CA 94705	NONE	PF	GENERAL SUPPORT	1,000.
CALIFORNIA OCEAN SCIENCE TRUST 1017 L STREET #293 SACRAMENTO CA 95814	NONE	PF	GENERAL SUPPORT	8,000.
CARPE DIEM WEST P O BOX 3008 SAUSALITO CA 94966	NONE	PF	GENERAL SUPPORT	1,000.
CRAG LAW CENTER 3141 E. BURNSIDE ST PORTLAND OR 97214	NONE	PF	GENERAL SUPPORT	8,000.
FAMILY CONNECTIONS CENTERS 2565 SAN BRUNO AVE SAN FRANCISCO CA 94134	NONE	PF	GENERAL SUPPORT	20,000.
FIREFIGHTERS UNITED FOR SAFETY 2852 WILLAMETTE #125 EUGENE OR 97405	NONE	PF	GENERAL SUPPORT	10,000.
KLAMATH-SISKIYOU WILDLANDS CENTER 562 A STREET ASHLAND OR 97520	NONE	PF	GENERAL SUPPORT	20,000.
MID KLAMATH WATERSHED COUNCIL P O BOX 409 ORLEANS CA 95556	NONE	PF	GENERAL SUPPORT	20,000.
MUSIC WORKSHOP 4804 SW SCHOLLS FERRY RD PORTLAND OR 97225	NONE	PF	GENERAL SUPPORT	13,500.

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

77-0559337

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XIV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
NORTHWEST COMMUNITY CONSERVANCY 1136 NW HOYT ST #200 PORTLAND OR 97209	NONE	PF	GENERAL SUPPORT	\$ 1,000.
OIKONOS ECOSYSTEM KNOWLEDGE P O BOX 1918 KAILUA HI 96734	NONE	PF	GENERAL SUPPORT	10,000.
WILLAMETTE UNIVERRSITY 900 STATE ST SALEM OR 97301	NONE	PF	GENERAL SUPPORT	8,080.
WORLD OREGON 1207 SW BROADWAY STE 300 PORTLAND OR 97205	NONE	PF	GENERAL SUPPORT	9,000.
			TOTAL	\$ <u>388,080.</u>