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



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CLIENT'S COPY

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.

For calendar year 2018 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) 620 SAND HILL ROAD #100G	Room/suite	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 ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,742,620.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		6.	6.		STATEMENT 1
4 Dividends and interest from securities		156,190.	156,190.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		107,301.			
b Gross sales price for all assets on line 6a 797,911.					
7 Capital gain net income (from Part IV, line 2)			107,301.		
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		263,497.	263,497.		
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		5,500.	1,250.		4,250.
c Other professional fees STMT 4		21,759.	21,759.		0.
17 Interest					
18 Taxes STMT 5		4,348.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		60.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		31,667.	23,009.		4,250.
25 Contributions, gifts, grants paid		162,060.			162,060.
26 Total expenses and disbursements. Add lines 24 and 25		193,727.	23,009.		166,310.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		69,770.			
b Net investment income (if negative, enter -0-)			240,488.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		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	5,318.	23,008.	23,008.
	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	2,253,895.	2,305,975.	2,719,612.
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)	2,259,213.	2,328,983.	2,742,620.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	2,259,213.	2,328,983.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	2,259,213.	2,328,983.		
31 Total liabilities and net assets/fund balances	2,259,213.	2,328,983.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,259,213.
2 Enter amount from Part I, line 27a	2	69,770.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,328,983.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,328,983.

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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			
797,911.		690,610.	107,301.

(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			
			107,301.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			
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	107,301.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	138,090.	2,966,700.	.046547
2016	111,000.	2,687,789.	.041298
2015	156,933.	2,797,102.	.056106
2014	141,712.	2,836,482.	.049960
2013	113,000.	2,639,372.	.042813

2 Total of line 1, column (d)	2	.236724
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047345
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,074,230.
5 Multiply line 4 by line 3	5	145,549.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,405.
7 Add lines 5 and 6	7	147,954.
8 Enter qualifying distributions from Part XII, line 4	8	166,310.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,405.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	2,405.
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	2,405.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	4,000.	
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	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,595.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 1,595. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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.		X
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. <input checked="" type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input checked="" type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? 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? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> <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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	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 ► <u>WWW.GOODMANFAMILYFOUNDATION.ORG</u>			
14 The books are in care of ► <u>MICHELE A GOODMAN</u> Telephone no. ► <u>503-750-1814</u>			
Located at ► <u>1001 NW LOVEJOY STREET #1510, PORTLAND, OR</u> ZIP+4 ► <u>97209</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here	15	N/A	
and enter the amount of tax-exempt interest received or accrued during the year			
16 At any time during calendar year 2018, 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?			X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			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)?			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.)			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	N/A		
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?			X
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		
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?			X
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)	N/A		
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 2018?	4b		X

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A		
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	5b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7b			

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

	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	3,091,904.
b	Average of monthly cash balances	1b	29,142.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,121,046.
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	3,121,046.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,074,230.
6	Minimum investment return. Enter 5% of line 5	6	153,712.

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	153,712.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2,405.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,405.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	151,307.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	151,307.
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	151,307.

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	166,310.
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	166,310.
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	2,405.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	163,905.

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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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				151,307.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			127,186.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ <u>166,310.</u>				
a Applied to 2017, but not more than line 2a ...			127,186.	
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 2018 distributable amount				39,124.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				112,183.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014 ...				
b Excess from 2015 ...				
c Excess from 2016 ...				
d Excess from 2017 ...				
e Excess from 2018 ...				

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

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 2018, 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				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

Form 990-PF (2018)

77-0559337 Page 11

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				
AIDS LEGAL REFERRAL PANEL (ALRP) 1663 MISSION STREET, SUITE 500 SAN FRANCISCO, CA 94103		EXEMPT	SUPPORT FOR 2 LAW CLERK INTERNSHIPS	5,000.
FRIENDS OF SATURDAY ACADEMY UNIVERSITY OF PORTLAND, 5000 N. WILLAMETTE BLVD PORTLAND, OR 97203		EXEMPT	SUPPORT FOR 2 INTERNS: 1. NONPROFIT LEADERSHIP; 2. PROGRAM PLANNING AND OUTREACH	5,000.
FRIENDS OF THE CHILDREN PORTLAND 44 NE MORRIS ST. PORTLAND, OR 97212		EXEMPT	SUPPORT FOR ONLINE MARKETING INTERNSHIP	5,000.
FRIENDS OF THE COLUMBIA GORGE 333 SW 5TH AVE., SUITE 300 PORTLAND, OR 97204		EXEMPT	SUPPORT FOR LAND STEWARDSHIP VOLUNTEER PROGRAM (Y1: \$5,000; Y2: \$5,000)	5,000.
MEALS ON WHEELS DIABLO REGION 1300 CIVIC DRIVE WALNUT CREEK, CA 94596		EXEMPT	FUNDING FOR FALL PREVENTION PROGRAM	10,000.
Total	SEE CONTINUATION SHEET(S)			162,060.
b Approved for future payment				
NONE				
Total				
				0.

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 102,307.		90,237.	12,070.
b 609,013.		523,371.	85,642.
c 10,832.		9,840.	992.
d 75,759.		67,162.	8,597.
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			12,070.
b			85,642.
c			992.
d			8,597.
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	107,301.
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

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

77-0559337

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
MIRACLE THEATRE GROUP AKA MILAGRO 425 SE 6TH AVENUE PORTLAND, OR 97214		EXEMPT	FOR REMODEL AND UPGRADE THEATER FACILITY	10,000.
NATIONAL FOREST FOUNDATION BLDG. 27, STE. 3, FORT MISSOULA ROAD MISSOULA, MT 59804		EXEMPT	RESTORATION WORK IN COLUMBIA RIVER GORGE AFTER EAGLE CREEK FIRE (Y1: \$5,000; Y2: \$5,000)	5,000.
NORTH COAST RESOURCE CONSERVATION & DEVELOPMENT COUNCIL P.O. BOX 6417 SANTA ROSA, CA 95406		EXEMPT	OAK WOODLAND BURNED AREA RIPARIAN HABITAT PROJECT Y1: \$5,000; Y2: \$5,000	5,000.
NORTHWEST HOUSING ALTERNATIVES 13819 SE MCLOUGHLIN BLVD MILWAUKIE, OR 97222		EXEMPT	FUNDING FOR THE SENIOR HEALTH AND HOUSING INITIATIVE	5,000.
OREGON CHILDREN'S THEATRE 1939 SE SANDY BLVD. PORTLAND, OR 97232		EXEMPT	EXPAND CLASSROOM STUDIO SPACE	10,000.
OREGON MESA PO BOX 751 PORTLAND, OR 97207		EXEMPT	SUPPORT FOR ALUMNI ENGAGEMENT INTERN	5,000.
POINT REYES BIRD OBSERVATORY DBA POINT BLUE CONSERVATION SCIENCE 3820 CYPRESS DRIVE #11 PETALUMA, CA 94954		EXEMPT	FIRE RESTORATION PROJECT AT SEARS POINT RANCH (Y1: \$7,600; Y2: \$2,400)	7,600.
PORTLAND PLAYHOUSE 602 PRESCOTT STREET PORTLAND, OR 97211		EXEMPT	FUNDING FOR NEW BUILDING BUDGET	10,000.
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 4001 N. 1ST STREET SAN JOSE, CA 95134		EXEMPT	FUNDING FOR SENIOR NUTRITION PROGRAM	5,000.
SHANTI PROJECT 3170 23RD STREET SAN FRANCISCO, CA 94110		EXEMPT	FUNDING FOR PAWS PROGRAM TO SUPPORT 250 SENIORS	7,500.
Total from continuation sheets				132,060.

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

77-0559337

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
SONOMA COUNTY REGIONAL PARKS FOUNDATION 2300 COUNTY CENTER DR., #120A SANTA ROSA, CA 95403		EXEMPT	FOR RESTORATION OF DAMAGED PYGMY FOREST (Y1: \$5,000; Y2: \$5,000)	7,400.
SONOMA ECOLOGY CENTER P.O. BOX 1486 ELRIDGE, CA 95431		EXEMPT	RESTORATION OF SUGARLOAF STATE PARK (Y1: \$5,000; Y2: \$5,000)	5,000.
SONOMA LAND TRUST 822 FIFTH STREET SONOMA, CA 95404		EXEMPT	FOR LIVE OAKS RANCH INVASIVE SPECIES REMOVAL. (Y1: \$5,000; Y2: \$5,000)	5,000.
TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION 201 EDDY STREET SAN FRANCISCO, CA 94102		EXEMPT	GENERAL OPERATING SUPPORT	10,000.
THE HEALTH TRUST 3180 NEWBERRY DRIVE, SUITE 200 SAN JOSE, CA 95118		EXEMPT	TO SUPPORT THE MEALS ON WHEELS PROGRAM	7,500.
WILLAMETTE UNIVERSITY 900 STATE STREET SALEM, OR 97301		EXEMPT	MARKET RESEARCH FOR TIMBER-RELATED MBA INTERNSHIP AT ECOTRUST	12,060.
WOMEN'S AUDIO MISSION (WAM) 542-544 NATOMA STREET, #C-1 SAN FRANCISCO, CA 94103		EXEMPT	TECHNOLOGY FUNDING FOR NEW TRAINING CENTER IN OAKLAND	10,000.
YWCA SAN FRANCISCO & MARIN 940 POWELL STREET SAN FRANCISCO, CA 94108		EXEMPT	AFFORDABLE HOUSING AND RESIDENT SUPPORT PROGRAM	5,000.
Total from continuation sheets				

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	6.	6.	
TOTAL TO PART I, LINE 3	6.	6.	

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	156,190.	0.	156,190.	156,190.	
TO PART I, LINE 4	156,190.	0.	156,190.	156,190.	

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	5,500.	1,250.		4,250.
TO FORM 990-PF, PG 1, LN 16B	5,500.	1,250.		4,250.

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	21,759.	21,759.		0.
TO FORM 990-PF, PG 1, LN 16C	21,759.	21,759.		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	4,348.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,348.	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	60.	0.		0.
TO FORM 990-PF, PG 1, LN 23	60.	0.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	2,305,975.	2,719,612.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,305,975.	2,719,612.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 8

NAME OF CONTRIBUTOR

ADDRESS

JOSEPH W. GOODMAN

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

HON MAI GOODMAN

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

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH W. GOODMAN 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.
HON MAI GOODMAN 620 SAND HILL ROAD #100G PALO ALTO, CA 94304	BOARD MEMBER 1.00	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.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

503-750-1814

FORM AND CONTENT OF APPLICATIONS

SEE WEBSITE FOR APPLICATION INFORMATION - WWW.GOODMANFAMILYFOUNDATION.ORG

ANY SUBMISSION DEADLINES

SEE WEBSITE FOR SUBMISSION DEADLINES - WWW.GOODMANFAMILYFOUNDATION.ORG

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

California Exempt Organization Annual Information Return

Calendar Year 2018 or fiscal year beginning (mm/dd/yyyy) _____, and ending (mm/dd/yyyy) _____

Corporation/Organization name
J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION

California corporation number
2321197

Additional information. See instructions.
FEIN
77-0559337

Street address (suite or room)
620 SAND HILL ROAD #100G

City
PALO ALTO

State
CA

ZIP code
94304

Foreign country name _____ Foreign province/state/county _____ Foreign postal code _____

A First Return Yes No

B Amended Return Yes No

C IRC Section 4947(a)(1) trust Yes No

D Final Information Return?
 Dissolved Surrendered (Withdrawn) Merged/Reorganized
 Enter date: (mm/dd/yyyy) _____

E Check accounting method: (1) Cash (2) Accrual (3) Other

F Federal return filed? (1) 990T (2) 990PF (3) Sch H (990) (4) Other 990 series

G Is this a group filing? See instructions Yes No

H Is this organization in a group exemption Yes No
If "Yes," what is the parent's name? _____

I Did the organization have any changes to its guidelines not reported to the FTB? See instructions Yes No

J If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions. Yes No

K Is the organization exempt under R&TC Section 23701g? Yes No
If "Yes," enter the gross receipts from nonmember sources \$ _____

L If organization is a public charity exempt under R&TC Section 23701d and meets the filing fee exception, check box. No filing fee is required

M Is the organization a Limited Liability Company? Yes No

N Did the organization file Form 100 or Form 109 to report taxable income? Yes No

O Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No

P Is federal Form 1023/1024 pending? Yes No
Date filed with IRS _____

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

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	954,107	00
	2	Gross dues and assessments from members and affiliates	2		00
	3	Gross contributions, gifts, grants, and similar amounts received	3		00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Information B	4	954,107	00
	5	Cost of goods sold	5		00
	6	Cost or other basis, and sales expenses of assets sold	6	690,610	00
	7	Total costs. Add line 5 and line 6	7	690,610	00
	8	Total gross income. Subtract line 7 from line 4	8	263,497	00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	189,379	00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	74,118	00
Filing Fee	11	Total payments	11		00
	12	Use tax. See General Information K	12		00
	13	Payments balance. If line 11 is more than line 12, subtract line 12 from line 11	13		00
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12	14		00
	15	Filing fee \$10 or \$25. See General Information F	15	10	00
	16	Penalties and Interest. See General Information J	16		00
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result	17	10	00

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.

Sign Here

Signature of officer **SECRETARY/CFO** Title
Date _____ Date
• Telephone _____

Paid Preparer's Use Only

Preparer's signature **CAROLYN R. AMSTER** Date **05/01/19** Check if self-employed • PTIN **P00189994**
Firm's name **BPM LLP** • Firm's FEIN **81-4234542**
(or yours, if self-employed) **4200 BOHANNON DRIVE, SUITE 250** • Telephone **650-855-6800**
and address **MENLO PARK, CA 94025-1021**

May the FTB discuss this return with the preparer shown above? See instructions Yes No

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

77-0559337

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

828951 12-12-18

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1		00	
	2	Interest	•	2	6	00	
	3	Dividends	•	3	156,190	00	
	4	Gross rents	•	4		00	
	5	Gross royalties	•	5		00	
	6	Gross amount received from sale of assets (See Instructions) STATEMENT 1	•	6	797,911	00	
	7	Other income	•	7		00	
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	954,107	00	
	9	Contributions, gifts, grants, and similar amounts paid STATEMENT 2	•	9	162,060	00	
	10	Disbursements to or for members	•	10		00	
	11	Compensation of officers, directors, and trustees SEE STATEMENT 3	•	11	0	00	
	12	Other salaries and wages	•	12		00	
	Expenses and Disbursements	13	Interest	•	13		00
		14	Taxes	•	14		00
		15	Rents	•	15		00
		16	Depreciation and depletion (See instructions)	•	16		00
		17	Other Expenses and Disbursements SEE STATEMENT 4	•	17	27,319	00
		18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	189,379	00

Schedule L Balance Sheet	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		5,318	•	23,008
2 Net accounts receivable			•	
3 Net notes receivable			•	
4 Inventories			•	
5 Federal and state government obligations			•	
6 Investments in other bonds			•	
7 Investments in stock			•	
8 Mortgage loans			•	
9 Other investments STMT 5		2,253,895	•	2,305,975
10 a Depreciable assets				
b Less accumulated depreciation	()	()		
11 Land			•	
12 Other assets			•	
13 Total assets		2,259,213		2,328,983
Liabilities and net worth				
14 Accounts payable			•	
15 Contributions, gifts, or grants payable			•	
16 Bonds and notes payable			•	
17 Mortgages payable			•	
18 Other liabilities				
19 Capital stock or principal fund			•	
20 Paid-in or capital surplus. Attach reconciliation			•	
21 Retained earnings or income fund		2,259,213	•	2,328,983
22 Total liabilities and net worth		2,259,213		2,328,983

Schedule M-1 Reconciliation of income per books with income per return					
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.					
1	Net income per books	• 69,770	7	Income recorded on books this year not included in this return	•
2	Federal income tax	•	8	Deductions in this return not charged against book income this year	•
3	Excess of capital losses over capital gains	•	9	Total. Add line 7 and line 8	
4	Income not recorded on books this year	•	10	Net income per return.	
5	Expenses recorded on books this year not deducted in this return STMT 6	• 4,348		Subtract line 9 from line 6	74,118
6	Total. Add line 1 through line 5	74,118			

CA 199 GROSS AMOUNT FROM SALE OF INVESTMENT PROPERTY STATEMENT 1

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
AMERITRADE #8969 (PUBLICLY TRADED SECURITIES)			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	90,237.	0.	0.	102,307.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
AMERITRADE #8969 (PUBLICLY TRADED SECURITIES)			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	523,371.	0.	0.	609,013.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
AMERITRADE #2449 (PUBLICLY TRADED SECURITIES)			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	9,840.	0.	0.	10,832.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
AMERITRADE #2449 (PUBLICLY TRADED SECURITIES)			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	67,162.	0.	0.	75,759.

TOTAL ON FORM 199, PG 2, LINE 6	690,610.	0.	0.	797,911.
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CA 199

CASH CONTRIBUTIONS, GIFTS, GRANTS
AND SIMILAR AMOUNTS PAID

STATEMENT 2

ACTIVITY CLASSIFICATION: CONTRIBUTIONS, GRANTS, AND SIMILAR AMOUNTS PAID

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
AIDS LEGAL REFERRAL PANEL (ALRP) 1663 MISSION STREET, SUITE 500 - SAN FRANCISCO, CA 94103	NONE	5,000.

ORGANIZATIONAL STATUS: EXEMPT

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
FRIENDS OF SATURDAY ACADEMY UNIVERSITY OF PORTLAND, 5000 N. WILLAMETTE BLVD - PORTLAND, OR 97203	NONE	5,000.

ORGANIZATIONAL STATUS: EXEMPT

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
FRIENDS OF THE CHILDREN PORTLAND 44 NE MORRIS ST. - PORTLAND, OR 97212	NONE	5,000.

ORGANIZATIONAL STATUS: EXEMPT

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
FRIENDS OF THE COLUMBIA GORGE 333 SW 5TH AVE., SUITE 300 - PORTLAND, OR 97204	NONE	5,000.

ORGANIZATIONAL STATUS: EXEMPT

<u>DONEES NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>AMOUNT</u>
MEALS ON WHEELS DIABLO REGION 1300 CIVIC DRIVE - WALNUT CREEK, CA 94596	NONE	10,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

MIRACLE THEATRE GROUP AKA MILAGRO
425 SE 6TH AVENUE - PORTLAND, OR 97214

NONE

10,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

NATIONAL FOREST FOUNDATION
BLDG. 27, STE. 3, FORT MISSOULA ROAD - MISSOULA,
MT 59804

NONE

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

NORTH COAST RESOURCE CONSERVATION & DEVELOPMENT
COUNCIL
P.O. BOX 6417 - SANTA ROSA, CA 95406

NONE

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

NORTHWEST HOUSING ALTERNATIVES
13819 SE MCLOUGHLIN BLVD - MILWAUKIE, OR 97222

NONE

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

OREGON CHILDREN'S THEATRE
1939 SE SANDY BLVD. - PORTLAND, OR 97232

NONE

10,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

OREGON MESA
PO BOX 751 - PORTLAND, OR 97207

RELATIONSHIP

NONE

AMOUNT

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

POINT REYES BIRD OBSERVATORY DBA POINT BLUE
CONSERVATION SCIENCE
3820 CYPRESS DRIVE #11 - PETALUMA, CA 94954

RELATIONSHIP

NONE

AMOUNT

7,600.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

PORTLAND PLAYHOUSE
602 PRESCOTT STREET - PORTLAND, OR 97211

RELATIONSHIP

NONE

AMOUNT

10,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN
MATEO COUNTIES
4001 N. 1ST STREET - SAN JOSE, CA 95134

RELATIONSHIP

NONE

AMOUNT

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

SHANTI PROJECT
3170 23RD STREET - SAN FRANCISCO, CA 94110

RELATIONSHIP

NONE

AMOUNT

7,500.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

SONOMA COUNTY REGIONAL PARKS FOUNDATION
2300 COUNTY CENTER DR., #120A - SANTA ROSA, CA
95403

NONE

7,400.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

SONOMA ECOLOGY CENTER
P.O. BOX 1486 - ELRIDGE, CA 95431

NONE

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

SONOMA LAND TRUST
822 FIFTH STREET - SONOMA, CA 95404

NONE

5,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION
201 EDDY STREET - SAN FRANCISCO, CA 94102

NONE

10,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

THE HEALTH TRUST
3180 NEWBERRY DRIVE, SUITE 200 - SAN JOSE, CA
95118

NONE

7,500.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

WILLAMETTE UNIVERSITY
900 STATE STREET - SALEM, OR 97301

NONE

12,060.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

WOMEN'S AUDIO MISSION (WAM)
542-544 NATOMA STREET, #C-1 - SAN FRANCISCO, CA
94103

NONE

10,000.

ORGANIZATIONAL STATUS: EXEMPT

DONEES NAME AND ADDRESS

RELATIONSHIP

AMOUNT

YWCA SAN FRANCISCO & MARIN
940 POWELL STREET - SAN FRANCISCO, CA 94108

NONE

5,000.

ORGANIZATIONAL STATUS: EXEMPT

TOTAL FOR THIS
ACTIVITY

162,060.

TOTAL INCLUDED ON FORM 199, PART II, LINE 9

162,060.

CA 199 COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES STATEMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
JOSEPH W. GOODMAN 620 SAND HILL ROAD #100G PALO ALTO, CA 94304	PRESIDENT, BOARD CHAIR 1.00	0.
MICHELE A. GOODMAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	SECRETARY, CFO 16.00	0.
HON MAI GOODMAN 620 SAND HILL ROAD #100G PALO ALTO, CA 94304	BOARD MEMBER 1.00	0.
ALEXANDER A. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	BOARD MEMBER 1.00	0.
MARIETTE T. SAWCHUK 1349 WARNER AVENUE LOS ANGELES, CA 90024	BOARD MEMBER 1.00	0.
ERIC A. WAN 1001 NW LOVEJOY STREET #1510 PORTLAND, OR 97209	BOARD MEMBER 1.00	0.
TOTAL TO FORM 199, PART II, LINE 11		0.

CA 199 OTHER EXPENSES STATEMENT 4

DESCRIPTION	AMOUNT
ACCOUNTING FEES	5,500.
OTHER PROFESSIONAL FEES	21,759.
BANK FEES	60.
TOTAL TO FORM 199, PART II, LINE 17	27,319.

CA 199	OTHER INVESTMENTS	STATEMENT 5
DESCRIPTION	BEG. OF YEAR	END OF YEAR
OTHER INVESTMENTS	2,253,895.	2,305,975.
TOTAL TO FORM 199, SCHEDULE L, LINE 9	2,253,895.	2,305,975.

CA 199	EXPENSES RECORDED ON BOOKS THIS YEAR NOT DEDUCTED IN THIS RETURN	STATEMENT 6
DESCRIPTION	AMOUNT	
TAXES PAID	4,348.	
TOTAL TO FORM 199, SCHEDULE M-1, LINE 5	4,348.	

TAXABLE YEAR

2018

California e-file Return Authorization for Exempt Organizations

FORM
8453-EO

Exempt Organization name J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION	Identifying number 77-0559337
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Part I Electronic Return Information (whole dollars only)

1 Total gross receipts (Form 199, line 4)	1	954,107
2 Total gross income (Form 199, line 8)	2	263,497
3 Total expenses and disbursements (Form 199, line 9)	3	189,379

Part II Settle Your Account Electronically for Taxable Year 2018

4 <input type="checkbox"/> Electronic funds withdrawal	4a Amount	4b Withdrawal date (mm/dd/yyyy)
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Part III Banking Information (Have you verified the exempt organization's banking information?)

5 Routing number _____	7 Type of account: <input type="checkbox"/> Checking <input type="checkbox"/> Savings
6 Account number _____	

Part IV Declaration of Officer

I authorize the exempt organization's account to be settled as designated in Part II. If I check Part II, Box 4, I authorize an electronic funds withdrawal for the amount listed on line 4a.

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2018 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's fee liability, the exempt organization will remain liable for the fee liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to the ERO or intermediate service provider the reason(s) for the delay.**

Sign Here

Signature of officer _____ Date _____

SECRETARY / CFO _____ Title _____

Part V Declaration of Electronic Return Originator (ERO) and Paid Preparer.

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an intermediate service provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB; I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2018 Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or **four** years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO's signature CAROLYN R. AMSTER	Date	Check if also paid preparer <input checked="" type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's PTIN P00189994
Must Sign Firm's name (or yours if self-employed) and address BPM LLP 4200 BOHANNON DRIVE, SUITE 250 MENLO PARK, CA	FEIN 81-4234542	ZIP code 94025-1021		

Under penalties of perjury, I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

Paid Preparer Must Sign Paid preparer's signature _____	Date	Check if self-employed <input type="checkbox"/>	Paid preparer's PTIN
Firm's name (or yours if self-employed) and address _____	FEIN	ZIP code	

MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 (916) 210-6400

WEB SITE ADDRESS:
www.ag.ca.gov/charities/

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

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

Failure to submit this report annually no later than the 15th day of the 5th month after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

State Charity Registration Number: CT 116551 J.W. & H.M. GOODMAN FAMILY CHARITABLE FOUNDATION <small>Name of Organization</small> 620 SAND HILL ROAD #100G <small>Address (Number and Street)</small> PALO ALTO, CA 94304 <small>City or Town, State and ZIP Code</small>	Check if: <input type="checkbox"/> Change of address <input type="checkbox"/> Amended report Corporate or Organization No. <u>2321197</u> Federal Employer I.D. No. <u>77-0559337</u>
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ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311, and 312)
 Make Check Payable to Attorney General's Registry of Charitable Trusts

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

PART A - ACTIVITIES

For your most recent full accounting period (beginning 01/01/2018 ending 12/31/2018) list:
 Gross annual revenue \$ 263,497 Total assets \$ 2,742,620

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

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

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

Organization's area code and telephone number 503-750-1814

 Organization's e-mail address _____

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

MICHELE A GOODMAN
SECRETARY/CFO

Signature of authorized officer
Printed Name
Title
Date