

Form 990-PF

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

2009

Department of the Treasury Internal Revenue Service

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

For calendar year 2009, or tax year beginning 07-01-2009, and ending 06-30-2010

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

Use the IRS label. Name of foundation: GOODMAN FAMILY FOUNDATION. A Employer identification number: 13-6355553. B Telephone number: (212) 298-9172.

H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 3,815,553. J Accounting method: Cash.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

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), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		12,810		23,938		23,938
	2 Savings and temporary cash investments		113,645		41,906		41,906
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)		137,413 <input type="checkbox"/>		66,554		67,350
	b Investments—corporate stock (attach schedule)		815,246 <input type="checkbox"/>		888,902		1,297,751
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)		1,715,447 <input type="checkbox"/>		2,303,288		2,375,287
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)	<input type="checkbox"/>	9,321 <input type="checkbox"/>	<input type="checkbox"/>	9,321 <input type="checkbox"/>	<input type="checkbox"/>	9,321 <input type="checkbox"/>	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,803,882		3,333,909		3,815,553	
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 <input type="checkbox"/> _____)	<input type="checkbox"/>	50,746 <input type="checkbox"/>	<input type="checkbox"/>	0	<input type="checkbox"/>		
23 Total liabilities (add lines 17 through 22)		50,746		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds		2,275,000		2,275,000		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0		0		
29 Retained earnings, accumulated income, endowment, or other funds		478,136		1,058,909			
30 Total net assets or fund balances (see page 17 of the instructions)		2,753,136		3,333,909			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,803,882		3,333,909			

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	2,753,136
2	Enter amount from Part I, line 27a	2	-71,798
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	652,571
4	Add lines 1, 2, and 3	4	3,333,909
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	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	3,333,909

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)
1 a BUCKINGHAM CAPITAL MANAGEMENT	P		
b BUCKINGHAM CAPITAL MANAGEMENT	P		
c FIDUCIARY TRUST - SCHEDULE A ATTACHED	P		
d FIDUCIARY TRUST - SCHEDULE A ATTACHED	P		
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 29,872			29,872
b		6,241	-6,241
c 55,363		56,618	-1,255
d 445,307		301,407	143,900
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			29,872
b			-6,241
c			-1,255
d			143,900
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	166,276
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	219,824	3,666,015	0.059963
2007	353,602	4,573,052	0.077323
2006	403,792	4,663,515	0.086585
2005	373,559	4,395,620	0.084984
2004	369,933	4,209,886	0.087872

2 Total of line 1, column (d).	2	0.396727
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.079345
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	3,751,698
5 Multiply line 4 by line 3.	5	297,678
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,293
7 Add lines 5 and 6.	7	298,971
8 Enter qualifying distributions from Part XII, line 4.	8	201,082

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax based on investment income', and 'Credits/Payments'. Total tax due is 2,336.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', etc.

Part VII-A Statements Regarding Activities (continued)

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of TAXPAYER Telephone no (212) 298-9172 Located at 1035 FIFTH AVENUE NEW YORK NY ZIP+4 10028			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c			No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 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 page 20 of the 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2009 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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 2009?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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 type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>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 If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>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</p>	5b	
	6b	No
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROY M GOODMAN 1035 FIFTH AVENUE NEW YORK, NY 10028	TRUSTEE 3 00	0	0	0
RANDOLPH B GOODMAN 1035 FIFTH AVENUE NEW YORK, NY 10028	TRUSTEE 2 00	0	0	0
LESLIE ANN GOODMAN 1035 FIFTH AVENUE NEW YORK, NY 10028	TRUSTEE 2 00	0	0	0
CLAIRE GOODMAN PELLEGRINI CLOUD 955 FIFTH AVENUE APT 14B NEW YORK, NY 10075	TRUSTEE 2 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3. **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,771,815
b	Average of monthly cash balances.	1b	37,015
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,808,830
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,808,830
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	57,132
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,751,698
6	Minimum investment return. Enter 5% of line 5.	6	187,585

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	187,585
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	2,586
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,586
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	184,999
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	184,999
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	184,999

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	201,082
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	201,082
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 (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	201,082

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				184,999
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				239,832
c From 2006.				407,875
d From 2007.				358,050
e From 2008.				219,824
f Total of lines 3a through e.	1,225,581			
4 Qualifying distributions for 2009 from Part XII, line 4 \$ <u>201,082</u>				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	201,082			
d Applied to 2009 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	184,999			184,999
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,241,664			
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 page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,241,664			
10 Analysis of line 9				
a Excess from 2005.				54,833
b Excess from 2006.				407,875
c Excess from 2007.				358,050
d Excess from 2008.				219,824
e Excess from 2009.				201,082

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ROY M GOODMAN
 1035 FIFTH AVENUE
 NEW YORK, NY 10028
 (212) 288-9067

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

IN LETTER FORM WITH A WRITTEN OUTLINE DESCRIBING THE SPECIAL USE OF ALL CONTRIBUTIONS AND/OR GRANTS

c Any submission deadlines

APPLICATIONS ARE ACCEPTED AT ANYTIME NOTICE OR APPROVAL OR REJECTION GIVEN WITHIN SIX MONTHS OF APP

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

RESTRICTED TO USE FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES

Part XV 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 Additional Data Table				
Total				▶ 3a 116,882
b <i>Approved for future payment</i>				
Total				▶ 3b 0

TY 2009 Accounting Fees Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,300	3,650		3,650

TY 2009 Distribution from Corpus Election

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Election: THE FOUNDATION ELECTS UNDER REGULATIONS SECTION 53.4942 (a)-3(d)(2) TO TREAT THE QUALIFYING DISTRIBUTIONS AS A DISTRIBUTION OUT OF CORPUS.

**TY 2009 Investments Corporate
Stock Schedule**

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Fiduciary Trust International - Detail available upon request	888,902	1,297,751

**TY 2009 Investments Government
Obligations Schedule**

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

**US Government Securities - End of
Year Book Value:** 66,554

**US Government Securities - End of
Year Fair Market Value:** 67,350

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

Additional Data

Software ID: 09000028
Software Version: 2009.05040
EIN: 13-6355553
Name: GOODMAN FAMILY FOUNDATION

Form 990PF Part XV Line 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				
AARP Foundation 601 E Street NW Washington, DC 20029	None	Exempt	Unrestricted Use	200
Alfred E Smith Memorial Foundation 1011 First Avenue Suite 1400 New York, NY 10022	None	Exempt	Unrestricted Use	1,500
Alzheimer's Drug Discovery Foundation 1414 Avenue of the Americas New York, NY 10019	None	Exempt	Unrestricted Use	200
American Museum of Natural History Central Park West at 79th Street New York, NY 10024	None	Exempt	Unrestricted Use	200
American Red Cross 2025 E Street NW Washington, DC 20006	None	Exempt	Unrestricted Use	1,000
Care of Our Wounded Soldiers 801 N Pitt Street 116 Alexandria, VA 22314	None	Exempt	Unrestricted Use	100
Carnegie Hall Society Inc 881 Seventh Avenue New York, NY 10019	None	Exempt	Unrestricted Use	8,192
Central Park Conservancy 14 East 60th Street New York, NY 10022	None	Exempt	Unrestricted Use	250
Century Country Club 233 Andersen Hill Road Purchase, NY 10577	None	Exempt	Unrestricted Use	200
Citizens Committee for NYC 305 Seventh Avenue New York, NY 10001	None	Exempt	Unrestricted Use	10,000
Citizens Union Foundation 299 Broadway New York, NY 10007	None	Exempt	Unrestricted Use	1,000
City Parks Foundation 830 Fifth Avenue New York, NY 10021	None	Exempt	Unrestricted Use	15,000
Coalition for the Homeless 129 Fulton Street New York, NY 10038	None	Exempt	Unrestricted Use	100
Congregation Temple Emanu-El One East 65th Street New York, NY 10021	None	Exempt	Unrestricted Use	6,000
Council on Foreign Relations 58 East 68th Street New York, NY 10021	None	Exempt	Unrestricted Use	10,000
Total				116,882

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
David Griffith MemorialWestminster Presbyterian Church 2071 Cameron Hill Rd Alexandria, VA 22314	None	Exempt	Unrestricted Use	500
Dutch Treat Club (National Arts Club) 15 Gramercy Park South New York, NY 10003	None	Exempt	Unrestricted Use	400
Exponents151 W 26th Street 3rd Floor New York, NY 10001	None	Exempt	Unrestricted Use	200
George W Bush Presidential CenterPO Box 600610 Dallas, TX 75206	None	Exempt	Unrestricted Use	200
Grand Teton Music Festival GTMF 4015 West Lake Creek Drive 1 Wilson, WY 83014	None	Exempt	Unrestricted Use	13,500
Harvard Business School124 Mount Auburn Street Cambridge, MA 02138	None	Exempt	Unrestricted Use	1,000
Harvard Club of NY35 West 44th Street New York, NY 10036	None	Exempt	Unrestricted Use	100
Harvard College Fund124 Mount Auburn Street Cambridge, MA 02138	None	Exempt	Unrestricted Use	6,000
Harvard Library in NY35 West 44th Street New York, NY 10036	None	Exempt	Unrestricted Use	200
Harvard Magazine7 Ware Street Cambridge, NY 02138	None	Exempt	Unrestricted Use	500
Harvard University124 Mount Auburn Street Cambridge, MA 02138	None	Exempt	Unrestricted Use	70
Harvard Business School of NYC HSBCNY35 West 44th Street New York, NY 10036	None	Exempt	Unrestricted Use	1,000
Holy Child Jesus School111-02 86th Avenue Richmond, NY 11418	None	Exempt	Unrestricted Use	50
Hospitality Committee for UN Delegation IncPO Box 1201 New York, NY 10163	None	Exempt	Unrestricted Use	300
INFORM318 West 39th Street New York, NY 10018	None	Exempt	Unrestricted Use	100
Total				116,882

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Inside Broadway630 Ninth Avenue Ste 801 New York, NY 10036	None	Exempt	Unrestricted Use	350
Klingenstein Center525 West 120th Street New York, NY 10027	None	Exempt	Unrestricted Use	500
Lagond Music School9 Haven Street Elmsford, NY 10018	None	Exempt	Unrestricted Use	600
Lenox Hill Hospital100 East 77th Street New York, NY 10021	None	Exempt	Unrestricted Use	1,000
Los Angeles Philharmonic Association 151 Grand Avenue Los Angeles, CA 90012	None	Exempt	Unrestricted Use	5,250
Manhattan Institute52 Vanderbilt Avenue New York, NY 10017	None	Exempt	Unrestricted Use	500
Manhattan Theatre Club311 West 43rd Street 8th Floor New York, NY 10036	None	Exempt	Unrestricted Use	2,000
Memorial Sloan-Kettering Cancer Center1275 York Avenue New York, NY 10065	None	Exempt	Unrestricted Use	500
Mount Sinai School of MedicineOne Gustave L Levy Plaza New York, NY 10029	None	Exempt	Unrestricted Use	500
New York City Police Foundation Inc 345 Park Avenue New York, NY 10022	None	Exempt	Unrestricted Use	1,500
New York Philharmonic Association Avery Fisher Hall 10 Lincoln Center New York, NY 10023	None	Exempt	Unrestricted Use	1,500
Paralyzed Veterans of America801 18th Street NW Washington, DC 20007	None	Exempt	Unrestricted Use	610
Park East Day School163 East 67th Street New York, NY 10065	None	Exempt	Unrestricted Use	360
Playwrights Horizons416 West 42nd Street New York, NY 10036	None	Exempt	Unrestricted Use	800
Prep For Prep328 West 71st Street New York, NY 10023	None	Exempt	Unrestricted Use	500
Total				116,882

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Rye Free Reading Room1061 Boston Post Road Rye, NY 10580	None	Exempt	Unrestricted Use	100
Silver Shield Foundation866 UN Plaza 307 New York, NY 10017	None	Exempt	Unrestricted Use	1,000
Sports & Arts in School Foundation 52-12 Queens Blvd Woodside, NY 11377	None	Exempt	Unrestricted Use	500
St Francis of Assisi School400 Lincoln Road Brooklyn, NY 11225	None	Exempt	Unrestricted Use	100
Stephen S Wise Temple1550 Stephen S Wise Drive Los Angeles, CA 90027	None	Exempt	Unrestricted Use	2,085
The Bronx Opera Company5 Minerva Place 2J Bronx, NY 10468	None	Exempt	Unrestricted Use	500
The Drama League520 8th Avenue Ste 320 New York, NY 10010	None	Exempt	Unrestricted Use	2,250
The Economic Club of New York350 5th Avenue Ste 4920 New York, NY 10118	None	Exempt	Unrestricted Use	125
George Pataki Leadership & Learning Center32 North Division Street Peekskill, NY 10566	none	exempt	unrestricted Use	5,100
The Inner CirclePO Box 5372 New York, NY 10001	None	Exempt	Unrestricted Use	500
The Johnson Foundation120 Wall Street Ste 2220 New York, NY 10005	None	Exempt	Unrestricted Use	500
The Little Orchestra Society330 West 42nd Street 12th Floor New York, NY 10036	None	Exempt	Unrestricted Use	3,300
The Lymphoma FoundationPO Box 286236 New York, NY 10128	None	Exempt	Unrestricted Use	100
The Mabel Mercer Foundation160 East 48th Street New York, NY 10017	None	Exempt	Unrestricted Use	500
The Metropolitan Museum of Art1000 Fifth Avenue New York, NY 10028	None	Exempt	Unrestricted Use	340
Total			3a	116,882

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
The New York City Police Museum100 Old Slip New York, NY 10005	None	Exempt	Unrestricted Use	300
The New York Public Library476 5th Avenue New York, NY 10018	None	Exempt	Unrestricted Use	300
The Police Athletic League34 1/2 E 12th St New York, NY 10003	None	Exempt	Unrestricted Use	1,250
The Town Hall Foundation123 W 43rd St New York, NY 10036	none	exempt	unrestricted Use	500
The United States Navy Memorial701 Pennsylvania Avenue NW Washington, NY 20004	None	Exempt	Unrestricted Use	200
TVRC Education FoundationPO Box 4915 Jackson, WY 83001	None	Exempt	Unrestricted Use	500
UJA Federation of NY130 East 59th Street New York, NY 10022	None	Exempt	Unrestricted Use	300
University of Texas MD Anderson Cancer CenterPO Box 4486 Houston, TX 77210	None	Exempt	Unrestricted Use	100
United Service Organization IncPO Box 96860 Washington, DC 20077	None	Exempt	Unrestricted Use	200
Univ of Texas MD Anderson Cancer CenterPO Box 4486 Houston, TX 77210	none	exempt	unrestricted Use	500
Whitney Museum of American Art945 Madison Ave New York, NY 10021	None	Exempt	Unrestricted Use	100
WNYC Public RadioOne Centre Street New York, NY 10007	None	Exempt	Unrestricted Use	1,000
Wyoming Public Radio (University of WY)Drpy 3984 1000 E University Avenue Jackson, WY 82071	None	Exempt	Unrestricted Use	100
Total				116,882

TY 2009 Investments - Other Schedule**Name:** GOODMAN FAMILY FOUNDATION**EIN:** 13-6355553

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BUCKINGHAM RAF PARTNERSHIP LP	AT COST	2,303,288	2,375,287

TY 2009 Other Assets Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
EXCHANGE	9,321	9,321	9,321

TY 2009 Other Expenses Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	211	0		211
office supplies	105	0		105
non deductible charities	17,343	0		17,343

TY 2009 Other Income Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BUCKINGHAM RAF PARTNERS L P	4,423	4,423	4,423

TY 2009 Other Increases Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Description	Amount
unrealized gains & losses	652,571

TY 2009 Other Liabilities Schedule**Name:** GOODMAN FAMILY FOUNDATION**EIN:** 13-6355553

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO SECURITIES BROKER	50,746	0

TY 2009 Other Professional Fees Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVEST ADVISORY FEES	37,494	37,494		0
OTHER PROFESSIONAL FEES	62,575	0		62,575

TY 2009 Taxes Schedule

Name: GOODMAN FAMILY FOUNDATION

EIN: 13-6355553

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	277	277		0
EXCISE TAX PAID	2,500	2,500		0