Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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. Otherwise, print or type. See Specific Instructions.

Name of foundation: MARY & BRUCE GOODMAN FUND

A Employer identification number: 36-4020126

Number and street (or P O box number if mail is not delivered to street address): 899 SKOKIE BLVD — Room/suite: 532

B Telephone number (see page 10 of the instructions): (847) 509-8822

City or town, state, and ZIP code: NORTHBROOK, IL 60062-4022

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 499,460.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	541.	541.		ATCH 1
	4 Dividends and interest from securities	24,650.	24,650.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-93,369.			
	b Gross sales price for all assets on line 6a 91,902.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	3,299.	3,299.		ATCH 3
	12 **Total.** Add lines 1 through 11	-64,879.	28,490.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	2,000.	0.	0.	2,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	193.	193.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	4,477.	4,452.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,670.	4,645.	0.	2,025.
	25 Contributions, gifts, grants paid	54,530.			54,530.
	26 **Total expenses and disbursements.** Add lines 24 and 25	61,200.	4,645.	0.	56,555.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-126,079.			
	b **Net investment income** (if negative, enter -0-)		23,845.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	18,448.	1,016.	1,016.
2	Savings and temporary cash investments	25,768.	11,534.	11,534.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶	612.		
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 7	649,809.	556,046.	484,696.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 8	46,241.	46,203.	2,214.
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	740,878.	614,799.	499,460.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	740,878.	614,799.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	740,878.	614,799.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	740,878.	614,799.	

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	740,878.
2	Enter amount from Part I, line 27a	2	-126,079.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	614,799.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	614,799.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-93,369.
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	80,000.	675,545.	0.118423
2007	74,925.	915,179.	0.081869
2006	81,693.	874,402.	0.093427
2005	92,019.	822,963.	0.111814
2004	90,254.	824,341.	0.109486

2	**Total** of line 1, column (d)	2	0.515019
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	0.103004
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	445,483.
5	Multiply line 4 by line 3	5	45,887.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	238.
7	Add lines 5 and 6	7	46,125.
8	Enter qualifying distributions from Part XII, line 4	8	56,555.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	238.
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	
3	Add lines 1 and 2		3	238.
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	238.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,161.		
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		
7	Total credits and payments Add lines 6a through 6d		7	2,161.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,923.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,923. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ________ **(2)** On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRUCE K. GOODMAN Telephone no ▶ 847-509-8822

Located at ▶ 899 SKOKIE BLVD., STE 200, NORTHBROOK IL ZIP + 4 ▶ 60062-4022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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 ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b		X
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 2009?		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))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 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
BRUCE K. GOODMAN 899 SKOKIE BLVD, STE 200	PRESIDENT/	0.	0.	0.
MARY F. GOODMAN 2 ROGER WILLIAMS	SECRETARY/	0.	0.	0.
MARJORIE G. CONROY 790 OAK KNOLL	DIRECTOR	0.	0.	0.
PATRICIA G. PELL 1655 LINDEN	DIRECTOR	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 ▶

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 . . . ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	419,292.
b	Average of monthly cash balances	1b	32,975.
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	452,267.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	452,267.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	6,784.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	445,483.
6	**Minimum investment return.** Enter 5% of line 5	6	22,274.

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	22,274.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	238.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	238.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	22,036.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	22,036.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	22,036.

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	56,555.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	56,555.
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	238.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	56,317.

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					22,036.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 07 ,20 06 ,20 05					
3 Excess distributions carryover, if any, to 2009					
a From 2004	52,155.				
b From 2005	51,710.				
c From 2006	40,716.				
d From 2007	31,319.				
e From 2008	46,901.				
f **Total** of lines 3a through e		222,801.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 56,555.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2009 distributable amount					22,036.
e Remaining amount distributed out of corpus		34,519.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		257,320.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
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)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		52,155.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		205,165.			
10 Analysis of line 9					
a Excess from 2005	51,710.				
b Excess from 2006	40,716.				
c Excess from 2007	31,319.				
d Excess from 2008	46,901.				
e Excess from 2009	34,519.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 foundation had $5,000 or more in assets at any time during the year - see page 28 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).)

BRUCE AND MARY GOODMAN

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.

N/A

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

Check here ▶ [X] 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:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 *Paid during the year* ATTACHMENT 9				
Total . . . . ▶ **3a**				54,530.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	541.	
4 Dividends and interest from securities			14	24,650.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	3,299.	
8 Gain or (loss) from sales of assets other than inventory			18	-93,369.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-64,879.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -64,879.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Bruce Goodman | 5/13/10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date MAY 05 2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00079650	
Firm's name (or yours if self-employed), address, and ZIP code	OSTROW REISIN BERK & ABRAMS, LTD. 455 N CITYFRONT PLAZA DR, STE 2600 CHICAGO, IL 60611-5379	EIN ▶ 36-2938874 Phone no 312-670-7444

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					7.	
		SEE ATTACHED STATEMENT ST PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
22,244.		32,536.					-10,292.	
		SEE ATTACHED STATEMENT LT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
69,651.		152,735.					-83,084.	
TOTAL GAIN(LOSS)							-93,369.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	541.	541.
TOTAL	541.	541.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME		24,650.	24,650.
	TOTAL	24,650.	24,650.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IBF FUND		3,299.	3,299.
	TOTALS	3,299.	3,299.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	2,000.			2,000.
TOTALS	2,000.	0.	0.	2,000.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX		193.	193.
	TOTALS	193.	193.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXECUTIVE ASSET FEES	4,452.	4,452.	
ILLINOIS CHARITABLE BUREAU FD	15.		15.
SECRETARY OF STATE	10.		10.
TOTALS	4,477.	4,452.	25.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FORD MOTOR CO CAP		
ZIMMER HOLDINGS	2,342.	16,551.
THORNBURG MORTGAGE INC.	56,276.	3.
NUVEEN REAL ESTATE INC. FUND	80,328.	42,824.
WESTERN ASSET EMERGING MKTS	20,213.	23,192.
SEE ATTACHED STATEMENT	396,887.	402,126.
TOTALS	556,046.	484,696.

OPPENHEIMER

Oppenheimer & Co. Inc.
125 Broad Street
New York, NY 10004
(212) 668-8000
Member of All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R)CASH	540	T	27.1846	28.03	14,679.70	15,136.20	457	5.99%	907	3.69
ALTRIA GROUP INC	(C)CASH	810	MO	19.5413	19.63	15,828.49	15,900.30	72	6.92%	1101	3.87
ASTRAZENECA PLC SPONSORED ADR	(L)CASH	320	AZN	46.8299	46.94	14,985.57	15,020.80	35	4.45%	668	3.66
BP PLC SPONSORED ADR	(G)CASH	360	BP	69.8187	57.97	25,134.74	20,869.20	(4,266)	5.79%	1209	5.09
BOEING CO	(S)CASH	160	BA	43.8977	54.13	7,023 63	8,660.80	1,637	3.10%	268	2.11
BRISTOL MYERS SQUIBB CO	(L)CASH	670	BMY	24.2581	25.25	16,252.90	16,917.50	665	5.06%	857	4.12
CHEVRON CORP NEW	(G)CASH	210	CVX	54.4124	76.99	11,426.60	16,167.90	4,741	3.53%	571	3.94
CONOCOPHILLIPS	(G)CASH	230	COP	50.954	51.07	11,719.42	11,746.10	27	3.91%	460	2.86
DIAGEO P L C SPON ADR NEW	(J)CASH	260	DEO	57.66	69.41	14,991.60	18,046.60	3,055	3.26%	588	4.40

A32

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FPL GROUP INC	(T)CASH	220	FPL	49.3162	52.82	10,849.56	11,620.40	771	3.57%	415	2.83
GENERAL ELECTRIC CO	(T)CASH	660	GE	35.1298	15.13	23,185.67	9,985.80	(13,200)	2.64%	264	2.43
GENUINE PARTS CO	(P)CASH	400	GPC	44.38	37.96	17,752.00	15,184.00	(2,568)	4.21%	640	3.70
HSBC HLDGS PLC SPON ADR NEW	(I)CASH	240	HBC	44.8034	57.09	10,752.82	13,701.60	2,949	2.97%	408	3.34
HEALTH CARE REIT INC REIT	(I)CASH	320	HCN	43.9478	44.32	14,063.29	14,182.40	119	6.13%	870	3.46
HEINZ H J CO	(J)CASH	430	HNZ	38.553	42.76	16,577.80	18,386.80	1,809	3.92%	722	4.48
INTEL CORP	(Q)CASH	420	INTC	19.3984	20.40	8,147.33	8,568.00	421	2.74%	235	2.09
JOHNSON & JOHNSON	(L)CASH	130	JNJ	56.0283	64.41	7,283.68	8,373.30	1,090	3.04%	254	2.04
KIMBERLY CLARK CORP	(F)CASH	230	KMB	70.0445	63.71	16,110.24	14,653.30	(1,457)	3.76%	552	3.57
KRAFT FOODS INC CL A	(J)CASH	550	KFT	32.0786	27.18	17,643.23	14,949.00	(2,694)	4.26%	638	3.64
LILLY ELI & CO	(L)CASH	460	LLY	48.2086	35.71	22,175.96	16,426.60	(5,749)	5.48%	901	4.00
MICROSOFT CORP	(Q)CASH	350	MSFT	18.683	30.48	6,539.05	10,668.00	4,129	1.70%	182	2.60
NOKIA CORP SPONSORED ADR	(M)CASH	760	NOK	15.9211	12.85	12,100.04	9,766.00	(2,334)	3.05%	298	2.38
PETROCHINA CO LTD SPONSORED ADR	(G)CASH	80	PTR	53.3046	118.96	4,264.37	9,516.80	5,252	2.99%	285	2.32
PHILIP MORRIS INTL INC	(C)CASH	340	PM	37.4526	48.19	12,733.89	16,384.60	3,651	4.81%	788	3.99
3M CO	(L)CASH	200	MMM	58.598	82.67	11,719.60	16,534.00	4,814	2.46%	408	4.03
TRAVELERS COMPANIES INC	(I)CASH	160	TRV	39.5161	49.86	6,322.58	7,977.60	1,655	2.64%	211	1.94
UNILEVER N V N Y SHS NEW	(J)CASH	490	UN	22.7213	32.33	11,133.45	15,841.70	4,708	2.85%	452	3.86

OPPENHEIMER

Oppenheimer & Co. Inc.
125 Broad Street
New York, NY 10004
(212) 668-8000
Member of All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

BRIAN R ISRAEL CPA
OSTROW REISIN BERK& ABRAMS LTD
NBC TOWER #2600

DUPLICATE FOR:
MARY & BRUCE GOODMAN FUND
IAS SCHAFER CULLEN HIGH DIV

Page	Account Number	Financial Advisor	Period Ending
4 of 9	G40-0125311	ISRAELITE, GERALD/ISRAELITE -	12/31/09

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VERIZON COMMUNICATIONS INC	(R)CASH	460	VZ	35.6882	33.13	16,416.56	15,239.80	(1,177)	5.73%	874	3.71
VODAFONE GROUP PLC NEW SPONS ADR NEW	(R)CASH	680	VOD	28.0493	23.09	19,073.52	15,701.20	(3,372)	5.59%	877	3.84
SUB-TOTAL COMMON STOCK..........						396,887.29	402,126.30	5,240		16914	97.99
TOTAL EQUITIES..........						396,887.29	402,126.30	5,240		16914	97.99

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
IBF FUND LIQUIDATING	46,203.	2,214.
TOTALS	46,203.	2,214.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE IRC SEC 501(C)(3)	CHARITABLE	40,930
SEE ATTACHED SCHEDULE	NONE IRC SEC 501(C)(3)	CHARITABLE	13,600
		TOTAL CONTRIBUTIONS PAID	54,530

04/23/10

Mary & Bruce Goodman Fund
Transaction Detail by Account
January through December 2009

Type	Date	Num	Name	Amount
Check	2/11/2009	2838	RAVINIA FESTIVAL	6,000 00
Check	2/11/2009	2839	EVANS SCHOLARS FOUNDATION	450.00
Check	2/11/2009	2840	KIWANIS CLUB OF EVANSTON	140.00
Check	2/24/2009	2841	HIGHLAND PARK HISTORICAL SOCIETY	250.00
Check	4/13/2009	2842	CHICAGO PUBLIC RADIO	250 00
Check	4/13/2009	2843	CHICAGO CRIME COMMISSION	1,400.00
Check	4/15/2009	2844	AMERICAN CANCER SOCIETY	25 00
Check	4/16/2009	2845	AMERICAN JEWISH COMMITTEE	250.00
Check	4/16/2009	2846	NORTH SHORE SENIOR CENTER	200 00
Check	4/16/2009	2847	CHICAGO HISTORY MUSEUM	250.00
Check	4/16/2009	2848	NOTRE DAME HIGH SCHOOL FOR GIRLS	0.00
Check	4/21/2009	2849	THE UNION LEAGUE BOYS & GIRLS CLUBS	50.00
Check	4/23/2009	2850	CONSUMER REPORTS FOUNDATION	25.00
Check	4/30/2009	2851	CARE USA	250 00
Check	4/30/2009	2852	DANIEL MURPHY SCHOLARSHIP FOUNDATION	950 00
Check	4/30/2009	2853	NATIONAL MULTIPLE SCLEROSIS SOCIETY	745.00
Check	5/5/2009	2854	YEA I HIGHLAND PARK	5,000.00
Check	5/5/2009	2855	NOTRE DAME HIGH SCHOOL FOR GIRLS	1,500.00
Check	5/6/2009	2856	NORTHWESTERN UNIVERSITY	400.00
Check	5/6/2009	2857	MENTAL HEALTH ASSOCIATION OF NORTH SHORE	250.00
Check	5/6/2009	2858	DOCTORS WITHOUT BORDERS	100.00
Check	5/6/2009	2859	BOYS & GIRLS CLUBS OF CHICAGO	250 00
Check	5/6/2009	2860	CHICAGO BOTANIC GARDEN	0.00
Check	5/12/2009	2862	ARTS CLUB OF CHICAGO	1,500.00
Check	5/27/2009	2863	CHICAGO CRIME COMMISSION	2,500.00
Check	5/27/2009	2864	AM SHALOM	2,650.00
Check	5/27/2009	2865	FAMILY NETWORK	200.00
Check	5/29/2009	2866	DOCTORS WITHOUT BORDERS	100.00
Check	6/3/2009	2867	HIGHLAND PARK COMMUNITY FOUNDATION	1,000 00
Check	6/4/2009	2868	NORTH LAWNDALE COLLEGE PREP HIGH SCHOOL	500 00
Check	6/12/2009	2869	RON SANTO GOLF EXPERIENCE	2,500.00
Check	6/15/2009	2870	EVANS SCHOLARS FOUNDATION	500 00
Check	6/17/2009	2871	NORTHWESTERN UNIVERSITY	350 00
Check	6/18/2009	2872	THE USO	25 00
Check	6/18/2009	2873	SALEM HIGH SCHOOL ALUMNI ASSOCIATION	50.00
Check	6/25/2009	2874	RAVINIA FESTIVAL	100 00
Check	7/1/2009	2875	AMERICAN CANCER SOCIETY	50.00
Check	7/1/2009	2876	ANTI DEFAMATION LEAGUE	250.00
Check	7/8/2009	2877	AMERICAN LIVER FOUNDATION	400.00
Check	7/15/2009	2878	NORTHWESTERN GRIDIRON NETWORK	175 00
Check	7/15/2009	2879	DUKE VARSITY CLUB	250 00
Check	7/16/2009	2880	NORTHWESTERN UNIVERSITY	0 00
Check	7/22/2009	2881	DUKE UNIVERSITY	45 00
Check	8/6/2009	2883	GOODMAN THEATRE	3,500 00
Check	8/12/2009	2884	MUSEUM OF SCIENCE & INDUSTRY	250 00
Check	8/14/2009	2885	HOPE FOUNDATION	500 00
Check	8/14/2009	2886	EVANS SCHOLARS FOUNDATION	300 00
Check	9/22/2009	2887	MARINE BIOLOGICAL LABORATORY	500 00
Check	9/22/2009	2888	KIWANIS CLUB OF HIGHLAND PARK- HIGHWOOD	100.00
Check	9/30/2009	2889	RAVINIA FESTIVAL	100.00
Check	10/8/2009	2890	AMERICAN LIVER FOUNDATION	100 00
Check	10/15/2009	2891	HABITAT FOR HUMANITY	50.00
Check	10/15/2009	2892	BETWEEN FRIENDS	100 00
Check	10/15/2009	2893	CHICAGO BOTANIC GARDEN	250.00
Check	11/18/2009	2894	VAIL VALLEY MEDICAL CENTER FOUNDATION	100 00
Check	11/19/2009	2895	UNITED WAY OF THE NORTH SHORE	300.00
Check	11/19/2009	2896	COMMUNITY HEALTH	100.00
Check	11/19/2009	2897	KIWANIS CLUB OF EVANSTON	200 00
Check	11/19/2009	2898	VOLUNTEER POOL OF HIGHLAND PARK	100 00
Check	11/23/2009	2899	CAMP MANITO-WISH YMCA	250.00
Check	11/23/2009	2900	CHICAGO COUNCIL ON FOREIGN RELATIONS	100.00
Check	11/30/2009	2901	CARE USA	100 00
Check	11/30/2009	2902	IREM FOUNDATION	100 00
Check	11/30/2009	2903	MENTAL HEALTH ASSOCIATION OF NORTH SHORE	250.00
Check	12/2/2009	2904	EVANS SCHOLARS FOUNDATION	50 00
Check	12/2/2009	2905	CHICAGO FOOD DEPOSITORY	50 00
Check	12/2/2009	2906	PLANNED PARENTHOOD	100 00
Check	12/2/2009	2907	FULCRUM POINT	100.00
Check	12/3/2009	2908	THE ART CENTER	100.00
Check	12/3/2009	2909	SHORE COMMUNITY SERVICES	200.00
Check	12/3/2009	2910	COLLEGE BOUND OPPORTUNITIES	200 00
Check	12/4/2009	2911	DELTA TAU EDUCATIONAL FOUNDATION	100 00
Check	12/11/2009	2912	HIGHLAND PARK STRINGS	200 00
Check	12/11/2009	2913	JEWISH COUNCIL ON URBAN AFFAIRS	50 00
Check	12/16/2009	2914	ERIKSON INSTITUTE	100.00
Check	12/16/2009	2915	VOICES FOR ILLINOIS CHILDREN	100.00
Check	12/16/2009	2916	MARYVILLE ACADEMY	100 00
Check	12/16/2009	2917	NATURE CONSERVANCY	250 00
				$40,930.

Mary & Bruce Goodman Fund
Donations
12/31/2009

Recipient Name	Relationship to Contributor	Purpose of Grant or Contribution	Amount
ARA Parseghian Medical Research Foundation	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	250 00
Doctors without Borders	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	100 00
Nature Conservancy	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	300 00
Heifer International	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	100 00
Northwestern University	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	3,000 00
Daniel Murphy Scholarship	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	9,750 00
New Foundation of Hope	None IRC Sec 501 '(c)(3)	Educational, Scientific or Charitable	100 00
			13,600 00

Realized Gain/(Loss) From 01/01/2009 To 12/31/2009
Held At Oppenheimer & Co.
Report printed on 04/22/2010 01:32 PM

MARY & BRUCE GOODMAN FUND
IAS SCHAFER CULLEN HIGH DIV
ATTN BRUCE K GOODMAN
899 SKOKIE BLVD #532
NORTHBROOK IL 60062
H:847-509-8822

FA: Israelite, Gerald/
FA# YG2

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
160	AT&T INC	27 1950	03/13/2006	4,351 20	27 2300	01/07/2009	4,356 77	5.57	0.13%	L
300	BANK OF AMERICA CORPORATION	46.2400	01/03/2005	13,872 00	7 1483	01/16/2009	2,144 48	(11,727 52)	-84.54%	L
150	BANK OF AMERICA CORPORATION	46.7700	03/17/2006	7,015.50	7.1483	01/16/2009	1,072 24	(5,943.26)	-84 72%	L
100	BANK OF AMERICA CORPORATION	32 3888	10/06/2008	3,238 88	7 1483	01/16/2009	714.83	(2,524 05)	-77 93%	S
230	BRISTOL MYERS SQUIBB CO	25 4500	01/03/2005	5,853 50	22 5010	01/07/2009	5,175 20	(678 30)	-11.59%	L
452	CEMEX SAB DE CV SPON ADR NEW	18 1472	01/03/2005	8,202.53	5 9502	02/20/2009	2,689 47	(5,513.06)	-67.21%	L
28	CEMEX SAB DE CV SPON ADR NEW	15 3200	06/14/2005	428.96	5 9502	02/20/2009	166.60	(262.36)	-61.16%	L
160	CEMEX SAB DE CV SPON ADR NEW	32 9100	03/17/2006	5,265 60	5 9502	02/20/2009	952 03	(4,313.57)	-81.92%	L
15	CEMEX SAB DE CV SPON ADR NEW	38 3900	06/12/2007	575 85	5 9502	02/20/2009	89.25	(486.60)	-84 50%	L
23	CEMEX SAB DE CV SPON ADR NEW	28 1583	06/05/2008	647 64	5.9502	02/20/2009	136 85	(510.79)	-78 87%	S
300	DOW CHEM CO	49.7300	01/03/2005	14,919 00	8 0156	02/20/2009	2,404 66	(12,514.34)	-83.88%	L
170	DOW CHEM CO	43.5300	03/17/2006	7,400.10	8.0156	02/20/2009	1,362.64	(6,037.46)	-81.59%	L
10	FORD MTR CO CAP TR II PFD TR CV6 5% MAT 1/15/32 CUM D&I MOODYS CAA1 CALL 01/15/07 @$51	52 8400	01/03/2005	528.40	11.0677	04/06/2009	110.68	(417.72)	-79.05%	L
70	FORD MTR CO CAP TR II PFD TR CV6.5% MAT 1/15/32 CUM D&I MOODYS CAA1 CALL 01/15/07 @$51	52 8400	01/03/2005	3,698 80	8.3591	03/26/2009	585.13	(3,113.67)	-84.18%	L
190	FORD MTR CO CAP TR II PFD TR CV6 5% MAT 1/15/32 CUM D&I MOODYS CAA1 CALL 01/15/07 @$51	52 8400	01/03/2005	10,039.60	8.3696	04/02/2009	1,590.21	(8,449.39)	-84.16%	L
60	FORD MTR CO CAP TR II PFD TR CV6.5% MAT 1/15/32 CUM D&I MOODYS CAA1 CALL 01/15/07 @$51	42.2590	07/18/2005	2,535.54	11.0677	04/06/2009	664.06	(1,871.48)	-73.81%	L

Realized Gain/(Loss) From 01/01/2009 To 12/31/2009
Held At Oppenheimer & Co.
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Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
190	FORD MTR CO CAP TR II PFD TR CV6.5% MAT 1/15/32 CUM D&I MOODYS CAA1 CALL 01/15/07 @$51	31.2982	11/25/2005	5,946.66	11 0677	04/06/2009	2,102.85	(3,843 81)	-64 64%	L
130	FORD MTR CO CAP TR II PFD TR CV6.5% MAT 1/15/32 CUM D&I MOODYS CAA1 CALL 01/15/07 @$51	30 0400	03/17/2006	3,905.20	11.0677	04/06/2009	1,438.79	(2,466.41)	-63 16%	L
30	GENUINE PARTS CO	43 7000	01/03/2005	1,311.00	36.9853	01/07/2009	1,109.55	(201 45)	-15 37%	L
170	HCP INC REIT	27 4100	01/03/2005	4,659 70	19.5475	04/03/2009	3,323 05	(1,336.65)	-28 69%	L
170	HCP INC REIT	28.5100	03/17/2006	4,846 70	19.5475	04/03/2009	3,323.05	(1,523.65)	-31 44%	L
380	JPMORGAN CHASE & CO COM	39 3000	01/03/2005	14,934 00	19 9692	02/24/2009	7,588.25	(7,345.75)	-49.19%	L
140	JPMORGAN CHASE & CO COM	41.4600	03/17/2006	5,804 40	19 9692	02/24/2009	2,795.67	(3,008 73)	-51.84%	L
20	KIMBERLY CLARK CORP	70 3534	10/01/2007	1,407 07	65 7965	11/23/2009	1,315.89	(91 18)	-6.48%	L
90	KIMBERLY CLARK CORP	70 3534	10/01/2007	6,331 80	58.2800	08/17/2009	5,245 06	(1,086.74)	-17 16%	L
120	KRAFT FOODS INC CL A	32 0786	06/03/2008	3,849 43	27 7700	08/17/2009	3,332.31	(517.12)	-13 43%	L
250	MORGAN STANLEY COM NEW	25 3304	03/25/2009	6,332 60	32 9567	10/30/2009	8,238.95	1,906.35	30 10%	S
10	UNILEVER N V N Y SHS NEW	22.2298	07/18/2005	222.30	31 4362	11/23/2009	314.35	92.05	41 41%	L
170	UNILEVER N V N Y SHS NEW	22 2298	07/18/2005	3,779 07	31.7357	10/30/2009	5,394.93	1,615.86	42.76%	L
680	US BANCORP DEL COM NEW	32.8182	06/03/2008	22,316 38	19.3441	06/01/2009	13,153.65	(9,162.73)	-41.06%	S
140	VERIZON COMMUNICATIONS INC	38 8634	01/03/2005	5,440.88	31.8682	01/07/2009	4,461.52	(979.36)	-18 00%	L
200	VODAFONE GROUP PLC NEW SPONS ADR NEW	28 0493	04/18/2007	5,609 86	22 7101	11/23/2009	4,541.89	(1,067.97)	-19 04%	L
			TOTAL	194,433 20			103,892.68			

	TOTAL ST COST	32535.50	TOTAL ST PROCEEDS	22,244.28	
	TOTAL LT COST	152,734.65	TOTAL LT PROCEEDS	69,650.58	
	TOTAL COST	185,270.00	TOTAL PROCEEDS	91,894.86	

	TOTAL SHORT TERM GAIN/(LOSS)	- 10,291.22	
	TOTAL LONG TERM GAIN/(LOSS)	- 83,084.07	

TOTAL - 93,375.29

Positions and/or balances marked with an * have been posted to a non-U S. currency account
The information and statistical data contained herein have been obtained from sources which we believe to be reliable but are in no way warranted by us as to accuracy or completeness. This report is intended to be an analysis and should not be relied upon for accuracy unless it conforms with the official records of the firm. Accordingly, you should rely only on the monthly statement as the official record of your valued Oppenheimer & Co. account.