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FOR HURRICANE SANDY RELIEF

Form **990-PF**

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

OMB No 1545-0052

2011

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 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE GOODMAN CHARITABLE TRUST
C/O MARCUM LLP

Number and street (or P O box number if mail is not delivered to street address) Room/suite
10 MELVILLE PARK ROAD

City or town, state, and ZIP code
MELVILLE, NY 11747-3146

A Employer identification number
11-6479000

B Telephone number (see instructions)
(516) 992-5900

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 57,723.

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

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		63,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		950.	950.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		800.			
b Gross sales price for all assets on line 6a	5,751.				
7 Capital gain net income (from Part IV, line 2)			800.		
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)		110.	110.		ATCH 2
12 Total Add lines 1 through 11		64,860.	1,860.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		179.	29.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 4		1,209.	1,034.		175.
24 Total operating and administrative expenses. Add lines 13 through 23		1,388.	1,063.		175.
25 Contributions, gifts, grants paid		72,484.			72,484.
26 Total expenses and disbursements Add lines 24 and 25		73,872.	1,063.		72,659.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-9,012.			
b Net investment income (if negative, enter -0-)			797.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA ** ATCH 3

Form 990-PF (2011)

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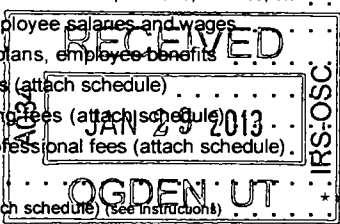
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SCANNED FEB 05 2013



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		8,266.	1,988.	1,988.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach 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 5			30,883.	28,483.	38,152.
	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 6			-4,647.	-5,841.	500.	
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation (attach schedule) ▶						
15	Other assets (describe ▶ ATCH 7)			16,223.	17,083.	17,083.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			50,725.	41,713.	57,723.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)					0
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			50,725.	41,713.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)			50,725.	41,713.		
31	Total liabilities and net assets/fund balances (see instructions)			50,725.	41,713.		

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	50,725.
2	Enter amount from Part I, line 27a	2	-9,012.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	41,713.
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	41,713.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	800.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 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))
2010	99,863.	67,867.	1.471452
2009	92,608.	75,816.	1.221484
2008	107,429.	97,468.	1.102198
2007	83,945.	85,806.	0.978312
2006	83,891.	88,132.	0.951879
2	Total of line 1, column (d)	2	5.725325
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	1.145065
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	76,336.
5	Multiply line 4 by line 3	5	87,410.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8.
7	Add lines 5 and 6	7	87,418.
8	Enter qualifying distributions from Part XII, line 4 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	8	72,659.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	16.
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	16.
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	16.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	150.
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	150.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	134.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 134. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c	N/A	
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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 instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of MARCUM LLP Telephone no 631-414-4000
Located at 10 MELVILLE PARK ROAD MELVILLE, NY ZIP + 4 11747
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.
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No X

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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
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 X
b If "Yes," did it have excess business holdings in 2011 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 2011) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

5 a 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 instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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) N/A

6 a 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? Yes No
 If "Yes" to 6b, file Form 8870

7 a 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? Yes No

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 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
ATTACHMENT 8		0	0	0

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

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

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 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 ▶

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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	43,519.
b	Average of monthly cash balances	1b	17,690.
c	Fair market value of all other assets (see instructions)	1c	16,289.
d	Total (add lines 1a, b, and c)	1d	77,498.
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	
3	Subtract line 2 from line 1d	3	77,498.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,162.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	76,336.
6	Minimum investment return. Enter 5% of line 5.	6	3,817.

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

1	Minimum investment return from Part X, line 6	1	3,817.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	16.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,801.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,801.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,801.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	72,659.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	72,659.
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 instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	72,659.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,801.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 79,762.				
b From 2007 79,785.				
c From 2008 102,556.				
d From 2009 88,901.				
e From 2010 96,470.				
f Total of lines 3a through e	447,474.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 72,659.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,801.
e Remaining amount distributed out of corpus	68,858.			
5 Excess distributions carryover applied to 2011 (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	516,332.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	79,762.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	436,570.			
10 Analysis of line 9				
a Excess from 2007 79,785.				
b Excess from 2008 102,556.				
c Excess from 2009 88,901.				
d Excess from 2010 96,470.				
e Excess from 2011 68,858.				

Part XIV Private Operating Foundations (see 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 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII, line 4...; d Amounts included in line 2c not used directly for active conduct...; e Qualifying distributions made directly for active conduct...; 3 Complete 3a, b, or c for the alternative test...; a "Assets" alternative test...; b "Endowment" alternative test...; c "Support" alternative test...

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

1 Information Regarding Foundation Managers:

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

N/A

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 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 <i>Paid during the year</i> ATTACHMENT 9				
Total ▶ 3a				72,484.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both (b) and (d).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature: [Signature] Date: 1/25/2013 Title: TRUSTEE

Paid Preparer Use Only Print/Type preparer's name: Peter E. Buell Preparer's signature: [Signature] Date: 1/24/13 Check [] if self-employed PTIN: P00087200 Firm's name: MARCUM LLP Firm's address: 10 MELVILLE PARK RD MELVILLE, NY 11747 Firm's EIN: 11-1986323 Phone no: 631 414-4000

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization THE GOODMAN CHARITABLE TRUST C/O MARCUM LLP	Employer identification number 11-6479000
---	---

Organization type (check one)

Filers of:

Section:

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

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

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE GOODMAN CHARITABLE TRUST
C/O MARCUM LLP

Employer identification number
11-6479000

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JIM GOODMAN ----- C/O 10 MELVILLE PARK ROAD ----- MELVILLE, NY 11747 -----	\$ ----- 63,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GOODMAN CHARITABLE TRUST
C/O MARCUM LLP

Employer identification number
11-6479000

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

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

Name of organization THE GOODMAN CHARITABLE TRUST C/O MARCUM LLP	Employer identification number 11-6479000
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	3.	3.
PASS THRU K-1: JABA ASSOCIATES		
INTEREST INCOME	516.	516.
DIVIDENDS	431.	431.
TOTAL	<u>950.</u>	<u>950.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THRU K-1: JABA ASSOC- ORDINARY INCOME	-16.	-16.
THRU K-1: JABA ASSOC- OTHER PORTF INC	151.	151.
THRU K-1: JABA ASSOC- RENTAL INCOME	-25.	-25.
TOTALS	<u>110.</u>	<u>110.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	150.	
FOREIGN WITHHOLDING TAXES	29.	29.
TOTALS	<u>179.</u>	<u>29.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PASS THRU K-1: JABA ASSOCIATES			
TRADE/BUSINESS EXPENSE	333.	333.	
PORTFOLIO DEDUCTIONS	521.	521.	
OTHER DEDUCTIONS	50.	50.	
BANK CHARGES	130.	130.	
NYS ANNUAL FILING FEES	50.		50.
PUBLICATION NOTICE	125.		125.
TOTALS	<u>1,209.</u>	<u>1,034.</u>	<u>175.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
11 QTY BERKSHIRE HATHAWAY HLDG	26,400.	24,000.	38,150.
100 QTY LEHMAN BROS HOLDG INC	4,483.	4,483.	2.
TOTALS	<u>30,883.</u>	<u>28,483.</u>	<u>38,152.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN JABA ASSOCIATES	-5,147.	-6,341.	
STATE OF ISRAEL BONDS	500.	500.	500.
TOTALS	<u>-4,647.</u>	<u>-5,841.</u>	<u>500.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM INVESTMENT IN JABA	16,223.	17,083.	17,083.
TOTALS	<u>16,223.</u>	<u>17,083.</u>	<u>17,083.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

BRUCE GOODMAN
C/O MURRAY HILL PROP
1140 AVE. OF AMERICAS
NEW YORK, NY 10036

TRUSTEE 0 0 0

1.00

ANDREW GOODMAN
C/O F. WALTER PACKAGING
2900 GRANT AVENUE, PO BOX 16223
PHILADELPHIA, PA 19114

TRUSTEE 0 0 0

1.00

BARRY B. SEIDEL
C/O MP&S LLP
88 FROEHLIC FARM BLVD.
WOODBURY, NY 11797

TRUSTEE 0 0 0

1.00

PETER BUELL
C/O MARCUM LLP
10 MELVILLE PARK ROAD
MELVILLE, NY 11747

TRUSTEE 0 0 0

1.00

GRAND TOTALS

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

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SCHEDULE ATTACHED

NONE
501 (C) 3

SEE SCHEDULE ATTACHED

72,484

TOTAL CONTRIBUTIONS PAID

72,484

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
JABA ASSOC. FLOW THRU - OTHER INCOME			18	-176.	
TOTALS				<u>-176.</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust **THE GOODMAN CHARITABLE TRUST** Employer identification number
C/O MARCUM LLP **11-6479000**

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,261.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-2,261.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,061.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	3,061.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-2,261.
14	Net long-term gain or (loss):			
a	Total for year	14a		3,061.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		800.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (if line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)			30
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

FEDERAL FOOTNOTES

PART XV SUPPLEMENTARY INFORMATION

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THE SCHEDULE DETAILING CONTRIBUTIONS PAID DURING THE YEAR REFLECTS CONTRIBUTIONS DISTRIBUTED TO ORGANIZATIONS DEVOTED TO THE FIELDS OF MEDICAL SERVICE, COMMUNITY SERVICE, EDUCATION, AND THE LIKE. NO PAYMENTS WERE MADE TO RELATIVES BY BLOOD, MARRIAGE OR ADOPTION, OR TO ANY PERSON OR CORPORATION HAVING AN INTEREST IN THE CORPORATION, SUCH AS CREATOR, DONOR, ETC. ALL CONTRIBUTIONS PAID ARE FOR THE GENERAL PURPOSE AND USE OF THE RECIPIENTS.

THE GOODMAN CHARITABLE TRUST
 EIN. 11-6479000
 FOR THE YEAR ENDED 12/31/2011
 Contributions, Gifts Grants Paid During the Year

Form 990-PF, Part XV, Line 3a

<u>RECIPIENT: NAME AND ADDRESS</u>	<u>RELATIONSHIP TO ANY FOUNDATION MANAGER/SUSTANTIAL CONTRIBUTOR</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ACTORS FUND NEW YORK, NY 10058	NONE	501 (c)(3) - PUBLIC CHARITY	PERFORMING ARTS AND ENTERTAINMENT	\$ 100
ANTI DEFAMATION LEAGUE NEW YORK, NY 10020	NONE	501 (c)(3) - PUBLIC CHARITY	COMBATTING ANTI SEMITISM	1,000
ADOPT A PLATOON SAN BENITO, TX 78586-7340	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORT TO DEPLOYED SOLDIERS	350
AIPAC WASHINGTON, DC 20001	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORTING PUBLIC POLICY FOR ISRAEL	2,600
ALBERT EINSTEIN COLLEGE BRONX, NY 10452	NONE	501 (c)(3) - PUBLIC CHARITY	EDUCATIONAL	600
ALZHEIMERS COMMUNITY CARE INC WEST PALM BEACH, FL 33407	NONE	501 (c)(3) - PUBLIC CHARITY	ALZHEIMERS RESEARCH AND CURE	200
ALZHEIMERS COMMUNITY CARE INC WEST PALM BEACH, FL 33407	NONE	501 (c)(3) - PUBLIC CHARITY	ALZHEIMERS RESEARCH AND CURE	650
AMERICAN FRIENDS OF ISRAEL NEW YORK, NY 10018	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORTING PUBLIC POLICY FOR ISRAEL	500
ASSOCIATION FOR FIREFIGHTERS & PARAMEDICS	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	100
BIRTH RIGHT ISRAEL	NONE	501 (c)(3) - PUBLIC CHARITY	EDUCATIONAL	400
BOCA RATON MUSEUM OF ART BOCA RATON, FL 33432	NONE	501 (c)(3) - PUBLIC CHARITY	PROMOTING THE ARTS & CULTURE	700
BOYS & GIRLS CLUB OF PALM BEACH WEST PALM BEACH, FL 33407	NONE	501 (c)(3) - PUBLIC CHARITY	SERVING CHILDRENS PROGRAMS & DEVELOPMENT	1,500
BREAST CANCER RESEARCH FOUNDATION NEW YORK, NY 10022	NONE	501 (c)(3) - PUBLIC CHARITY	BREAST CANCER RESEARCH AND CURE	3,150
BRIGHAM WOMENS HOSPITAL BOSTON, MA 02115	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	1,500
CENTRAL PARK CONSERVANCY NEW YORK, NY 10022	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORTING AND PRESERVATION OF NATURAL RESOURCES	2,800
CHEMOTHERAPY FDN NEW YORK, NY 10016	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	250
CHILDRENS CAUSE FOR CANCER ADVOCACY SILVER SPRING, MD 20910	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	200
COLGATE UNIVERSITY HAMILTON, NY 13346	NONE	501 (c)(3) - PUBLIC CHARITY	EDUCATIONAL	3,100

THE GOODMAN CHARITABLE TRUST
 EIN 11-6479000
 FOR THE YEAR ENDED 12/31/2011

COMMUNITY CHEST - VIRGINIA CITY, NV 89440	NONE	501 (c)(3) - PUBLIC CHARITY	PROGRAMS FOR CHILDREN WITH SPECIAL NEEDS	350
CONGREGATION EMANUAL DENVER, CO 80220	NONE	501 (c)(3) - PUBLIC CHARITY	RELIGIOUS	3,750
BREAST CANCER RESEARCH FOUNDATION NEW YORK, NY 10022	NONE	501 (c)(3) - PUBLIC CHARITY	BREAST CANCER RESEARCH AND CURE	250
FEED THE CHILDREN OKLAHOMA CITY, OK 73107	NONE	501 (c)(3) - PUBLIC CHARITY	PROGRAMS TO RESCUE CHILDREN FROM HUNGER	150
FLORIDA EMT & PAAMEDICS CORAL SPRINGS, FL 33065	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	50
FRIENDS OF HEBREW INTERNATIONAL NEW YORK, NY 10004	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	850
FRIENDS OF IDF NEW YORK, NY 10018	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORT FOR MEN AND WOMEN SOLDIERS IN ISRAEL	250
FRIENDS OF MORSELIFE INC WEST PALM BEACH, FL 33417	NONE	501 (c)(3) - PUBLIC CHARITY	SENIOR HOUSING AND SUPPORT SERVICES	650
THE CHARLES DECKER FOUNDATION - BRONX, NY 10452	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORT CHILDREN IN NEED IN THE DOMINICAN REPUBLIC	450
HABITAT FOR HUMANITY	NONE	501 (c)(3) - PUBLIC CHARITY	BUILDING HOMES FOR THOSE IN NEED	200
HELP HOSPITALIZED VETERANS WINCHESTER, CA 92597	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORT SERVICES AND PROGRAMS TO VETERANS	325
HILLCREST JEWISH CENTER FLUSHING, NY 11366	NONE	501 (c)(3) - PUBLIC CHARITY	RELIGIOUS	250
HOSPITAL FOR SPECIAL SURGERY NEW YORK, NY 10021	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	1,000
INWOOD CHARITIES INWOOD, NY 11096	NONE	501 (c)(3) - PUBLIC CHARITY	SOCIAL SERVICES	200
ISREALI DEFENSE FUND NEW YORK, NY 10018	NONE	501 (c)(3) - PUBLIC CHARITY	SUPPORTING PUBLIC POLICY FOR ISRAEL	100
JEWISH FAMILY CHILDRENS SERVICE NEW YORK, NY 10020	NONE	501 (c)(3) - PUBLIC CHARITY	COMMUNITY SERVICES AND PROGRAMS FOR CHILDREN	150
JEWISH FEDERATION OF PALM BEACH WEST PALM BEACH, FL 33417	NONE	501 (c)(3) - PUBLIC CHARITY	COMMUNITY AND SOCIAL SERVICE PROGRAMS	3,000
JEWISH MUSEUM NEW YORK, NY 10128	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	150
BROWN UNIVERSITY- PROVIDENCE, RI	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	500
JUVENILE DIABETES FOUNDATION CEDARHURST, NY 11516	NONE	501 (c)(3) - PUBLIC CHARITY	DIABETIC RESEARCH AND CURE	200
KRAVIS CENTER WEST PALM BEACH, FL 33401	NONE	501 (c)(3) - PUBLIC CHARITY	PERFORMING ARTS & CULTURE	3,300

THE GOODMAN CHARITABLE TRUST
 EIN: 11-6479000
 FOR THE YEAR ENDED 12/31/2011

LENOX HILL HOSPITAL NEW YORK, NY 10021	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	1,000
LIGHTHOUSE INTERNATIONAL NEW YORK, NY 10022	NONE	501 (c)(3) - PUBLIC CHARITY	SERVICES FOR THE BLIND AND VISUALLY IMPAIRED	600
LEUKEMIA & LYMPHOMA SOCIETY WHITEPLAINS, NY 10065	NONE	501 (c)(3) - PUBLIC CHARITY	FINDING A CURE AND RESEARCH FOR THE DISEASE	150
LEUKEMIA & LYMPHOMA SOCIETY WHITEPLAINS, NY 10065	NONE	501 (c)(3) - PUBLIC CHARITY	FINDING A CURE AND RESEARCH FOR THE DISEASE	700
MADD IRVING, TX 75062	NONE	501 (c)(3) - PUBLIC CHARITY	PROGRAMS AND SERVICES AGAINST DRIVING DRUNK	100
MARCH OF DIMES FOUNDATION WHITE PLAINS, NY 10605	NONE	501 (c)(3) - PUBLIC CHARITY	RESEARCH AND CURE FOR BIRTH DEFECTS	35
MEIR PANIM RELIEF CENTERS BROOKLYN, NY 11219	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	450
MEMORIAL SLOAN KETTERING NEW YORK, NY 10065	NONE	501 (c)(3) - PUBLIC CHARITY	CANCER RESEARCH, MEDICAL SERVICES AND PROGRAMS	500
METROPOLITAN MUSEUM OF ART NEW YORK, NY 10028	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	350
METROPOLITAN OPERA NEW YORK, NY 10023	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	1,079
MIAMI CITY BALLET MIAMI BEACH, FL 33139	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	350
MORSE LIFE WEST PALM BEACH, FL 33417	NONE	501 (c)(3) - PUBLIC CHARITY	SENIOR HOUSING AND SUPPORT SERVICES	4,145
MOUNT SINAI BREAST HEALTH RESOURCE NEW YORK, NY 10029	NONE	501 (c)(3) - PUBLIC CHARITY	BREAST CANCER RESEARCH AND CURE	200
MOUNT SINAI MEDICAL CENTER INC NEW YORK, NY 10029	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	500
MYRA CRAFT GIVING BACK SCHOLAR BOSTON, MA 02109	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	150
NATIONAL ASSOC OF POLICE CHEFS TITUSVILLE, FL 32780	NONE	501 (c)(3) - PUBLIC CHARITY	LAW ENFORCEMENT	100
NATIONAL JEWISH HEALTH DENVER, CO 80206	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	50
NATIONAL POLICE AND TROOPERS ASSOC SARASOTA, FL 34236	NONE	501 (c)(3) - PUBLIC CHARITY	LAW ENFORCEMENT	100
NEW YORK PRESBYTERIAN HOSPITAL NEW YORK, NY 10065	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	5,700
NINOS DE CRISTO BRONX, NY 10452	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	100
NORTON MUSEUM OF ART PASADENA, CA 91105	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	250
NY SAVES NEW YORK, NY 10019	NONE	501 (c)(3) - PUBLIC CHARITY	DOG RESCUE	150

SCHEDULE OF CHARITABLE CONTRIBUTIONS

THE GOODMAN CHARITABLE TRUST
 EIN: 11-6479000
 FOR THE YEAR ENDED 12/31/2011

OLIVER S HOUSE INC AFRICA	NONE	501 (c)(3) - PUBLIC CHARITY	PROGRAMS TO FEED AND CARE FOR IMPOVERISHED CHILDREN	300
PALM BEACH COUNTRY CLUB FOUNDATION PALM BEACH, FL 33480	NONE	501 (c)(3) - PUBLIC CHARITY	FINANCIAL ASSISTANCE TO PALM BEACH COUNTY CHARITIES	1,100
PALM BEACH OPERA WEST PALM BEACH, FL 33401	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	2,550
PALM BEACH UNITED WAY BOYTON BEACH, FL 33426	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	2,000
PBCC CHARITABLE FOUNDATION	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	1,000
PBRS SPRING	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	1,000
PHI KAPPA TAU FOUNDATION OXFORD, OH 45056	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	150
PITTSBURGH SYMPHONY PITTSBURGH, PA 15222	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	250
BREAST CANCER RESEARCH FOUNDATION NEW YORK, NY 10022	NONE	501 (c)(3) - PUBLIC CHARITY	BREAST CANCER RESEARCH AND CURE	200
PRESERVATION FDN PALM BEACH, FL 33480	NONE	501 (c)(3) - PUBLIC CHARITY	NATURE, CONSERVANCE AND PRESERVATION	350
RAYMOND F KRAVIS CENTER WEST PALM BEACH, FL 33401	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	1,000
RONALD MCDONALD HOUSE NEW YORK, NY 10021	NONE	501 (c)(3) - PUBLIC CHARITY	HOME AWAY FROM HOME FOR CHILDREN AND FAMILIES FACING CANCER	100
SOCIETY OF THE FOUR ARTS PALM BEACH, FL 33480	NONE	501 (c)(3) - PUBLIC CHARITY	ARTS AND CULTURE	2,200
ST BERNARDS SCHOOL NEW YORK, NY 10029	NONE	501 (c)(3) - PUBLIC CHARITY	EDUCATIONAL	500
ST JUDE CHILDRENS RESEARCH HOSPITAL INC MEMPHIS, TN 38105	NONE	501 (c)(3) - PUBLIC CHARITY	CHILDRENS CANCER RESEARCH AND EDUCATION	750
SUNRISE DAY CAMP WHEATLY HEIGHTS, NY 11798	NONE	501 (c)(3) - PUBLIC CHARITY	CHILDRENS PROGRAMS	350
TEMPLE ISRAEL NEW YORK, NY 10021	NONE	501 (c)(3) - PUBLIC CHARITY	RELIGIOUS	1,000
THE JOAN DANCY AND PALS FOUNDATION RED BANK, NJ 07701	NONE	501 (c)(3) - PUBLIC CHARITY	CHARITABLE	150
THE PALM BEACH ZOO WEST PALM BEACH, FL 33405	NONE	501 (c)(3) - PUBLIC CHARITY	HISTORY, EVENTS AND ANIMAL EDUCATION	4,000
TREASURE COAST FOOD BANK FT PIERCE, FL 34946	NONE	501 (c)(3) - PUBLIC CHARITY	EMERGENCY FOOD ASSISTANCE PROGRAMS	150

THE GOODMAN CHARITABLE TRUST
 EIN: 11-6479000
 FOR THE YEAR ENDED 12/31/2011

TRI COUNTY HUMANE BOCA RATON, FL 33433	NONE	501 (c)(3) - PUBLIC CHARITY	HUMANE TREATMENT OF ANIMALS	150
VALANCIA FALLS CANCER RESEARCH DEERFIELD BEACH, FL 33442	NONE	501 (c)(3) - PUBLIC CHARITY	CANCER RESEARCH, MEDICAL SERVICES AND PROGRAMS	200
WEILL CORNELL MEDICAL COLLEGE NEW YORK, NY 10005	NONE	501 (c)(3) - PUBLIC CHARITY	MEDICAL SERVICES	250
WPBS WATERTOWN, NY 13601	NONE	501 (c)(3) - PUBLIC CHARITY	PUBLIC SERVICE RADIO	200
TOTAL CONTRIBUTIONS				\$ 72,484.00

**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)		
3,658.		BERKSHIRE HATHAWAY PROPERTY TYPE: SECURITIES 2,400.				P	12/01/2001	12/20/2011 1,258.	
		PASS THRU: JABA ASSOCIATES ST PROPERTY TYPE: OTHER 2,265.				P	VAR	12/31/2011 -2,265.	
2,084.		PASS THRU: JABA ASSOCIATES LT PROPERTY TYPE: OTHER				P	VAR	12/31/2011 2,084.	
4.		PASS THRU: JABA ASSOCIATES - \$1256 ST PROPERTY TYPE: OTHER				P	VAR	12/31/2010 4.	
5.		PASS THRU: JABA ASSOCIATES -\$1256 LT PROPERTY TYPE: OTHER				P	VAR	12/31/2011 5.	
		PASS THRU JABA- SECTION S 1231 LOSS 286.					VAR	VAR -286.	
TOTAL GAIN (LOSS)								<u>800.</u>	

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE GOODMAN CHARITABLE TRUST C/O MARCUM LLP	Employer identification number (EIN) or <input checked="" type="checkbox"/> 11-6479000
	Number, street, and room or suite no. If a P O box, see instructions 10 MELVILLE PARK ROAD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MELVILLE, NY 11747-3146	
	Enter the Return code for the return that this application is for (file a separate application for each return) 0 4	

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MARCUM LLP

Telephone No ▶ 631 414-4000 FAX No ▶ 631 414-4001

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year 20 11 or
 ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE GOODMAN CHARITABLE TRUST C/O MARCUM LLP	Enter filer's identifying number, see instructions Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions 10 MELVILLE PARK ROAD	<input checked="" type="checkbox"/> 11-6479000	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MELVILLE, NY 11747-3146	<input type="checkbox"/>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of MARCUM LLP
 Telephone No 631 414-4000 FAX No. 631 414-4001

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 2012

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension ALL INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a \$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Marcum LLP Title MARCUM LLP - CPA Date 8/13/12