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

2011

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

, and ending

Name of foundation THE ELLIS GOODMAN FAMILY FOUNDATION		A Employer identification number 36-3566590
Number and street (or P.O. box number if mail is not delivered to street address) 69 PARK AVENUE	Room/suite	B Telephone number (312) 565-6558
City or town, state, and ZIP code GLENCOE, IL 60022		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ 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) \$ 7,865,216. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,912.	11,912.	11,912.	STATEMENT 1
	4 Dividends and interest from securities	139,772.	139,772.	139,772.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,076,079.>			
	b Gross sales price for all assets on line 6a	10,008,005.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	109.	109.	109.	STATEMENT 3	
12 Total. Add lines 1 through 11	<924,286.>	151,793.	151,793.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	25.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	55,235.	55,193.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	55,260.	55,193.	0.	0.
	25 Contributions, gifts, grants paid	556,630.			556,630.
26 Total expenses and disbursements. Add lines 24 and 25	611,890.	55,193.	0.	556,630.	
27 Subtract line 26 from line 12	<1,536,176.>				
a Excess of revenue over expenses and disbursements		96,600.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			151,793.		

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	168,139.	197,706.	197,706.
	3 Accounts receivable ▶ 898.			
	Less. allowance for doubtful accounts ▶		898.	898.
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	9,241,496.	40,000.	28,331.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less. accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	0.	7,626,014.	7,638,281.
	14 Land, buildings, and equipment basis ▶			
	Less. accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	9,409,635.	7,864,618.	7,865,216.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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.				
27 Capital stock, trust principal, or current funds	8,006,062.	9,409,636.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,403,573.	<1,545,018.>		
30 Total net assets or fund balances	9,409,635.	7,864,618.		
31 Total liabilities and net assets/fund balances	9,409,635.	7,864,618.		

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	9,409,635.
2 Enter amount from Part I, line 27a	2	<1,536,176.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,873,459.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAXES	5	8,841.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,864,618.

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 KOVITZ - SEE ATTACHED STMT	P	VARIOUS	VARIOUS
b BERNSTEIN - SEE ATTACHED STMT	P	VARIOUS	VARIOUS
c BERNSTEIN HEDGE FUND	P	VARIOUS	VARIOUS
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 3,673,183.		3,678,867.	<5,684.>
b 4,948,150.		5,445,217.	<497,067.>
c 1,386,672.		1,960,000.	<573,328.>
d			
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<5,684.>
b			<497,067.>
c			<573,328.>
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	<1,076,079.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	<502,751.>

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 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	780,362.	8,191,998.	.095259
2009	961,009.	7,443,994.	.129099
2008	655,687.	9,758,315.	.067193
2007	888,499.	10,312,446.	.086158
2006	966,521.	9,179,855.	.105287

2 Total of line 1, column (d)	2	.482996
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	.096599
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,197,936.
5 Multiply line 4 by line 3	5	791,912.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	966.
7 Add lines 5 and 6	7	792,878.
8 Enter qualifying distributions from Part XII, line 4	8	556,630.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	1,932.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,932.
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	1,932.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,000.	
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	4,068.	
11 Enter the amount of line 10 to be credited to 2012 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2011)

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ELLIS GOODMAN Telephone no ► 312-565-6558
 Located at ► 69 PARK AVENUE, GLENCOE, IL ZIP+4 ► 60022

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 N/A

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?
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► BERMUDA

16	X	No
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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	☐ Yes ☒ No	
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)	<u>N/A</u>	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 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.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

Form 990-PF (2011)

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

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)?

☐ 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)?

N/A

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?

N/A

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ELLIS M. GOODMAN 69 PARK AVENUE, GLENCOE, IL 60022	PRESIDENT/TREASURER			
	0.00	0.	0.	0.
GILLIAN GOODMAN 69 PARK AVANUE, GLENCOE, IL 60022	VICE-PRES./SECRETARY			
	0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A				
	0.00	0.	0.	0.

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

0

Form 990-PF (2011)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		0.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	7,775,297.
b	Average of monthly cash balances	1b	547,481.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,322,778.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,322,778.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	124,842.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,197,936.
6	Minimum investment return. Enter 5% of line 5	6	409,897.

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	409,897.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,932.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,932.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	407,965.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	407,965.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	407,965.

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	556,630.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	556,630.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	556,630.

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.

Form 990-PF (2011)

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				407,965.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	520,028.			
b From 2007	416,652.			
c From 2008	170,597.			
d From 2009	591,771.			
e From 2010	376,744.			
f Total of lines 3a through e	2,075,792.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	556,630.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				407,965.
e Remaining amount distributed out of corpus	148,665.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,224,457.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	520,028.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,704,429.			
10 Analysis of line 9.				
a Excess from 2007	416,652.			
b Excess from 2008	170,597.			
c Excess from 2009	591,771.			
d Excess from 2010	376,744.			
e Excess from 2011	148,665.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- Prior 3 years

(e) Total

- (4) Gross investment income**

2011.03010 THE ELLIS GOODMAN FAMILY FO GOODMAN21

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				
SEE ATTACHED STATEMENT				556,630.
Total			3a	556,630.
b Approved for future payment				
NONE				
Total			3b	0.

The Goodman Family Foundation
Attachment to 990-PF, Part XV 3(a)
36-3566590
December 31, 2011

RECIPIENT NAME	ADDRESS	ADDRESS CONT'D	PURPOSE	AMOUNT
American Association of Royal Actors	555 Madison, Suite 1300	New York, NY 10022	Arts	\$500 00
American Liver Foundation	75 Maiden Lane, Suite 603	New York, NY 10038	Health	\$400 00
American Players Theatre	P O Box 819	Spring Green, WI 53588	Arts	\$500 00
Anti-Defamation League	309 West Washington, Suite 750	Chicago, IL 60606-3296	Community	\$15,000 00
Art Institute	111 South Michigan Avenue	Chicago, IL 60603	Arts	\$2,500 00
Brandeis	Mailstop 122, PO Box 549110	Waltham, MA 02454	Educational	\$10,000 00
Chicago Botanical Garden	1000 Lake Cook Road	Glencoe, IL 60022	Community	\$106,000 00
Chicago Symphony	220 South Michigan Avenue	Chicago, IL 60604	Arts	\$1,000 00
Chicago Youth Centers	218 South Wabash Suite 600	Chicago, IL 60604	Community	\$750 00
Christopher House	2507 N Greenvew	Chicago, IL 60614	Community	\$10,000 00
CJE Senior Life	3003 W Touhy Ave	Chicago, IL 60645	Community	\$325 00
Committee for Senior Housing Aid in Glencoe	675 Village Court	Glencoe, IL 60022	Community	\$250 00
Connie Katz Tribute School (Betty Ford Legacy Fund)	41990 Cook Street, Suite C-301	Palm Desert, CA 92211	Educational	\$5,000 00
Eisenhower Medical Center	39000 Bob Hope Drive	Rancho Mirage, CA 92270	Health	\$1,000 00
Environmental Law & Policy Center	35 East Wacker Dr , Suite 1300	Chicago, IL 60601	Community	\$15,000 00
Enckson Institute	451 N LaSalle	Chicago, IL 60654	Community	\$250 00
Family Farmed org	7115 W North Avenue #504	Oak Park, IL 60302	Environmental	\$15,000 00
Family Service of Glencoe	675 Village Court	Glencoe, IL 60022	Community	\$300 00
FIDF	1430 Broadway	New York, NY 10018	Community	\$500 00
Friend of Glencoe Public Library	320 Park Avenue	Glencoe, IL 60022	Community	\$250 00
Friends of Ryerson Woods	21950 N Riverwoods	Deerfield, IL 60015	Community	\$250 00
Greater Food Depository	4501 S Tripp	Chicago, IL 60632	Community	\$1,000 00
Greenpeace	702 H Street, NW Suite 300	Washington, IL 20001	Environmental	\$2,000 00
Jewish United Fund	30 S Wells St , Room 3134	Chicago, IL 60606	Religious	\$200,000 00
Kraft Center for Jewish Students	606W 115th Street	New York, NY 10025	Educational	\$1,000 00
Lake Forest College	555 North Shendan Road	Lake Forest, IL 60045	Educational	\$2,500 00
Lake Shore Animal Shelter	P O Box 40	Park Ridge, IL 60068	Community	\$500 00
Lambs Farm	14245 W Rockland Road	Libertyville, IL 60048	Community	\$250 00
League of Chicago Theaters	228 South Wabash	Chicago, IL 60604	Arts	\$250 00
Make A Wish Foundation	640 North LaSalle Street, Suite 280	Chicago, IL 60610	Community	\$500 00
North Shore Suburban Synagogue	1175 Shendan Road	Highland Park, IL 60035	Religious	\$3,755 00
North Suburban Beth El	1175 Shendan Road	Highland Park, IL 60035	Religious	\$2,500 00
Northwestern University	2020 Ridge Avenue, 3rd Floor	Evanston, IL 60208	Educational	\$250 00
Portland Trust	15 Portland Place	London, England	Community	\$25,000 00
Ravnia	400 Ins Lane	Highland Park, IL 60035	Arts	\$3,500 00
Rehabilitation Institute of Chicago	345 East Superior Street	Chicago, IL 60611-2654	Health	\$1,000 00
Rotary Club of Northbrook	1677 Mission Hills Road	Northbrook, IL 60065-0283	Community	\$100 00
Salvation Army	5040 N Pulaski	Chicago, IL 60630	Community	\$1,000 00
Special Olympics	605 E Willow Street	Normal, IL 61761-2682	Community	\$500 00
Taliesen Preservation	PO Box 399	Spring Green, WI	Community	\$500 00
United Way	400 E Illinois	Lake Forest, IL 60045	Community	\$1,000 00
US Holocaust Museum	100 Raoul Wallenberg Place, SW	Washington, DC 20024-2126	Community	\$10,000 00
Victory Gardens	2433 N Lincoln	Chicago, IL 60614	Community	\$500 00
Washington Institute	1828 L Street, NW Suite 1050	Washington, DC 20036	Educational	\$20,000 00
Womens Library Club - Glencoe	320 Park Avenue	Glencoe, IL 60022	Educational	\$500 00
Writers Theatre	664 Vernon Avenue	Glencoe, IL 60022	Arts	\$89,750 00
WTTW	5400 N St Louis	Chicago, IL 60625	Community	\$1,000 00
Young Womens Charter School	2641 S Calumet Ave	Chicago, IL 60616	Educational	\$3,000 00
TOTAL				\$556,630.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BERNSTEIN #888-22777	92.
JP MORGAN CHASE #657565347	7.
KOVITZ	24,126.
KOVITZ - ACCRUED INTEREST PURCHASED	<12,313.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,912.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN #888-22777	54,244.	0.	54,244.
KOVITZ	83,493.	0.	83,493.
SAFEWAY	2,035.	0.	2,035.
TOTAL TO FM 990-PF, PART I, LN 4	139,772.	0.	139,772.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INC	109.	109.	109.
TOTAL TO FORM 990-PF, PART I, LINE 11	109.	109.	109.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARITY BUREAU	25.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	25.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISC. EXPENSE	42.	0.	0.	0.	
KOVITZ FEES	23,015.	23,015.	0.	0.	
BERNSTEIN FEES	28,438.	28,438.	0.	0.	
FOREIGN TAXES	3,740.	3,740.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	55,235.	55,193.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BERNSTEIN EQUITIES	40,000.	28,331.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	40,000.	28,331.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
KOVITZ EQUITIES	COST	7,626,014.	7,589,422.	
MORRISON SUPERMARKETS	COST	0.	48,859.	
TOTAL TO FORM 990-PF, PART II, LINE 13		7,626,014.	7,638,281.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

ELLIS M. GOODMAN
GILLIAN GOODMAN

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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE ELLIS GOODMAN FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 36-3566590
	Number, street, and room or suite no. If a P.O. box, see instructions. 69 PARK AVENUE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GLENCOE, IL 60022	

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

ELLIS GOODMAN

- The books are in the care of ► **69 PARK AVENUE - GLENCOE, IL 60022**

Telephone No. ► **312-565-6558**

FAX No. ►

- 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning , and ending .

- 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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE ELLIS GOODMAN FAMILY FOUNDATION	☒ 36-3566590
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
File by the due date for filing your return. See instructions	69 PARK AVENUE	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	GLENCOE, IL 60022	

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

04

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

ELLIS GOODMAN

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Telephone No ► 312-565-6558

FAX No. ►

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- ☒ calendar year 2011 or
- ☐ tax year beginning _____, and ending _____

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- ☐ Change in accounting period

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