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

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

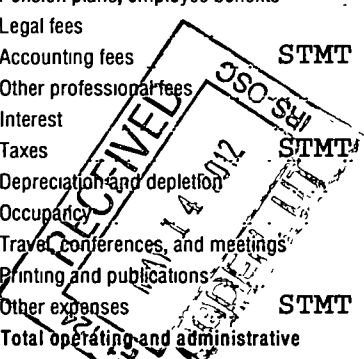
For calendar year 2011 or tax year beginning

, and ending

Name of foundation MARY & BRUCE GOODMAN FUND		A Employer identification number 36-4020126
Number and street (or P.O. box number if mail is not delivered to street address) 899 SKOKIE BLVD	Room/suite 532	B Telephone number 847-509-8822
City or town, state, and ZIP code NORTHBROOK, IL 60062-4022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 568,206. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		120.	120.		STATEMENT 1
4 Dividends and interest on securities		23,552.	23,552.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-32,872.			
b Gross sales price for all assets on line 6a		56,438.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,207.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		-7,993.	23,672.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,000.	0.		2,000.
c Other professional fees					
17 Interest					
18 Taxes		189.	189.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		4,384.	4,359.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		6,573.	4,548.		2,025.
25 Contributions, gifts, grants paid		39,959.			39,959.
26 Total expenses and disbursements. Add lines 24 and 25		46,532.	4,548.		41,984.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-54,525.			
b Net investment income (if negative, enter -0-)			19,124.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	1,632.	1,490.	1,490.
	2 Savings and temporary cash investments	12,300.	17,358.	17,358.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	562,826.	550,201.	549,358.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	46,185.	0.	0.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	622,943.	569,049.	568,206.
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	622,943.	569,049.		
30 Total net assets or fund balances	622,943.	569,049.		
31 Total liabilities and net assets/fund balances	622,943.	569,049.		

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	622,943.
2 Enter amount from Part I, line 27a	2	-54,525.
3 Other increases not included in line 2 (itemize) NONTAXABLE DIVIDENDS	3	631.
4 Add lines 1, 2, and 3	4	569,049.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	569,049.

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 OPPENHEIMER #5311	P		
b IBF FUND			
c CAPITAL GAIN DIVIDENDS A/C 1146001	P		
d CAPITAL GAIN DIVIDENDS A/C 0125311	P		
e SALE OF IBF INTEREST	P	01/01/07	06/30/11

(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 55,399.		43,069.	12,330.
b			-1,765.
c 383.			383.
d 150.			150.
e 506.		44,476.	-43,970.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			12,330.
b			-1,765.
c			383.
d			150.
e			-43,970.

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	-32,872.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation 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	30,782.	486,289.	.063300
2009	56,555.	445,483.	.126952
2008	80,000.	675,545.	.118423
2007	74,925.	915,179.	.081869
2006	81,693.	874,402.	.093427

2 Total of line 1, column (d)	2	.483971
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	.096794
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	551,533.
5 Multiply line 4 by line 3	5	53,385.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	191.
7 Add lines 5 and 6	7	53,576.
8 Enter qualifying distributions from Part XII, line 4	8	41,984.

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 <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	382.
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	382.
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	382.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	360.
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	360.
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	22.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	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 BRUCE K. GOODMAN Telephone no. 847-509-8822 Located at 899 SKOKIE BLVD., STE 532, NORTHBROOK, IL ZIP+4 60062-4022
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

Part VII-B 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 propoganda, 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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? 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE K. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	PRESIDENT 0.00	0.	0.	0.
MARY F. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	SECRETARY 0.00	0.	0.	0.
MARJORIE G. CONROY 790 OAK KNOLL LAKE FOREST, IL 60045	DIRECTOR 0.00	0.	0.	0.
PATRICIA G. PELL 1655 LINDEN AVENUE HIGHLAND PARK, IL 60035	DIRECTOR 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
NONE				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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	542,536.
b	Average of monthly cash balances	1b	17,396.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	559,932.
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	559,932.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,399.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	551,533.
6	Minimum investment return. Enter 5% of line 5	6	27,577.

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	27,577.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	382.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	382.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,195.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,195.
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	27,195.

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	41,984.
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	41,984.
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	41,984.

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				27,195.
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	40,716.			
b From 2007	31,319.			
c From 2008	46,901.			
d From 2009	56,555.			
e From 2010	6,824.			
f Total of lines 3a through e	182,315.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	41,984.			
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				27,195.
e Remaining amount distributed out of corpus	14,789.			
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	197,104.			
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	40,716.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	156,388.			
10 Analysis of line 9:				
a Excess from 2007	31,319.			
b Excess from 2008	46,901.			
c Excess from 2009	56,555.			
d Excess from 2010	6,824.			
e Excess from 2011	14,789.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
RAVINIA FESTIVAL PO BOX 896 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	8,000.
SEE ATTACHED SCHEDULE PO BOX 896 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	23,959.
YEA! HIGHLAND PARK PO BOX 325 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	5,000.
DUKE UNIVERSITY DURHAM, NC 27708	NONE	IRC SEC 501(C)(3)	CHARITABLE	3,000.
Total			▶ 3a	39,959.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	120.	
4 Dividends and interest from securities			14	23,552.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-32,872.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a 2010 TAX REFUND			01	1,207.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		-7,993.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 -7,993.	

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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 columns Yes and No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked (X).

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'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 of officer or trustee: Bruce Goodman, Date: 5/11/12, Title: PRESIDENT. May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only Print/Type preparer's name: BRIAN R. ISRAEL, Preparer's signature: [Signature], Date: 5/9/12, Check self-employed: [], PTIN: P00238292, Firm's name: OSTROW REISIN BERK & ABRAMS, LTD., Firm's EIN: 36-2938874, Firm's address: 455 N. CITYFRONT PLAZA DRIVE, SUITE 15 CHICAGO, IL 60611-5313, Phone no.: 312-670-7444

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

SOURCE	AMOUNT
FIRST BANK & TRUST	2.
IBF FUND LIQUIDATING LLC	118.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	120.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OPPENHEIMER 0125311	16,592.	0.	16,592.
OPPENHEIMER 1146001	6,960.	0.	6,960.
TOTAL TO FM 990-PF, PART I, LN 4	23,552.	0.	23,552.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
2010 TAX REFUND	1,207.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,207.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,000.	0.		2,000.
TO FORM 990-PF, PG 1, LN 16B	2,000.	0.		2,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	189.	189.		0.
TO FORM 990-PF, PG 1, LN 18	189.	189.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXECUTIVE ASSET FEES	4,359.	4,359.		0.
ILLINOIS CHARITABLE BUREAU FD	15.	0.		15.
SECRETARY OF STATE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	4,384.	4,359.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ZIMMER HOLDINGS	2,342.	14,958.
THORNBURG MORTGAGE INC.	56,276.	1.
NUVEEN REAL ESTATE INC. FUND	80,328.	55,332.
WESTERN ASSET EMERGING MKTS	20,213.	25,264.
SEE ATTACHED STATEMENT	364,748.	429,254.
CONOCOPHILLIPS	13,586.	14,574.
JP MORGAN CHASE & CO	12,708.	9,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B	550,201.	549,358.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
IBF FUND LIQUIDATING	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

04/26/12

Mary & Bruce Goodman Fund
Transaction Detail By Account
 January through December 2011

Type	Date	Num	Name	Split	Amount	Balance
Contributions						
Check	1/7/2011	2990	CHICAGO COMMONS	FIRST BANK & TRUS	100 00	100 00
Check	1/19/2011	2991	RAVINIA FESTIVAL	FIRST BANK & TRUS	2,000 00	2,100 00
Check	2/1/2011	2993	VETERANS OF FOREIGN WARS	FIRST BANK & TRUS	100 00	2,200 00
Check	2/1/2011	2994	JEWISH UNITED FUND	FIRST BANK & TRUS	1,000 00	3,200 00
Check	2/18/2011	2995	KIWANIS CLUB OF EVANSTON	FIRST BANK & TRUS	100 00	3,300 00
Check	3/10/2011	2996	WTTW 11	FIRST BANK & TRUS	150 00	3,450 00
Check	3/11/2011	2997	HIGHLAND PARK COMMUNITY FOUNDATION	FIRST BANK & TRUS	100 00	3,550 00
Check	3/24/2011	2998	CHICAGO CRIME COMMISSION	FIRST BANK & TRUS	150 00	3,700 00
Check	3/24/2011	2999	HIGHLAND PARK HISTORICAL SOCIETY	FIRST BANK & TRUS	250 00	3,950 00
Check	3/24/2011	3000	BOYS & GIRLS CLUB OF SIERRA VISTA	FIRST BANK & TRUS	250 00	4,200 00
Check	3/24/2011	3001	RAVINIA FESTIVAL	FIRST BANK & TRUS	1,516 00	5,716 00
Check	3/30/2011	3002	EVANS SCHOLARS FOUNDATION	FIRST BANK & TRUS	100 00	5,816 00
Check	4/18/2011	3003	NORTH LAWNDALE COLLEGE PREP HIGH	FIRST BANK & TRUS	200 00	6,016 00
Check	4/25/2011	3004	CHICAGO BOTANIC GARDEN	FIRST BANK & TRUS	100 00	6,116 00
Check	5/2/2011	3005	RAVINIA FESTIVAL ASSOC. / WOMEN'S BO	FIRST BANK & TRUS	100 00	6,216 00
Check	5/2/2011	3006	CHICAGO BOTANIC GARDEN	FIRST BANK & TRUS	100 00	6,316 00
Check	5/10/2011	3007	KIWANIS CLUB OF EVANSTON	FIRST BANK & TRUS	50 00	6,366 00
Check	5/10/2011	3008	MERIT SCHOOL OF MUSIC	FIRST BANK & TRUS	250 00	6,616 00
Check	5/10/2011	3009	NORTH SHORE SENIOR CENTER	FIRST BANK & TRUS	200 00	6,816 00
Check	5/10/2011	3010	BOYS HOPE GIRLS HOPE OF ILLINOIS	FIRST BANK & TRUS	250 00	7,066 00
Check	5/12/2011	3011	MUSEUM OF SCIENCE & INDUSTRY	FIRST BANK & TRUS	200 00	7,266 00
Check	5/12/2011	3012	UNITED STATES OLYMPIC COMMITTEE	FIRST BANK & TRUS	50 00	7,316 00
Check	5/16/2011	3013	AMERICAN LIVER FOUNDATION	FIRST BANK & TRUS	100 00	7,416 00
Check	5/25/2011	3015	RAVINIA FESTIVAL ASSOC / WOMEN'S BO	FIRST BANK & TRUS	50 00	7,466 00
Check	5/25/2011	3016	EVANS SCHOLARS FOUNDATION	FIRST BANK & TRUS	100 00	7,566 00
Check	6/7/2011	3017	FAMILY NETWORK	FIRST BANK & TRUS	500 00	8,066 00
Check	6/9/2011	3019	ARTS CLUB OF CHICAGO	FIRST BANK & TRUS	1,500 00	9,566 00
Check	6/9/2011	3020	RAVINIA FESTIVAL	FIRST BANK & TRUS	100 00	9,666 00
Check	6/9/2011	3018	AARP FOUNDATION	FIRST BANK & TRUS	100 00	9,766 00
Check	6/13/2011	3021	CHICAGO CRIME COMMISSION	FIRST BANK & TRUS	2,500 00	12,266 00
Check	6/27/2011	3022	THE JAMES CANCER RESEARCH FOUNDA	FIRST BANK & TRUS	100 00	12,366 00
Check	7/1/2011	3024	ANTI DEFAMATION LEAGUE	FIRST BANK & TRUS	100 00	12,466 00
Check	7/1/2011	3025	DELTA TAU EDUCATIONAL FOUNDATION	FIRST BANK & TRUS	100 00	12,566 00
Check	7/5/2011	3023	SAVE- A - PET	FIRST BANK & TRUS	100 00	12,666 00
Check	7/6/2011	3026	FULCRUM POINT	FIRST BANK & TRUS	100 00	12,766 00
Check	7/14/2011	3027	EVANS SCHOLARS FOUNDATION	FIRST BANK & TRUS	100 00	12,866 00
Check	7/14/2011	3029	EVANS SCHOLARS FOUNDATION	FIRST BANK & TRUS	100 00	12,966 00
Check	7/14/2011	3028	EVANS SCHOLARS FOUNDATION	FIRST BANK & TRUS	0 00	12,966 00
Check	7/18/2011	3030	VETERANS OF FOREIGN WARS	FIRST BANK & TRUS	50 00	13,016 00
Check	7/19/2011	3031	AM SHALOM	FIRST BANK & TRUS	2,700 00	15,716 00
Check	7/27/2011	3032	NOTRE DAME HIGH SCHOOL FOR GIRLS	FIRST BANK & TRUS	100 00	15,816 00
Check	8/25/2011	3033	OLPH NEEDY FAMILY FUND	FIRST BANK & TRUS	100 00	15,916 00
Check	9/12/2011	3034	LUCILE PACKARD CHILDREN'S HOSPITAL	FIRST BANK & TRUS	100 00	16,016 00
Check	9/26/2011	3036	CULVER ACADEMIES	FIRST BANK & TRUS	100 00	16,116 00
Check	10/25/2011	3037	MERIT SCHOOL OF MUSIC	FIRST BANK & TRUS	250 00	16,366 00
Check	10/25/2011	3038	DUKE UNIVERSITY	FIRST BANK & TRUS	2,000 00	18,366 00
Check	10/25/2011	3039	KIWANIS CLUB OF HIGHLAND PARK- HIGH	FIRST BANK & TRUS	50 00	18,416 00
Check	11/1/2011	3040	CHICAGO CRIME COMMISSION	FIRST BANK & TRUS	1,000 00	19,416 00
Check	11/9/2011	3041	CHICAGO COUNCIL ON GLOBAL AFFAIRS	FIRST BANK & TRUS	100 00	19,516 00
Check	11/23/2011	3042	PADS Crisis Services, Inc	FIRST BANK & TRUS.	250 00	19,766 00
Check	11/28/2011	3043	CARE USA	FIRST BANK & TRUS.	100 00	19,866 00
Check	11/28/2011	3044	FULCRUM POINT	FIRST BANK & TRUS	250 00	20,116 00
Check	11/28/2011	3045	MARINE BIOLOGICAL LABORATORY	FIRST BANK & TRUS	1,000 00	21,116 00
Check	11/28/2011	3046	GEORGE W BUSH PRESIDENTIAL CENTER	FIRST BANK & TRUS	43 00	21,159 00
Check	12/8/2011	3047	CAMP MANITO-WISH YMCA	FIRST BANK & TRUS	250 00	21,409 00
Check	12/8/2011	3048	THE SMILE TRAIN	FIRST BANK & TRUS	100 00	21,509 00
Check	12/8/2011	3049	DANIEL MURPHY SCHOLARSHIP FOUNDA	FIRST BANK & TRUS	250 00	21,759 00
Check	12/8/2011	3050	CHICAGO COMMONS	FIRST BANK & TRUS	100 00	21,859 00
Check	12/8/2011	3051	COLLEGE BOUND OPPORTUNITIES	FIRST BANK & TRUS	100 00	21,959 00
Check	12/8/2011	3052	VOLUNTEER POOL OF HIGHLAND PARK	FIRST BANK & TRUS	100 00	22,059 00
Check	12/8/2011	3053	HIGHLAND PARK STRINGS	FIRST BANK & TRUS	200 00	22,259 00
Check	12/8/2011	3055	ON YOUR FEET FOUNDATION	FIRST BANK & TRUS	250 00	22,509 00
Check	12/8/2011	3054	T-GEN FOUNDATION	FIRST BANK & TRUS	100 00	22,609 00
Check	12/8/2011	3056	ST. JUDE CHILDREN'S RESEARCH HOSPIT ..	FIRST BANK & TRUS	100 00	22,709 00
Check	12/22/2011	3057	IREM FOUNDATION	FIRST BANK & TRUS	100 00	22,809 00
Check	12/22/2011	3058	DELTA TAU EDUCATIONAL FOUNDATION	FIRST BANK & TRUS ..	100 00	22,909 00
Check	12/22/2011	3059	CHICAGO LIGHHOUSE	FIRST BANK & TRUS	500 00	23,409 00
Check	12/22/2011	3060	USS MISSOURI MEMORIAL ASSOCIATION	FIRST BANK & TRUS	100 00	23,509 00
Check	12/22/2011	3061	ERIKSON INSTITUTE	FIRST BANK & TRUS	100 00	23,609 00
Check	12/22/2011	3062	MARWEN	FIRST BANK & TRUS	100 00	23,709 00
Check	12/22/2011	3063	BOYS & GIRLS CLUBS OF CHICAGO	FIRST BANK & TRUS	250 00	23,959 00
Total Contributions					23,959 00	23,959 00
TOTAL					23,959.00	23,959.00

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

STATEMENT OF ACCOUNT



BRIAN R ISRAEL CPA
 OSTROW REISIN BERK & ABRAMS LTD
 NBC TOWER #1500

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

Page 2 of 6 Account Number G40-0125311 Financial Advisor ISRAELITE, GERALD/ISRAELITE - 12/31/11 Period Ending

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds (NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Current Value	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	13,607.95	ADLXX	1.0000	1.0000	13,607.95	13,607.95	13,607.95	0.020%	2	3.07
TOTAL MONEY MARKET FUNDS..... 13,607.95 13,607.95 2 3.07											

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Current Value	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R)CASH	420	T	27.1817	30.2400	12,700.80	11,416.30	12,700.80	1,285	5.820%	739	2.87
ALTRIA GROUP INC	(C)CASH	480	MD	21.9205	29.6500	14,232.00	10,521.84	14,232.00	3,710	5.531%	787	3.21
ASTRAZENECA PLC SPONSORED ADR	(L)CASH	270	AZN	46.8299	46.2900	12,498.30	12,644.07	12,498.30	(146)	5.832%	729	2.82
BOEING CO	(S)CASH	160	BA	43.8977	73.3500	11,736.00	7,023.63	11,736.00	4,712	2.399%	281	2.65
BRISTOL MYERS SQUIBB CO	(L)CASH	430	BMJ	23.5928	35.2400	15,153.20	10,144.90	15,153.20	5,008	3.859%	584	3.42
CHEVRON CORP NEW	(G)CASH	120	CVX	56.7617	106.4000	12,768.00	6,811.40	12,768.00	5,957	3.045%	388	2.88
CONOCOPHILLIPS	(G)CASH	190	COP	50.9540	72.8700	13,845.30	9,681.26	13,845.30	4,164	3.622%	501	3.13
DIAGED P L C SPON ADR NEW	(J)CASH	170	DEO	57.6600	87.4200	14,861.40	9,802.20	14,861.40	5,059	2.968%	441	3.36
DOMINION RES INC VA NEW	(T)CASH	280	D	41.2892	53.0800	14,862.40	11,560.98	14,862.40	3,301	3.711%	551	3.36

A3-2

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
DU PONT E I DE NEMOURS & CO	(C)CASH	240	DD	33.8679	45.7800	8,128.29	10,987.20	2,859	3.582%	393	2.48
GENERAL ELECTRIC CO	(T)CASH	660	GE	35.1298	17.9100	23,185.67	11,820.60	(11,365)	3.796%	448	2.67
GENUINE PARTS CO	(P)CASH	195	GPC	45.0949	61.2000	8,793.50	11,934.00	3,141	2.941%	351	2.69
HCP INC REIT	(I)CASH	340	HCP	32.3217	41.4300	10,989.38	14,086.20	3,097	4.634%	652	3.18
HSBC HLDGS PLC SPON ADR NEW	(I)CASH	240	HBC	44.8034	38.1000	10,752.82	9,144.00	(1,609)	5.118%	468	2.06
HEALTH CARE REIT INC REIT	(I)CASH	250	HCN	43.9478	54.5300	10,986.95	13,632.50	2,646	5.244%	715	3.08
HEINZ H J CO	(J)CASH	300	HNZ	38.5153	54.0400	11,554.60	16,212.00	4,657	3.552%	576	3.66
INTEL CORP	(Q)CASH	420	INTC	19.3984	24.2500	8,147.33	10,185.00	2,038	3.463%	352	2.30
JOHNSON & JOHNSON	(L)CASH	220	JNJ	59.2139	65.5800	13,027.05	14,427.60	1,401	3.476%	501	3.26
KIMBERLY CLARK CORP	(F)CASH	170	KMB	70.0151	73.5600	11,902.57	12,505.20	603	3.806%	476	2.82
KRAFT FOODS INC CL A	(J)CASH	425	KFT	32.0786	37.3600	13,633.40	15,878.00	2,245	3.104%	493	3.59
LILLY ELI & CO	(L)CASH	420	LLY	48.2086	41.5600	20,247.62	17,455.20	(2,792)	4.716%	823	3.94
MERCK & CO INC NEW	(L)CASH	375	MRK	33.0160	37.7000	12,381.00	14,137.50	1,757	4.456%	630	3.19
MICROSOFT CORP	(Q)CASH	505	MSFT	23.3357	25.9600	11,784.55	13,109.80	1,325	3.081%	404	2.96
NEXTERA ENERGY INC	(T)CASH	220	NEE	49.3162	60.8800	10,849.56	13,393.60	2,544	3.613%	484	3.02
NOKIA CORP SPONSORED ADR	(M)CASH	760	NOK	15.9211	4.8200	12,100.04	3,663.20	(8,437)	8.535%	312	0.83
PETROCHINA CO LTD SPONSORED ADR	(G)CASH	80	PTR	53.3046	124.3100	4,264.37	9,944.80	5,680	3.849%	382	2.25

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



STATEMENT OF ACCOUNT



BRIAN R ISRAEL CPA
OSTROW REISIN BERK & ABRAMS LTD
NBC TOWER #1500

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

Page 4 of 6 Account Number G40-0125311 Financial Advisor ISRAELITE, GERALD/ISRAELITE - 12/31/11 Period Ending 12/31/11

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PHILIP MORRIS INTL INC	(C)CASH	180	PM	42.3772	78.4800	7,627.90	14,126.40	6,499	3.924%	554	3.19
ROYAL DUTCH SHELL PLC SPON ADR B	(G)CASH	180	RDSB	73.0515	76.0100	13,149.27	13,681.80	533	4.420%	604	3.09
3M CO	(L)CASH	160	MMM	58.5980	81.7300	9,375.68	13,076.80	3,701	2.691%	352	2.95
TRAVELERS COMPANIES INC	(I)CASH	155	TRV	39.5161	59.1700	6,125.00	9,171.35	3,046	2.771%	254	2.07
UNILEVER N V N Y SHS NEW	(J)CASH	440	UN	22.7772	34.3700	10,021.96	15,122.80	5,101	3.067%	463	3.41
VERIZON COMMUNICATIONS INC	(R)CASH	385	VZ	32.8550	40.1200	12,649.16	15,446.20	2,797	4.985%	770	3.49
VODAFONE GROUP PLC NEW SPONS ADR NEW	(R)CASH	480	VOD	28.0493	28.0300	13,463.66	13,454.40	(9)	5.147%	692	3.05
SUB-TOTAL COMMON STOCK						364,747.91	429,253.55	64,508		17162	96.93
TOTAL EQUITIES						364,747.91	429,253.55	64,508		17162	96.93

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(R) 9% TELECOMMUNICATIONS	(L) 20% HEALTHCARE	(S) 2% TRANSPORTATION
(G) 11% ENERGY	(T) 9% UTILITIES	(P) 2% RETAIL SERVICES
(I) 10% FINANCIAL	(F) 2% CONSUMER GOODS	(M) 1% MEDIA & COMMUNICATION
(C) 9% BASIC INDUSTRY		
(J) 14% FOOD & BEVERAGES		
(Q) 5% TECHNOLOGY		

Total Portfolio Value	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
\$378,355.96	\$378,355.96	\$442,861.50	\$64,508	3.875	17164	100%