Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 09/01 , **2011, and ending** 08/31, 20 12

Name of foundation IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.

A Employer identification number 39-6056619

Number and street (or P O box number if mail is not delivered to street address) PO BOX 44966 — Room/suite

B Telephone number (see instructions) (608) 831-8181

City or town, state, and ZIP code MADISON, WI 53744-4966

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 47,113,796.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	412,624.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	123,042.	123,042.		ATCH 1
	4 Dividends and interest from securities	910,507.	910,507.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	648,505.			
	b Gross sales price for all assets on line 6a 10,286,426.				
	7 Capital gain net income (from Part IV, line 2)		648,505.		
	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)	68,521.			ATCH 3
	12 **Total.** Add lines 1 through 11	2,163,199.	1,682,054.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	145,000.	36,250.		108,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	16,250.	4,063.		12,187.
	16a Legal fees (attach schedule) ATCH 4	1,031.			1,031.
	b Accounting fees (attach schedule) ATCH 5	2,326.	1,305.		1,021.
	c Other professional fees (attach schedule) *	196,441.	173,857.		22,584.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	83,769.	11,683.		11,879.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	327.			
	23 Other expenses (attach schedule) ATCH 8	7,568.	441.		7,127.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	452,712.	227,599.		164,579.
	25 Contributions, gifts, grants paid	1,991,979.			1,991,979.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,444,691.	227,599.	0	2,156,558.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-281,492.			
	b **Net investment income** (if negative, enter -0-)		1,454,455.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. *ATCH 6 JSA ** ATCH 7 Form **990-PF** (2011)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	322,524.	2,280,080.	2,280,080.
	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 9	3,938,492.	4,590,173.	2,405,630.
	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 10	38,719,313.	37,665,493.	42,428,086.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	42,980,329.	44,535,746.	47,113,796.
Liabilities	17	Accounts payable and accrued expenses	766.	766.	
	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)	766.	766.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	42,867,405.	44,739,117.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	112,158.	-204,137.	
	30	**Total net assets or fund balances** (see instructions)	42,979,563.	44,534,980.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	42,980,329.	44,535,746.	

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	42,979,563.
2	Enter amount from Part I, line 27a	2	-281,492.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	1,871,712.
4	Add lines 1, 2, and 3	4	44,569,783.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	34,803.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,534,980.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	648,505.
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	1,019,603.	44,602,687.	0.022860
2009	634,232.	11,009,981.	0.057605
2008	434,385.	1,322,960.	0.328343
2007	1,775,196.	1,934,716.	0.917549
2006	1,929,482.	3,442,193.	0.560539

2	**Total** of line 1, column (d)	2	1.886896
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.377379
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	45,208,019.
5	Multiply line 4 by line 3	5	17,060,557.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,548.
7	Add lines 5 and 6	7	17,075,105.
8	Enter qualifying distributions from Part XII, line 4	8	2,156,858.

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	29,089.
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	29,089.
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	29,089.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 31,400.		
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	31,400.
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	2,311.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,311. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ATCH 13	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 ▶ SVA CERTIFIED PUBLIC ACCTS Telephone no ▶ 608-831-8181

Located at ▶1221 JOHN Q. HAMMONS DRIVE MADISON, WI ZIP + 4 ▶ 53717

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

		Line	Yes	No
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?	16		
	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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	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			
	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		
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)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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 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)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 14		145,000.	16,250.	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
ATTACHMENT 15		189,841.
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 NONE	
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 N/A	
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	44,452,764.
b	Average of monthly cash balances	1b	1,301,302.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	45,754,066.
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	45,754,066.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	686,311.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,067,755.
6	**Minimum investment return.** Enter 5% of line 5	6	2,253,388.

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	2,253,388.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	29,089.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	29,089.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,224,299.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,224,299.
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	2,224,299.

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	2,156,558.
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	2,156,558.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,156,558.

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					2,224,299.
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	709,559.				
b From 2007	1,684,122.				
c From 2008	369,355.				
d From 2009	86,266.				
e From 2010					
f Total of lines 3a through e		2,849,302.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,156,558.					
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					2,156,558.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		67,741.			67,741.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,781,561.			
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)		641,818.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		2,139,743.			
10 Analysis of line 9					
a Excess from 2007	1,684,122.				
b Excess from 2008	369,355.				
c Excess from 2009	86,266.				
d Excess from 2010					
e Excess from 2011					

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)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see 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 *Paid during the year*				
ATTACHMENT 16				
Total . . . . ▶ **3a**				1,991,979.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	123,042.	
4 Dividends and interest from securities	531120	680.	14	909,827.	
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	648,505.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 17		68,521.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		69,201.		1,681,374.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 1,750,575.

(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). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule

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

▶ E G Schramka | 11/26/2012 | ▶ VP

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
E.G. SCHRAMKA	Eugene G. Schramka	11/26/2012		P01398818

Firm's name ▶ SVA CERTIFIED PUBLIC ACCOUNTANTS — Firm's EIN ▶ 39-1203191

Firm's address ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717 — Phone no 608-831-8181

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
IRWIN A. AND ROBERT D. GOODMAN
FOUNDATION, INC.

Employer identification number
39-6056619

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 IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.

Employer identification number 39-6056619

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	IRWIN A GOODMAN TRUST/ESTATE P.O. BOX 44966 MADISON, WI 53744-4966	$ 412,624.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.

Employer identification number 39-6056619

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
		$	

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

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

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

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

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

Name of organization IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.

Employer identification number 39-6056619

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

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)	
		PUBLICLY TRADED SECURITIES - SHORT TERM PROPERTY TYPE: SECURITIES				P		
5,177,797.		5,051,452.					126,345.	
		PUBLICLY TRADED SECURITIES - LONG TERM - PROPERTY TYPE: SECURITIES				P		
5,106,971.		4,800,593.					306,378.	
		CAPITAL GAIN DIVIDENDS PROPERTY TYPE: SECURITIES				P		
215,632.							215,632.	
		UNRECAPTURED SEC 1250 GAIN						
150.							150.	
TOTAL GAIN(LOSS)							648,505.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. BANK TRUST - OTHER INTEREST		122,362.	122,362.
OTHER INTEREST INCOME		680.	680.
	TOTAL	123,042.	123,042.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US BANK TRUST-OTHER DIVIDENDS		910,507.	910,507.
	TOTAL	910,507.	910,507.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
IRWIN A. AND ROBERT D. GOODMAN, INC. K-1	68,521.
TOTALS	68,521.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,031.			1,031.
	TOTALS	1,031.			1,031.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	2,326.	1,305.		1,021.
TOTALS	2,326.	1,305.		1,021.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUST FEES	189,341.	170,407.	18,934.
TAX SERVICE FEE	500.	450.	50.
DOUG MOE BOOK	3,600.		3,600.
REAL ESTATE APPRAISAL	3,000.	3,000.	
TOTALS	196,441.	173,857.	22,584.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE TAX	60,207.		
FOREIGN TAXES	7,723.	7,723.	
PAYROLL TAXES	14,902.	3,726.	11,176.
UBIT			
UNEMPLOYMENT TAX	937.	234.	703.
TOTALS	83,769.	11,683.	11,879.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REGISTRATION FEE	10.		10.
PROFESSIONAL ORGANIZATIONS	5,010.		5,010.
LIABILITY INSURANCE	744.		744.
OFFICE EQUIPMENT / SUPPLIES	50.		50.
PARKING	3.		3.
TELEPHONE	1,347.	337.	1,010.
POSTAGE / PHOTOCOPIES	94.		94.
ADR FEE	7.		7.
SUBSCRIPTIONS	104.	104.	
CONTINUING EDUCATION	199.		199.
TOTALS	7,568.	441.	7,127.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
100% OWNERSHIP OF IRWIN A. AND ROBERT O. GOODMAN, INC.	4,590,173.	2,405,630.
TOTALS	4,590,173.	2,405,630.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UB BANK - SEE ATTACHMENT	37,665,493.	42,428,086.
TOTALS	37,665,493.	42,428,086.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PROCEEDS LIFE INSURANCE	289,233.
TIMING DIFFERENCE ON BOOK VALUE OF IRWIN A. AND ROBERT D. GOODMAN, INC. DUE TO SALE OF UNDERLYING REAL ESTATE.	1,582,479.
TOTAL	1,871,712.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TIMING DIFFERENCE ON EARNINGS		34,803.
	TOTAL	34,803.

ATTACHMENT 13

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME:	IRWIN A. AND ROBERT D. GOODMAN, INC.
CONTROLLED ENTITY'S ADDRESS:	P.O. BOX 44966
CITY, STATE & ZIP:	MADISON, WI 53744
EIN:	39-0908390
TRANSFER AMOUNT:	69,201.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
SCHEDULE K-1 INCOME

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT PRICER 1802 MONROE STREET #503 MADISON, WI 53711	DIRECTOR 5.00	0	0	0
STEVE MORRISON 7432 CEDAR CREEK TRAIL MADISON, WI 53717	SECRETARY/TREASURER 5.00	0	0	0
E.G. SCHRAMKA PO BOX 44966 MADISON, WI 53744-4966	VP/EXECUTIVE DIRECTOR 45.00	145,000.	16,250.	0
HOWARD A. SWEET PO BOX 1528 MADISON, WI 53701	PRESIDENT 5.00	0	0	0
	GRAND TOTALS	145,000.	16,250.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
U.S. BANK N.A. 1 SOUTH PICKNEY STREET MADISON, WI 53703	INVESTMENT SERVICES	189,841.
	TOTAL COMPENSATION	189,841.

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF DANE COUNTY 2059 ATWOOD AVE MADISON, WI 53704	NONE 170(B)(1)(A)(IV)	GENERAL OPERATIONS	383,761.
MADISON JEWISH COMMUNITY DAY SCHOOL 2702 ARBOR DR MADISON, WI 53711	NONE 170(B)(1)(A)(II)	GENERAL OPERATIONS	50,000.
MADISON PARKS DIVISION PO BOX 2987 NADISON, WI 53701	NONE 170(B)(1)(A)(V)	GENERAL OPERATIONS	47,686.
CAPITOL CITY BAND ASSOCIATION PO BOX 258007 MADISON, WI 53725	NONE 170(B)(1)(B)	GENERAL OPERATIONS	2,053.
MADISON SCHOOL & COMMUNITY RECREATION 3802 REGENT ST MADISON, WI 53705	NONE 170(B)(1)(B)	GENERAL OPERATIONS	1,500
GOODMAN COMMUNITY CENTER 149 WAUBESA ST MADISON, WI 53704	NONE 170(B)(1)(B)	GENERAL OPERATIONS	563,010.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHABAD HOUSE OF MADISON 1722 REGENT STREET MADISON, WI 53726	NONE 170(B)(1)(A)(I)	GENERAL OPERATIONS	125,000.
HILLEL 611 LANGDON STREET MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	69,269.
SHELLEY GLOVER SPORTS EDUCATIONAL FOUNDATION 8500 GREENWAY BLVD, SUITE 101 MIDDLETON, WI 53562	NONE 170(B)(1)(B)	GENERAL OPERATIONS	25,000
HEALTHY CLASSROOMS FOUNDATION P.O. BOX 5134 MADISON, WI 53705-0134	NONE 170(B)(1)(B)	GENERAL OPERATIONS	5,000
MADISON ROTARY FOUNDATION 22 N. CARROLL ST SUITE 202 MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	9,000.
COMMUNITY GROUNDWORKS 3601 MEMORIAL DR SUITE 4 MADISON, WI 53704	NONE 170(B)(1)(B)	GENERAL OPERATIONS	50,000

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726-4090	NONE 170(B)(1)(B)	GENERAL OPERATIONS	360,000.
JEWISH SOCIAL SERVICES OF MADISON 6434 ENTERPRISE LANE MADISON, WI 53719-1117	NONE 170(B)(1)(B)	GENERAL OPERATIONS	55,000.
CONGREGATION SHAAREI SHAMAYIM PO BOX 55061 MADISON, WI 53705-8861	NONE 170(1)(A)(I)	GENERAL OPERATIONS	40,000.
EAST MADISON COMMUNITY CENTER 8 STRAUBEL COURT MADISON, WI 53704	NONE 170(B)(1)(B)	GENERAL OPERATIONS	39,500.
MADISON COLLEGE 1701 WRIGHT STREET MADISON, WI 53704	NONE 170(B)(1)(B)	GENERAL OPERATIONS	1,000.
MADISON AREA CONCERT HANDBELL CHOIR P.O. BOX 44056 MADISON, WI 53744-4056	NONE 170(B)(1)(B)	GENERAL OPERATIONS	2,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PORCHLIGHT 306 N. BROOKS STREET MADISON, WI 53715	NONE 170(B)(1)(B)	GENERAL OPERATIONS	67,000.
MADISON PUBLIC LIBRARY FOUNDATION 201 W. MIFFLIN STREET MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	59,700
UNIVERSITY OF MINNESOTA 4 OAK STREET SE MINNEAPOLIS, MN 55455	NONE 170(B)(1)(A)(II)	GENERAL OPERATIONS	5,000.
KENNEDY HEIGHTS COMMUNITY CENTER 199 KENNEDY HEIGHTS MADISON, WI 53704	NONE 170(B)(1)(B)	GENERAL OPERATIONS	30,000.
MADISON SPORTS HALL OF FAME CLUB P.O. BOX 45443 MADISON, WI 53744	NONE 170(B)(1)(B)	GENERAL OPERATIONS	1,500.
		TOTAL CONTRIBUTIONS PAID	1,991,979.

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
IRWIN A. AND ROBERT D. GOODMAN, INC. K-1	531120	68,521.			
TOTALS		68,521.			

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
113.00086 AFLAC INC	03/01/2012	04/11/2012	4,801.97	5,391.21	-589.24
601. AFLAC INC	03/01/2012	05/17/2012	24,224.93	28,860.80	-4,635.87
412. ATT INC	10/25/2011	12/13/2011	11,988.96	11,848.84	140.12
163. AMERICAN ELECTRIC POWER CO					
INC	10/25/2011	12/13/2011	6,470.98	6,132.19	338.79
142. AMERICAN EXPRESS CO	08/25/2011	12/13/2011	6,841.43	6,633.50	207.93
52. AMGEN INC	08/10/2011	12/13/2011	3,005.54	2,538.64	466.90
168. ANADARKO PETROLEUM CORP	10/25/2011	12/13/2011	13,127.26	13,194.99	-67.73
141. AON CORP	10/25/2011	12/13/2011	6,357.56	6,954.61	-597.05
64. APACHE CORP	08/10/2011	10/25/2011	6,104.86	6,459.41	-354.55
72. APPLE INC	08/10/2011	12/13/2011	28,288.25	24,334.71	3,953.54
37. AVALONBAY CMNTYS INC	08/25/2011	12/13/2011	4,596.51	4,783.22	-186.71
142. B A S F A G A D R	08/10/2011	09/12/2011	8,272.01	11,871.88	-3,599.87
125000. BNP PARIBAS MTN					
2.125% 12/21/12	04/11/2011	02/08/2012	125,590.00	126,855.00	-1,265.00
20. B H P BILLITON LIMITED A D	08/10/2011	12/13/2011	1,437.47	1,523.00	-85.53
60. BOEING CO	08/10/2011	12/13/2011	4,290.33	3,962.34	327.99
68. BOSTON PPTYS INC	08/25/2011	12/13/2011	6,384.59	6,708.42	-323.83
204. CVS CAREMARK CORP	10/25/2011	12/13/2011	7,747.77	7,104.43	643.34
152. CARNIVAL CORP	10/25/2011	12/13/2011	5,184.62	5,122.94	61.68
156. CARNIVAL CORP	08/10/2011	03/06/2012	4,611.82	4,686.18	-74.36
189. CHEVRONTEXACO CORP	10/25/2011	12/13/2011	19,857.84	20,034.49	-176.65
451. CITIGROUP INC	10/25/2011	12/13/2011	12,406.77	13,923.14	-1,516.37
292. COMCAST CORP CL A	04/29/2011	10/25/2011	7,110.06	7,652.94	-542.88
269. COMCAST CORP CL A	08/10/2011	12/13/2011	6,281.02	5,745.61	535.41
70. CONOCOPHILLIPS	08/10/2011	12/13/2011	4,946.10	4,482.10	464.00
1291. CORNING INC	08/10/2011	02/13/2012	17,512.33	24,093.52	-6,581.19
278. DISNEY WALT CO	08/10/2011	12/13/2011	10,202.39	10,282.16	-79.77
105. ENERGIZER HOLDINGS INC	08/10/2011	04/03/2012	7,895.64	7,595.53	300.11
53. EXXON MOBIL CORP	08/10/2011	12/13/2011	4,321.01	3,684.56	636.45
56. FACTSET RESEARCH SYSTEMS	08/10/2011	09/28/2011	5,145.86	4,580.80	565.06
175000. F H L M C M T N					
1.650% 4/28/14	04/07/2011	10/28/2011	175,000.00	175,000.00	
280. FIFTH THIRD BANCORP	08/10/2011	12/13/2011	3,387.93	3,079.36	308.57
113. FRANKLIN RES INC	08/25/2011	12/13/2011	10,929.60	13,178.06	-2,248.46
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
55. FREEPORT MCMORAN COPPER	08/10/2011	12/13/2011	2,138.91	2,452.99	-314.08
32. GENERAL DYNAMICS CORP	08/10/2011	12/13/2011	2,057.24	1,908.16	149.08
610. GENERAL ELECTRIC CO	08/25/2011	12/13/2011	10,083.11	9,433.83	649.28
564. GOLDMAN SACHS GROUP INC	08/10/2011	09/06/2011	58,639.87	69,079.02	-10,439.15
13. GOLDMAN SACHS GROUP INC	02/16/2011	12/13/2011	1,260.20	2,220.44	-960.24
239. HSBC HOLDINGS PLC SPONS A	08/10/2011	09/12/2011	9,213.35	11,874.36	-2,661.01
237. HALLIBURTON CO	08/10/2011	12/13/2011	7,761.60	10,628.34	-2,866.74
80. HASBRO INC	08/10/2011	03/06/2012	2,775.97	2,875.20	-99.23
52. HESS CORP	08/10/2011	12/13/2011	2,992.02	2,858.44	133.58
125000. HEWLETT PACKARD CO					
1.250% 9/13/13	04/11/2011	02/08/2012	125,725.00	124,757.50	967.50
132. HUMANA INC	08/10/2011	12/13/2011	11,445.50	8,587.73	2,857.77
32. INTERNATIONAL BUSINESS					
MACHINES CORP	06/21/2011	12/13/2011	6,181.35	5,310.68	870.67
18. INTUITIVE SURGICAL INC	08/10/2011	03/30/2012	9,755.96	6,016.86	3,739.10
279. J P MORGAN CHASE CO	08/10/2011	12/13/2011	8,944.57	10,292.43	-1,347.86
149. JOHNSON JOHNSON	08/10/2011	12/13/2011	9,462.81	9,378.03	84.78
14. JOS A BANK CLOTHIERS INC	06/02/2011	01/11/2012	654.70	685.30	-30.60
259. KEYCORP NEW	08/10/2011	12/13/2011	1,880.30	1,660.09	220.21
340. KINDER MORGAN INC	03/01/2012	03/16/2012	12,254.67	12,136.16	118.51
187. KOHLS CORP	08/10/2011	12/13/2011	9,471.36	9,810.13	-338.77
95. KRAFT FOODS INC CL A	08/10/2011	12/13/2011	3,473.13	3,155.90	317.23
1531. LEGGETT PLATT INC	03/01/2012	05/11/2012	31,680.27	34,444.28	-2,764.01
125000. ELI LILLY AND CO					
3.550% 3/06/12	04/06/2011	03/06/2012	125,000.00	128,496.25	-3,496.25
5. LINCOLN NATL CORP IND	01/27/2011	09/12/2011	86.30	158.04	-71.74
331. MAXIM INTEGRATED PRODS INC	08/10/2011	10/04/2011	7,661.77	7,265.38	396.39
87. MERCK AND CO INC NEW	08/10/2011	12/13/2011	3,052.77	2,629.14	423.63
127. METLIFE INC	08/25/2011	12/13/2011	3,990.26	4,092.55	-102.29
496. MICROSOFT CORP	08/10/2011	12/13/2011	12,863.26	12,499.96	363.30
155. MICROSOFT CORP	03/01/2012	03/16/2012	5,084.00	5,020.40	63.60
259. MICROCHIP TECHNOLOGY INC	03/01/2012	08/14/2012	9,102.51	9,377.07	-274.56
145. MOTOROLA SOLUTIONS INC	03/01/2012	08/14/2012	6,930.72	7,276.03	-345.31
30. NATIONAL GRID PLC SP A D R	08/10/2011	12/13/2011	1,410.87	1,401.90	8.97
101. NATIONAL OILWELL VARCO INC	10/05/2011	01/09/2012	7,212.32	5,563.27	1,649.05
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
35. NESTLE SA SPONSORED A D R	08/10/2011	12/13/2011	1,913.06	2,210.60	-297.54
65820.003 NUVEEN SANTA BARBARA DIV GROWTH FD I	12/23/2011	02/29/2012	1725142.28	1600000.00	125,142.28
2015. NVIDIA CORP	08/10/2011	03/14/2012	29,216.98	35,894.52	-6,677.54
15228.426 NUVEEN SHORT TERM BOND FUND CL I	06/24/2011	12/08/2011	150,000.00	153,350.25	-3,350.25
3051.882 NUVEEN SHORT TERM BOND FUND CL I	06/24/2011	12/15/2011	30,000.00	30,732.45	-732.45
5015.045 NUVEEN SHORT TERM BOND FUND CL I	06/24/2011	03/21/2012	50,050.15	50,501.51	-451.36
1530.863 NUVEEN SHORT TERM BOND FUND CL I	06/24/2011	04/20/2012	15,262.70	15,415.79	-153.09
15997.18 NUVEEN SHORT TERM BOND FUND CL I	11/07/2011	06/21/2012	159,011.97	158,372.08	639.89
5005.005 NUVEEN SHORT TERM BOND FUND CL I	11/07/2011	07/23/2012	49,949.95	49,549.55	400.40
52. OCCIDENTAL PETROLEUM CORPORATION	08/10/2011	12/13/2011	4,825.51	4,321.20	504.31
534. ORACLE CORPORATION	08/10/2011	12/13/2011	16,693.58	16,715.14	-21.56
120. P G E CORP	10/25/2011	12/13/2011	4,654.71	4,996.07	-341.36
181. P N C FINANCIAL SERVICES	08/10/2011	12/13/2011	9,893.27	8,403.96	1,489.31
77. P P G INDS INC	08/10/2011	12/13/2011	6,373.93	5,778.13	595.80
506. P P L CORPORATION	09/12/2011	12/13/2011	14,618.05	13,665.46	952.59
185. PACCAR INC	03/01/2012	04/11/2012	7,769.57	8,558.01	-788.44
83. PEABODY ENERGY CORP	08/10/2011	10/25/2011	3,348.27	3,796.14	-447.87
64. PEABODY ENERGY CORP	08/10/2011	12/13/2011	2,206.68	2,927.14	-720.46
83. PEPSICO INC	08/10/2011	12/13/2011	5,373.31	5,066.32	306.99
265. PFIZER INC	08/10/2011	12/13/2011	5,522.49	4,605.65	916.84
102. PHILIP MORRIS INTL	03/01/2012	04/11/2012	8,928.60	8,597.57	331.03
125000. PRAXAIR INC 2.125% 6/14/13	04/06/2011	02/08/2012	127,701.25	127,767.50	-66.25
526. PROCTER & GAMBLE CO-	03/01/2012	07/12/2012	33,535.22	35,125.96	-1,590.74
66. PRUDENTIAL FINANCIAL INC	08/10/2011	12/13/2011	3,238.56	3,250.50	-11.94
489. PUBLIC SVC ENTERPRISE GROUP INC	10/25/2011	12/13/2011	15,496.11	16,436.64	-940.53
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
707. RAYTHEON COMPANY	03/01/2012	03/16/2012	36,809.79	36,240.75	569.04
161. REYNOLDS AMERICAN INC	08/10/2011	12/13/2011	6,512.32	5,409.92	1,102.40
46. SEMPRA ENERGY	08/10/2011	12/13/2011	2,433.35	2,137.16	296.19
114. SIMON PROPERTY GROUP INC	08/25/2011	12/13/2011	13,936.23	12,481.03	1,455.20
117. TJX COMPANIES INC	10/25/2011	12/13/2011	7,403.61	6,514.76	888.85
125. TARGET CORPORATION	08/10/2011	12/13/2011	6,679.87	6,334.19	345.68
52. TEVA PHARMACEUTICAL INDS					
LTD A D R	03/24/2011	01/09/2012	2,327.99	2,631.06	-303.07
400. TEVA PHARMACEUTICAL INDS					
LTD A D R	08/10/2011	05/09/2012	16,829.14	15,340.00	1,489.14
25. THERMO FISHER SCIENTIFIC	08/10/2011	12/13/2011	1,133.23	1,270.25	-137.02
330. TIME WARNER INC	10/25/2011	12/13/2011	11,361.68	11,315.63	46.05
142. TIME WARNER CABLE INC	08/10/2011	12/13/2011	8,945.82	10,036.61	-1,090.79
125000. TOYOTA MTR CRED MTN					
1.375% 8/12/13	04/07/2011	02/08/2012	126,253.75	125,070.00	1,183.75
239. TRAVELERS COS INC	09/12/2011	12/13/2011	13,476.57	11,457.88	2,018.69
125000. UBS AG STAMFORD MTN					
2.250% 8/12/13	04/29/2011	02/08/2012	125,623.75	127,177.50	-1,553.75
140. US BANCORP	08/10/2011	10/25/2011	3,532.54	3,115.25	417.29
396. US BANCORP	08/10/2011	12/13/2011	10,327.48	8,811.71	1,515.77
135. ULTRA PETROLEUM CORP	08/10/2011	09/19/2011	4,434.54	5,143.32	-708.78
346. UNILEVER N V A D R	08/10/2011	12/13/2011	11,573.47	11,402.19	171.28
38. UNION PACIFIC CORP	08/10/2011	12/13/2011	3,873.92	3,441.66	432.26
100000. U S TREASURY NT					
2.750% 10/31/13	04/26/2011	01/25/2012	104,453.13	104,609.71	-156.58
100000. U S TREASURY NT					
2.750% 10/31/13	04/26/2011	02/08/2012	104,285.16	104,609.71	-324.55
50000. U S TREASURY NT					
0.625% 7/31/12	04/20/2011	09/08/2011	50,224.61	50,173.99	50.62
200000. U S TREASURY NT					
1.250% 4/15/14	04/20/2011	09/28/2011	204,320.31	200,563.17	3,757.14
150000. U S TREASURY NT					
1.500% 6/30/16	07/19/2011	09/08/2011	154,681.64	150,439.45	4,242.19
200000. U S TREASURY NT					
1.500% 7/31/16	09/28/2011	02/10/2012	207,000.00	204,906.25	2,093.75
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
5000. U S TREASURY NT					
1.000% 8/31/16	09/08/2011	12/30/2011	5,048.44	5,024.61	23.83
150000. U S TREASURY NT					
0.875% 12/31/16	01/25/2012	02/08/2012	150,562.50	150,603.52	-41.02
99. UNITED TECHNOLOGIES CORP	08/25/2011	12/13/2011	7,471.03	6,994.42	476.61
387. UNITED HEALTH GROUP					
INCORPORATED	08/10/2011	12/13/2011	18,765.92	17,625.88	1,140.04
98. UNITED HEALTH GROUP					
INCORPORATED	08/10/2011	06/26/2012	5,646.35	4,173.82	1,472.53
94. VARIAN MED SYS INC	08/10/2011	01/23/2012	6,456.69	4,938.76	1,517.93
54. VERIZON COMMUNICATIONS INC	08/10/2011	12/13/2011	2,071.94	1,843.55	228.39
159. VERISK ANALYTICS INC CL A	08/22/2011	01/09/2012	6,259.79	5,094.36	1,165.43
246. VERISK ANALYTICS INC CL A	08/22/2011	05/08/2012	11,993.63	7,881.84	4,111.79
495. VERISK ANALYTICS INC CL A	08/22/2011	07/05/2012	24,955.76	15,859.80	9,095.96
525. VODAFONE GROUP PLC A D R	08/10/2011	12/13/2011	14,437.22	14,931.31	-494.09
104. WALGREEN CO	08/10/2011	12/06/2011	3,541.79	3,675.32	-133.53
800. WEIGHT WATCHERS INTL INC	09/28/2011	05/09/2012	47,340.30	47,798.40	-458.10
378. WELLS FARGO CO	08/10/2011	12/13/2011	9,876.95	8,836.32	1,040.63
117. YUM BRANDS INC	03/01/2012	04/11/2012	8,184.44	7,768.74	415.70
190. ACCENTURE PLC CL A	06/21/2011	12/13/2011	11,103.27	10,372.63	730.64
239. ACCENTURE PLC CL A	03/16/2012	05/11/2012	14,036.47	14,637.70	-601.23
35. COVIDIEN PLC	08/10/2011	12/13/2011	1,503.22	1,583.75	-80.53
109. HERBALIFE LTD	08/10/2011	05/04/2012	5,159.52	5,920.71	-761.19
141. INGERSOLL RAND PLC	08/10/2011	12/21/2011	4,408.18	4,025.80	382.38
248. ACE LTD	08/25/2011	12/13/2011	16,940.55	16,345.05	595.50
180. TYCO INTERNATIONAL LTD	08/25/2011	12/13/2011	8,303.24	7,200.27	1,102.97
Totals			5177797.00	5051452.00	126,345.00

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
352. ATT INC	09/10/2010	12/13/2011	10,243.00	9,510.81	732.19
253. ALLERGAN INC	09/17/2010	01/26/2012	22,635.27	16,551.69	6,083.58
176. AMAZON COM INC	08/13/2010	09/19/2011	42,121.69	22,045.72	20,075.97
303. AMERICAN ELECTRIC POWER CO INC	08/13/2010	12/13/2011	12,028.87	10,715.93	1,312.94
316. AMERICAN EXPRESS CO	09/27/2010	12/13/2011	15,224.58	13,309.25	1,915.33
232. AMERICAN EXPRESS CO	08/13/2010	05/08/2012	13,864.03	9,801.30	4,062.73
317. AMERICAN EXPRESS CO	08/10/2011	08/17/2012	18,182.55	13,384.98	4,797.57
242. AMGEN INC	09/10/2010	12/13/2011	13,987.32	13,294.60	692.72
62. APACHE CORP	09/10/2010	10/25/2011	5,914.09	5,856.76	57.33
133. APACHE CORP	09/10/2010	12/13/2011	12,602.83	12,201.87	400.96
3. APPLE INC	09/10/2010	01/09/2012	1,270.67	790.92	479.75
6. APPLE INC	09/10/2010	02/09/2012	2,956.21	1,581.84	1,374.37
41. APPLE INC	09/10/2010	05/08/2012	23,319.22	10,604.94	12,714.28
65. AVALONBAY CMNTYS INC	08/13/2010	12/13/2011	8,074.96	6,662.83	1,412.13
772. BALLANTYNE STRONG, INC	08/26/2010	10/06/2011	2,190.51	5,797.64	-3,607.13
10500. IPATH DOW JONES UBS COMMODITY	01/25/2011	08/10/2012	447,604.96	503,055.00	-55,450.04
186. B H P BILLITON LIMITED A D	09/10/2010	12/13/2011	13,368.47	13,305.11	63.36
88. BOEING CO	09/10/2010	12/13/2011	6,292.47	5,826.25	466.22
73. BOSTON PPTYS INC	09/10/2010	12/13/2011	6,854.05	5,986.45	867.60
347. CVS CAREMARK CORP	09/27/2010	12/13/2011	13,178.80	10,186.82	2,991.98
204. CARNIVAL CORP	09/10/2010	12/13/2011	6,958.30	7,062.76	-104.46
1513. CARNIVAL CORP	09/17/2010	03/06/2012	44,728.77	54,789.94	-10,061.17
70. CONOCOPHILLIPS	08/13/2010	10/25/2011	4,978.61	3,863.99	1,114.62
309. CONOCOPHILLIPS	09/10/2010	12/13/2011	21,833.52	16,980.72	4,852.80
1687. CORNING INC	01/28/2011	02/13/2012	22,884.05	37,116.70	-14,232.65
54704.595 CREDIT SUISSE COMM RET ST CO	01/25/2011	08/10/2012	451,859.95	500,000.00	-48,140.05
153. DISNEY WALT CO	09/10/2010	12/13/2011	5,614.99	5,223.89	391.10
23674.242 DRIEHAUS ACTIVE INCOME FUND	08/09/2011	08/23/2012	246,685.60	250,000.00	-3,314.40
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
858. ENERGIZER HOLDINGS INC	09/17/2010	04/03/2012	64,518.70	58,966.31	5,552.39
599. EXPRESS SCRIPTS INC	08/13/2010	01/09/2012	29,847.60	27,577.90	2,269.70
263. EXPRESS SCRIPTS INC	09/10/2010	02/08/2012	13,279.77	12,077.59	1,202.18
256. EXXON MOBIL CORP	09/10/2010	12/13/2011	20,871.28	15,552.95	5,318.33
448. FACTSET RESEARCH SYSTEMS	09/17/2010	09/28/2011	41,166.92	36,982.40	4,184.52
175000. F F C B DEB					
1.620% 4/25/14	04/07/2011	04/25/2012	175,000.00	175,000.00	
175000. F H L B DEB					
1.320% 1/27/14	04/07/2011	04/27/2012	175,000.00	174,945.31	54.69
175000. F H L B DEB					
1.125% 5/18/12	04/20/2011	05/18/2012	175,000.00	176,542.98	-1,542.98
726. FIFTH THIRD BANCORP	09/27/2010	12/13/2011	8,784.42	8,997.03	-212.61
300. FREEPORT MCMORAN COPPER	09/10/2010	12/13/2011	11,666.77	10,865.63	801.14
137. GENERAL DYNAMICS CORP	09/10/2010	12/13/2011	8,807.56	8,363.77	443.79
968. GENERAL ELECTRIC CO	09/10/2010	12/13/2011	16,000.73	15,485.69	515.04
97. GILEAD SCIENCES INC	08/13/2010	01/09/2012	4,147.69	3,350.34	797.35
841. GILEAD SCIENCES INC	08/13/2010	01/20/2012	39,643.98	29,047.80	10,596.18
515. GOLDMAN SACHS GROUP INC	08/13/2010	09/06/2011	53,545.27	77,021.66	-23,476.39
120. GOLDMAN SACHS GROUP INC	09/10/2010	12/13/2011	11,632.58	18,053.21	-6,420.63
7. GOOGLE INC CL A	08/13/2010	01/09/2012	4,385.83	3,423.21	962.62
36. GOOGLE INC CL A	08/13/2010	08/23/2012	24,463.71	17,605.08	6,858.63
729. HASBRO INC	11/30/2010	03/06/2012	25,296.06	34,497.81	-9,201.75
148. HESS CORP	09/10/2010	10/25/2011	8,906.50	7,972.67	933.83
121. HESS CORP	08/13/2010	12/13/2011	6,962.20	6,414.20	548.00
81. INTERNATIONAL BUSINESS					
MACHINES CORP	09/10/2010	12/13/2011	15,646.53	10,372.20	5,274.33
22. INTUITIVE SURGICAL INC	12/08/2010	01/09/2012	9,938.97	5,742.00	4,196.97
92. INTUITIVE SURGICAL INC	12/08/2010	03/30/2012	49,863.81	24,012.00	25,851.81
4500. ISHARES MSCI EMERGING MKTS					
E T F	08/30/2009	11/07/2011	184,676.44	160,796.25	23,880.19
99. J & J SNACK FOODS CORP	07/23/2010	01/11/2012	5,131.33	4,501.39	629.94
608. J P MORGAN CHASE CO	09/10/2010	12/13/2011	19,492.10	23,679.25	-4,187.15
395. JOHNSON JOHNSON	09/10/2010	12/13/2011	25,085.97	23,362.79	1,723.18
230. JOS A BANK CLOTHIERS INC	08/02/2010	09/27/2011	11,764.27	9,495.57	2,268.70
20. JOS A BANK CLOTHIERS INC	12/02/2010	01/11/2012	935.29	840.60	94.69
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
326. KEY TECHNOLOGY INC	08/13/2010	07/12/2012	3,070.75	4,196.37	-1,125.62
1004. KEYCORP NEW	09/10/2010	12/13/2011	7,288.90	8,124.57	-835.67
236. KNIGHT CAPITAL GROUP INC	08/13/2010	08/02/2012	701.01	3,328.24	-2,627.23
239. KRAFT FOODS INC CL A	09/10/2010	12/13/2011	8,737.67	7,112.57	1,625.10
646. LACROSSE FOOTWEAR INC	01/04/2011	08/27/2012	12,920.00	10,696.41	2,223.59
344. LINCOLN NATL CORP IND	09/10/2010	09/12/2011	5,937.29	8,497.59	-2,560.30
105. MASTERCARD INC	09/17/2010	08/09/2012	44,525.30	22,908.13	21,617.17
2385. MAXIM INTEGRATED PRODS INC	09/17/2010	10/04/2011	55,206.43	40,982.94	14,223.49
96. MCDONALDS CORP	09/10/2010	10/25/2011	8,857.14	7,022.02	1,835.12
133. MCDONALDS CORP	08/13/2010	12/13/2011	13,024.43	9,604.89	3,419.54
408. MERCK AND CO INC NEW	09/10/2010	12/13/2011	14,316.44	14,356.25	-39.81
437. METLIFE INC	09/10/2010	12/13/2011	13,730.27	17,664.37	-3,934.10
411. MICROSOFT CORP	09/10/2010	12/13/2011	10,658.87	10,266.21	392.66
744. MONSTER BEVERAGE CORP	09/17/2010	04/30/2012	55,859.61	17,056.20	38,803.41
790. MONSTER BEVERAGE CORP	08/10/2011	08/16/2012	46,704.93	20,084.53	26,620.40
137. NATIONAL GRID PLC SP A D R	09/14/2010	12/13/2011	6,442.98	6,012.55	430.43
53. NATIONAL PRESTO INDS INC	08/02/2010	12/05/2011	4,926.25	6,021.56	-1,095.31
193. NESTLE SA SPONSORED A D R	08/13/2010	12/13/2011	10,549.18	9,659.65	889.53
1680. NVIDIA CORP	03/01/2011	03/14/2012	24,359.56	37,621.75	-13,262.19
12949.719 NUVEEN REAL ESTATE SECS	08/30/2009	11/07/2011	245,526.67	163,395.04	82,131.63
74187.132 NUVEEN INTERMEDIATE TERM B CL I	05/26/2010	08/23/2012	796,769.80	752,914.08	43,855.72
3484.182 NUVEEN SHORT TERM BOND FUND CL I	09/24/2010	04/20/2012	34,737.30	34,981.19	-243.89
15120.968 NUVEEN SHORT TERM BOND FUND CL I	09/24/2010	06/04/2012	149,848.79	151,814.52	-1,965.73
4123.544 NUVEEN SHORT TERM BOND FUND CL I	09/24/2010	06/21/2012	40,988.03	41,400.38	-412.35
34. OCCIDENTAL PETROLEUM CORPORATION	09/10/2010	10/25/2011	2,927.68	2,741.05	186.63
234. OCCIDENTAL PETROLEUM CORPORATION	09/10/2010	12/13/2011	21,714.78	17,884.68	3,830.10
208. ORACLE CORPORATION	09/10/2010	12/13/2011	6,502.37	4,941.09	1,561.28
235. P G E CORP	09/10/2010	12/13/2011	9,115.48	10,609.86	-1,494.38
211. P N C FINANCIAL SERVICES	08/13/2010	10/25/2011	11,383.55	12,059.84	-676.29
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
157. P N C FINANCIAL SERVICES	09/10/2010	12/13/2011	8,581.46	8,617.96	-36.50
233. PEABODY ENERGY CORP	09/10/2010	12/13/2011	8,033.68	10,635.86	-2,602.18
65. PEPSICO INC	09/10/2010	10/25/2011	4,026.02	4,314.01	-287.99
110. PEPSICO INC	08/13/2010	12/13/2011	7,121.26	7,211.01	-89.75
18. PERRIGO CO	11/05/2010	01/09/2012	1,740.42	1,139.74	600.68
169. PERRIGO CO	11/05/2010	01/30/2012	16,025.25	10,338.22	5,687.03
258. PERRIGO CO	08/13/2010	06/07/2012	27,161.91	15,260.70	11,901.21
1391. PFIZER INC	09/14/2010	12/13/2011	28,987.88	23,021.48	5,966.40
.5 POST HOLDINGS INC	04/28/2010	02/14/2012	13.92	10.12	3.80
282. PRUDENTIAL FINANCIAL INC	09/10/2010	12/13/2011	13,837.48	15,519.04	-1,681.56
205. REYNOLDS AMERICAN INC	11/29/2010	12/13/2011	8,292.09	6,479.48	1,812.61
232. SEMPRA ENERGY	09/10/2010	12/13/2011	12,272.55	12,017.74	254.81
110. STURM RUGER & CO INC	04/28/2010	04/25/2012	5,928.05	1,917.30	4,010.75
272. TJX COMPANIES INC	10/28/2010	12/13/2011	17,211.82	11,369.72	5,842.10
52. TARGET CORPORATION	08/13/2010	10/25/2011	2,831.89	2,652.00	179.89
90. TARGET CORPORATION	08/13/2010	12/13/2011	4,809.50	4,589.99	219.51
1822. TEVA PHARMACEUTICAL INDS					
LTD A D R	04/26/2011	05/09/2012	76,656.74	89,030.97	-12,374.23
127. THERMO FISHER SCIENTIFIC	09/10/2010	12/13/2011	5,756.79	5,850.06	-93.27
.48 TOOTSIE ROLL INDS INC	04/28/2010	04/13/2012	10.47	13.02	-2.55
422. US BANCORP	09/10/2010	10/25/2011	10,648.09	9,476.40	1,171.69
1103. ULTRA PETROLEUM CORP	09/17/2010	09/19/2011	36,231.86	43,617.38	-7,385.52
192. UNION PACIFIC CORP	09/10/2010	12/13/2011	19,573.51	14,533.11	5,040.40
213. UNITED TECHNOLOGIES CORP	09/10/2010	12/13/2011	16,074.03	15,053.50	1,020.53
206. UNITED HEALTH GROUP					
INCORPORATED	09/10/2010	12/13/2011	9,989.09	6,807.32	3,181.77
985. UNITED HEALTH GROUP					
INCORPORATED	09/17/2010	06/26/2012	56,751.57	33,795.35	22,956.22
175. VARIAN MED SYS INC	09/10/2010	01/09/2012	12,083.99	10,154.89	1,929.10
618. VARIAN MED SYS INC	09/17/2010	01/23/2012	42,449.29	36,396.37	6,052.92
308. VERIZON COMMUNICATIONS INC	09/10/2010	12/13/2011	11,817.73	9,257.83	2,559.90
111. VISA INC CLASS A SHARES	08/13/2010	01/09/2012	11,084.30	8,942.53	2,141.77
168. VISA INC CLASS A SHARES	08/13/2010	01/30/2012	16,752.52	12,180.99	4,571.53
278. VISA INC CLASS A SHARES	08/13/2010	04/19/2012	33,920.69	20,156.64	13,764.05
181. VODAFONE GROUP PLC A D R	10/28/2010	12/13/2011	4,977.40	4,952.14	25.26
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
251. WAL MART STORES INC	09/10/2010	12/13/2011	14,484.93	12,700.04	1,784.89
906. WALGREEN CO	09/17/2010	12/06/2011	30,854.41	26,881.14	3,973.27
908. WELLS FARGO CO	09/10/2010	12/13/2011	23,725.59	24,124.06	-398.47
. SECURITIES LITIGATION					
PROCEEDS FROM AOL TIME WAR		07/06/2012	6.64	NONE	6.64
. SECURITIES LITIGATION					
PROCEEDS FROM BRISTOL MYER		09/28/2011	10.72	NONE	10.72
. SECURITIES LITIGATION					
PROCEEDS FROM BRISTOL MYER		09/28/2011	9.42	NONE	9.42
. SECURITIES LITIGATION					
PROCEEDS FROM BROADCOM		12/21/2011	4.57	NONE	4.57
128. ACCENTURE PLC CL A	09/10/2010	12/13/2011	7,480.10	5,036.02	2,444.08
206. COVIDIEN PLC	09/10/2010	12/13/2011	8,847.53	7,861.19	986.34
966. HERBALIFE LTD	09/17/2010	05/04/2012	45,725.65	28,304.23	17,421.42
1137. INGERSOLL RAND PLC	09/17/2010	12/21/2011	35,546.83	39,360.98	-3,814.15
. SECURITIES LITIGATION					
PROCEEDS FROM GLOBAL CROSS		07/05/2012	44.01	NONE	44.01
. SECURITIES LITIGATION					
PROCEEDS FROM GLOBAL CROSS		07/06/2012	6.40	NONE	6.40
. SECURITY LITIGATION					
PROCEEDS FROM HEALTHSOUTH		09/28/2011	746.65	NONE	746.65
. SECURITY LITIGATION					
PROCEEDS FROM HEALTHSOUTH		02/01/2012	868.90	NONE	868.90
. SECURITY LITIGATION					
PROCEEDS FROM HEALTHSOUTH		07/19/2012	121.30	NONE	121.30
. SECURITIES LITIGATION					
PROCEEDS FROM MOTOROLA INC		09/28/2011	28.77	NONE	28.77
. SECURITIES LITIGATION					
PROCEEDS FROM QWEST COMMUN		09/28/2011	197.50	NONE	197.50
. SECURITIES LITIGATION					
PROCEEDS FROM QWEST COMMUN		07/06/2012	8.03	NONE	8.03
. SECURITIES LITIGATION					
PROCEEDS		10/18/2011	70.65	NONE	70.65
. SECURITIES LITIGATION					
PROCEEDS		10/24/2011	70.66	NONE	70.66
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
. SECURITIES LITIGATION					
PROCEEDS FROM TYCO INTL GR		12/22/2011	3.25	NONE	3.25
. SECURITIES LITIGATION					
PROCEEDS FROM VALUE LINE,		04/13/2012	203.37	NONE	203.37
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			5106971.00	4800593.00	306,378.00
Totals			5106971.00	4800593.00	306,378.00

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