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Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

MAURICE GOODMAN FOUNDATION INC TR 61P324017

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

850 MAIN STREET, RC 13-505

City or town, state, and ZIP code

BRIDGEPORT, CT 06604-4913

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ **2,052,782.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

06-6100554

B Telephone number (see instructions)

802- 660-2153C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

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

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------|----------------------------|--|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 62,186. | 62,186. | | STMT. 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 49. | | | |
| b Gross sales price for all assets on line 6a 310,590. | | 49. | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 62,235. | 62,235. | | |
| 13 Compensation of officers, directors, trustees, etc. | 13,250. | 11,925. | | 1,325. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT. 3 | 325. | NONE | NONE | NONE |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) STMT. 4 | 635. | 458. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) STMT. 5 | 95. | 95. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 14,305. | 12,478. | NONE | 1,325. |
| 25 Contributions, gifts, grants paid | 103,500. | | | 103,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 117,805. | 12,478. | NONE | 104,825. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -55,570. | | | |
| b Net investment income (if negative, enter -0-) | | 49,757. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

JSA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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ENVELOPE
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MAY 09 2013

18

| 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 | | 73,434. | 51,122. | 51,122. |
| | 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) | STMT 7 | 699,540. | 721,654. | 1,579,352. |
| | c | Investments - corporate bonds (attach schedule) | STMT 8 | 32,464. | | |
| | 11 | Investments - land, buildings, and equipment: basis ▶ | | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) | STMT 9 | 418,063. | 395,191. | 422,308. | |
| 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) | | 1,223,501. | 1,167,967. | 2,052,782. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | NONE | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 1,223,501. | 1,167,967. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see instructions) | | 1,223,501. | 1,167,967. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 1,223,501. | 1,167,967. | | |

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 | 1,223,501. |
| 2 | Enter amount from Part I, line 27a | 2 | -55,570. |
| 3 | Other increases not included in line 2 (itemize) ▶ POSTING ADJUSTMENT | 3 | 36. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,167,967. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,167,967. |

Form 990-PF (2012)

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 PUBLICLY TRADED SECURITIES | | | | | |
| 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 310,590. | | 310,541. | 49. | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | 49. | | |
| 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 | 49. |
| 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 | |

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)) |
|--|--|--|---|
| 2011 | 108,156. | 2,044,425. | 0.052903 |
| 2010 | 96,641. | 1,906,498. | 0.050690 |
| 2009 | 104,910. | 1,777,594. | 0.059018 |
| 2008 | 109,771. | 2,113,385. | 0.051941 |
| 2007 | 111,800. | 2,424,567. | 0.046111 |

| | | |
|---|----------|------------|
| 2 Total of line 1, column (d) | 2 | 0.260663 |
| 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 | 0.052133 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 2,081,687. |
| 5 Multiply line 4 by line 3 | 5 | 108,525. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 498. |
| 7 Add lines 5 and 6 | 7 | 109,023. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 104,825. |

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) | 1 | 995. |
| 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. | | |
| 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 | 995. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 995. |
| 6 | Credits/Payments: | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 540. |
| b | Exempt foreign organizations - tax withheld at source | 6b | NONE |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | NONE |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 540. |
| 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 | 455. |
| 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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | 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. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----------------------------|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <u>N/A</u> | | | | |
| 14 | The books are in care of <u>SEE STATEMENT 10</u> Telephone no. <u></u> | | | |
| | Located at <u></u> ZIP+4 <u></u> | | | |
| 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 | | |
| 16 | At any time during calendar year 2012, 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 | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u> | | | X |

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

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

| | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | |
| Organizations relying on a current notice regarding disaster assistance check here <u></u> | | |
| 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 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years <u></u> | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | 2b | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2012 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 2012.) | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | X |

Form 990-PF (2012)

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(a))? ☐ 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)?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? ☐ 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?**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 |
|--|---|---|---|---------------------------------------|
| PEOPLE'S UNITED BANK 850 MAIN STREET, RC 13-505, BRIDGEPORT, CT 06604 | | 13,250. | | - 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 |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 DISTRIBUTIONS OF INCOME TO QUALIFYING ORGANIZATIONS, PER TRUST DOCUMENT | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

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

Form 990-PF (2012)

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 | 2,027,971. |
| b | Average of monthly cash balances | 1b | 85,417. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 2,113,388. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 2,113,388. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 31,701. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,081,687. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 104,084. |

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 | 104,084. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 995. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 995. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 103,089. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 103,089. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 103,089. |

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 | 104,825. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 104,825. |
| 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 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 104,825. |

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 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 103,089. |
| 2 Undistributed income, if any, as of the end of 2012: | | | | |
| a Enter amount for 2011 only | | | NONE | |
| b Total for prior years: 20 <u>10</u> , 20 <u>20</u> , 20 <u>20</u> | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | NONE | | | |
| b From 2008 | 5,276. | | | |
| c From 2009 | 17,010. | | | |
| d From 2010 | 2,214. | | | |
| e From 2011 | 7,009. | | | |
| f Total of lines 3a through e | 31,509. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>104,825.</u> | | | | |
| a Applied to 2011, but not more than line 2a | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2012 distributable amount | | | | 103,089. |
| e Remaining amount distributed out of corpus | 1,736. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 33,245. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | NONE | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions | | | NONE | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | NONE |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | NONE | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 33,245. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | 5,276. | | | |
| b Excess from 2009 | 17,010. | | | |
| c Excess from 2010 | 2,214. | | | |
| d Excess from 2011 | 7,009. | | | |
| e Excess from 2012 | 1,736. | | | |

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 2012, 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 | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 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).)

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 11

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| a Paid during the year SEE STATEMENT 22 | | | | 103,500. |
| Total | | | 3a | 103,500. |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| 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 | | | | | | |
| 4 Dividends and interest from securities | | | 14 | 62,186. | | |
| 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 | 49. | | |
| 9 Net income or (loss) from special events | | | | | | |
| 10 Gross profit or (loss) from sales of inventory . . . | | | | | | |
| 11 Other revenue: a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 62,235. | | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 62,235. | | |

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

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

04/08/2013

► truster
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

GORDON POWERS

Preparer's signature

Crab / new

Date _____

04/08/2013

| | | |
|-------|--|----|
| Check | | if |
|-------|--|----|

3 self-employed

PTIN

P00260194

Firm's name ► THOMSON REUTERS (TAX & ACCOUNTING)

Firm's EIN ► 75-1297386

Firm's address ► 22 THOMSON PLACE; M/S 36T1

BOSTON, MA

02210

Phone no. 617-856-2811

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| AT&T INC | 2,779. | 2,779. |
| ABBOTT LABS | 153. | 153. |
| AVALONBAY CMNTYS INC | 939. | 939. |
| BP AMOCO PLC SPONSORED ADR | 2,598. | 2,598. |
| BRISTOL MYERS SQUIBB CO | 2,176. | 2,176. |
| CATERPILLAR TRACTOR CO | 2,480. | 2,480. |
| CHUBB CORPORATION | 1,620. | 1,620. |
| CISCO SYSTEMS INC | 750. | 750. |
| CITIGROUP INC | 3. | 3. |
| CONSOLIDATED EDISON INC | 2,420. | 2,420. |
| DUPONT E I DE NEMOURS & CO | 1,700. | 1,700. |
| EXXON MOBIL CORP | 4,075. | 4,075. |
| FRONTIER COMMUNICATIONS CORP | 38. | 38. |
| GENERAL ELECTRIC | 1,700. | 1,700. |
| GENERAL ELECTRIC CAPITAL CORP 6.625% PFD | 1,739. | 1,739. |
| GENERAL MILLS INC | 165. | 165. |
| HEWLETT PACKARD CO | 372. | 372. |
| INTEL CORP | 1,740. | 1,740. |
| INTERNATIONAL BUSINESS MACHINES | 1,895. | 1,895. |
| ISHARES TR MSCI EAFE INDEX | 313. | 313. |
| J P MORGAN CHASE & CO | 1,438. | 1,438. |
| JOHNSON & JOHNSON INC | 2,400. | 2,400. |
| KIMBERLY CLARK CORP | 2,044. | 2,044. |
| MCDONALDS CORP | 3,150. | 3,150. |
| MEDTRONIC INC | 633. | 633. |
| MERCK & CO INC NEW | 840. | 840. |
| MICROSOFT CORP | 710. | 710. |
| FED GOVT OBLIG FD #5 | 12. | 12. |
| PIMCO FUNDS LOW DURATION FUND | 848. | 848. |
| PIMCO TOTAL RETURN PORTFOLIO | 520. | 520. |
| PIMCO HIGH YIELD | 634. | 634. |
| PIMCO REAL RETURN FUND INSTL #122 | 1,085. | 1,085. |
| CWJ688 L690 04/08/2013 14:22:40 | | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| PFIZER INC | 1,320. | 1,320. |
| PROCTOR & GAMBLE CO | 2,653. | 2,653. |
| SOUTHERN CO | 1,943. | 1,943. |
| TEMPLETON FOREIGN EQUITY #454 | 3,993. | 3,993. |
| 3M CO | 2,360. | 2,360. |
| VANGUARD SHORT TERM CORP FUND ADM #539 | 3,090. | 3,090. |
| VANGUARD FTSE EMERGING MARKETS ETF | 653. | 653. |
| VERIZON COMMUNICATIONS | 2,015. | 2,015. |
| WAL-MART STORES | 80. | 80. |
| WELLS FARGO & CO NEW | 110. | 110. |
| TOTAL | 62,186. | 62,186. |

FORM 990PF, PART I - ACCOUNTING FEES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | ADJUSTED NET INCOME ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE (NON-ALLOC | 325. | | | |
| TOTALS | 325. | NONE | NONE | NONE |
| | ===== | ===== | ===== | ===== |

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| FEDERAL ESTIMATES - PRINCIPAL | 177. | |
| FOREIGN TAXES ON QUALIFIED FOR | 382. | 382. |
| FOREIGN TAXES ON NONQUALIFIED | 76. | 76. |
| | ----- | ----- |
| TOTALS | 635. | 458. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| OTHER ALLOCABLE EXPENSE-PRINCI | 95. | 95. |
| TOTALS | ----- 95. ===== | ----- 95. ===== |

MAURICE GOODMAN FOUNDATION INC TR 61P324017
FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

06-6100554

DESCRIPTION

GOVERNMENT & AGENCIES

TOTALS

MAURICE GOODMAN FOUNDATION INC TR 61P324017

06-6100554

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION ----- | BEGINNING BOOK VALUE ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-----------------------|----------------------------------|-------------------------------|----------------------|
| STOCKS - SEE ATTACHED | 699,540. | 721,654. | 1,579,352. |
| | ----- | ----- | ----- |
| TOTALS | 699,540. | 721,654. | 1,579,352. |
| | ===== | ===== | ===== |

MAURICE GOODMAN FOUNDATION INC TR 61P324017

06-6100554

FORM 990PF, PART II - CORPORATE BONDS
=====

| DESCRIPTION ----- | BEGINNING BOOK VALUE ----- |
|----------------------|----------------------------------|
|----------------------|----------------------------------|

CORPORATE OBLIGATIONS

32,464.

TOTALS

32,464.
=====

MAURICE GOODMAN FOUNDATION INC TR 61P324017

06-6100554

FORM 990PF, PART II - OTHER INVESTMENTS
=====

| DESCRIPTION ----- | COST/ FMV C OR F ----- | BEGINNING BOOK VALUE ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-----------------------------|---------------------------------|----------------------------------|-------------------------------|----------------------|
| | | | | |
| MUTUAL FUNDS - SEE ATTACHED | C | 418,063. | 395,191. | 422,308. |
| TOTALS | | 418,063. | 395,191. | 422,308. |
| | | ===== | ===== | ===== |

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: PEOPLE'S UNITED BANK WEALTH MGT & TRUST

ATTN: NANCY BUEBENDO

ADDRESS: 850 MAIN STREET, RC 13-505

BRIDGEPORT, CT 06604-4913

TELEPHONE NUMBER: (802)660-2153

MAURICE GOODMAN FOUNDATION INC TR 61P324017
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6100554

RECIPIENT NAME:
MAURICE GOODMAN

STATEMENT 11

RECIPIENT NAME:
GEORGE WASHINGTON CARVER FOUNDATION
ADDRESS:
P.O. BOX 184, 7 ACADEMY STREET
NORWALK, CT 06852-0184
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
NORWALK HOSPITAL FOUNDATION
ADDRESS:
34 MAPLE STREET
NORWALK, CT 06856
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NORWALK COMMUNITY COLLEGE
FOUNDATION, INC
ADDRESS:
188 RICHARDS AVENUE
NORWALK, CT 06854-1655
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNITED WAY OF COASTAL FAIRFIELD
COUNTY

ADDRESS:

P.O. BOX 906
NORWALK, CT 06852

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

STEPPING STONES MUSEUM
FOR CHILDREN

ADDRESS:

303 WEST AVENUE
NORWALK, CT 06854

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CACLD

ADDRESS:

25 VAN ZANT STREET, SUITE 15-5
EAST NORWALK, CT 06855-1719

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

RECIPIENT NAME:

LOCKWOOD-MATHEWS MANSION MUSEUM

ADDRESS:

295 WEST AVENUE
NORWALK, CT 06850

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

NORWALK SYMPHONY SOCIETY

ADDRESS:

1 PARK STREET
NORWALK, CT 06851

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

CHRISTIAN COMMUNITY ACTION
NORWALK INC

ADDRESS:

98 SOUTH MAIN STREET
SOUTH NORWALK, CT 06854

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

NORWALK LAND TRUST, INC

ADDRESS:

P.O. BOX 34

NORWALK, CT 06853

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

FRIENDS OF THE WILTON LIBRARY

ADDRESS:

137 OLD RIDGEFIELD ROAD

WILTON, CT 06897-3000

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

FSW, INC CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NORWALK LIBRARY FOUNDATION

ADDRESS:

1 BELDEN AVENUE

NORWALK, CT 06850

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ELDERHOUSE, INC
ADDRESS:
7 LEWIS STREET
NORWALK, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
CONGREGATION BETH EL
ADDRESS:
109 EAST AVENUE
NORWALK, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
TEMPLE SHALOM
ADDRESS:
259 RICHARDS AVENUE
NORWALK, CT 06854
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RELIGIOUS
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
DOMESTIC VIOLENCE CRISIS
CENTER, INC
ADDRESS:
141 FRANKLIN STREET
STAMFORD, CT 06901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

GIRL SCOUT COUNCIL OF CONNECTICUT

ADDRESS:

340 WASHINGTON ROAD

HARTFORD, CT 06106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

THE MARITIME AQUARIUM AT NORWALK

ADDRESS:

10 NORTH WATER STREET

SOUTH NORWALK, CT 06854

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

NORWALK SENIOR CENTER

ADDRESS:

11 ALLEN ROAD

NORWALK, CT 06851

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

SILVERMINE GUILD ARTS CENTER

ADDRESS:

1037 SILVERMINE ROAD

NEW CANAAN, CT 06840

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 500.

=====

RECIPIENT NAME:

AMERICARES FREE CLINICS

ADDRESS:

88 HAMILTON AVENUE

STAMFORD, CT 06902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

NORWALK SEAPORT

ASSOCIATION

ADDRESS:

132 WATER STREET

SOUTH NORWALK, CT 06854

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

S.T.A.R. LIGHTING THE WAY

ADDRESS:

182 WOLFPIT AVENUE

NORWALK, CT 06851

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
FRIENDS OF THE NORWALK MUSEUM
ADDRESS:
P.O. BOX 2085
NORWALK, CT 06852-2085
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
NORWALK EDUCATION FOUNDATION, INC
ADDRESS:
125 EAST AVENUE
NORWALK, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
NORWALK MARCHING BEARS, INC
ADDRESS:
304 MAIN STREET, PMB 211
NORWALK, CT 06851
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
NORWALK EMERGENCY SHELTER, INC.
ADDRESS:
P.O. BOX 496
NORWALK, CT 06856
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CHARITABLE USE
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

FOOD BANK OF LOWER FAIRFIELD
COUNTY, INC

ADDRESS:

461 GLENBROOK ROAD
STAMFORD, CT 06906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

SENIOR NUTRITION PROGRAM

ADDRESS:

30 MYANO LANE, SUITE 10
STAMFORD, CT 06902-3019

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

AMERICAN RED CROSS MID-FAIRFIELD
COUNTY CHAPTER

ADDRESS:

158 BROOKLAWN AVENUE
WESTPORT, CT 06604-2012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

NHF-PLANTING SEEDS FOR SU

ADDRESS:

24 1/2 MONROE STREET, P.O. BOX 508

NORWALK, CT 06856-0508

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CHARITABLE USE

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

NORWALK READS

ADDRESS:

24 1/2 MONROE STREET

NORWALK, CT 06854

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CONNECTICUT LEGAL SERVICES

ADDRESS:

62 WASHINGTON STREET

MIDDLETOWN, CT 06457

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,500.

MAURICE GOODMAN FOUNDATION INC TR 61P324017 06-6100554
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
NORWALK 2.0 INC
ADDRESS:
24 1/2 MONROE STREET
NORWALK, CT 06854
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
ITN COASTAL CT
ADDRESS:
PO BOX 231
WESTPORT, CT 06883
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 103,500.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

MAURICE GOODMAN FOUNDATION INC TR 61P324017

Employer identification number

06-6100554

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

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

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|--------------------------------------|----------------------------------|-----------------|---|--|
| 1a SHORT-TERM CAPITAL GAIN DIVIDENDS | | | | | 1,309. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|--------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back | 5 | 1,309. |

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

| (a) Description of property (Example: 100 shares 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|--------------------------------------|----------------------------------|-----------------|---|--|
| 6a LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 1,740. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|---------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -3,400. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 Capital gain distributions | 9 | 400. |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back | 12 | -1,260. |

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

Schedule D (Form 1041) 2012

JSA

2F1210 2.000

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61P324017

41 -

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--|--|---------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 1,309. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -1,260. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrkst.) | 14b | | 400. |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | 49. |

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

| | | | | |
|----|--|----|--|----|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in Income in Part I of Form 990-T) | 19 | | |
| 20 | Add lines 18 and 19 | 20 | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ | 21 | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | | |
| 24 | Enter the smaller of the amount on line 17 or \$2,400 | 24 | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 | 25 | | |
| 26 | Subtract line 25 from line 24 | 26 | | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | | |
| 29 | Subtract line 28 from line 27 | 29 | | |
| 30 | Multiply line 29 by 15% (.15) | | | 30 |
| 31 | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 31 |
| 32 | Add lines 30 and 31 | | | 32 |
| 33 | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | 33 |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | | 34 |

Schedule D (Form 1041) 2012

Employer Identification number

06-6100554

[illegible]

-3,400.00

43 E

61-P324-01-7 GOODMAN FOUNDATION

AS OF DATE: 12/31/12

CUSIP NUMBER SECURITY DESCRIPTION

CARRYING VALUE

PRICE

MARKET VALUE

00206R-10-2 A T & T INC

1,579,000 5,923.27

PRICE DATE
33.710
12/31/2012

53,228.09

002824-10-0 ABBOTT LABS

300,000 19,583.97

PRICE
65.500
12/31/2012

19,650.00

037833-10-0 APPLE INC

50,000 26,817.00

PRICE
532.172
12/31/2012

26,608.65

053484-10-1 AVALONBAY COMMUNITIES INC.

515,000 22,385.90

PRICE
135.590
12/31/2012

69,828.85

055622-10-4 B P PLC SPONSORED ADR

1,312,000 21,165.00

PRICE
41.640
12/31/2012

54,631.68

110122-10-8 BRISTOL MYERS SQUIBB CO

1,600,000 28,032.21

PRICE
32.590
12/31/2012

52,144.00

149123-10-1 CATERPILLAR INC

1,000,000 23,260.00

PRICE
89.608
12/31/2012

89,608.50

171232-10-1 CHUBB CORPORATION

1,000,000 21,512.50

PRICE
75.320
12/31/2012

75,320.00

17275R-10-2 CISCO SYSTEMS INC

1,500,000 44,305.00

PRICE
19.649
12/31/2012

29,474.10

209115-10-4 CONSOLIDATED EDISON INC

1,000,000 40,198.33

PRICE
55.540
12/31/2012

55,540.00

263534-10-9 DUPONT E I DE NEMOURS & CO

1,000,000 7,912.50

PRICE
44.978
12/31/2012

44,978.50

30231G-10-2 EXXON MOBIL CORP

1,500,000 3,322.26

PRICE
86.550
12/31/2012

129,825.00

369604-10-3 GENERAL ELECTRIC

2,500,000 15,854.17

PRICE
20.990
12/31/2012

52,475.00

370334-10-4 GENERAL MILLS INC

500,000 19,199.75

PRICE
40.420
12/31/2012

20,210.00

458140-10-0 INTEL CORP

2,000,000 5,843.75

PRICE
20.620
12/31/2012

41,240.00

459200-10-1 INTERNATIONAL BUSINESS MACHINES

500,000 44,378.80

PRICE
191.550
12/31/2012

95,775.00

464287-46-5 ISHARES TR MSCI EAFE INDEX

500,000 26,100.00

PRICE
56.860
12/31/2012

28,430.00

61-P324-01-7 GOODMAN FOUNDATION

AS OF DATE: 12/31/12

| CUSIP NUMBER | SECURITY DESCRIPTION | UNITS | CARRYING VALUE | PRICE DATE 12/31/2012 | MARKET VALUE |
|--------------|-------------------------------------|------------|----------------|--------------------------|--------------|
| 46625H-10-0 | JPMORGAN CHASE & CO | 1,250.000 | 21,261.82 | 43.969 12/31/2012 | 54,961.38 |
| 478160-10-4 | JOHNSON & JOHNSON INC | 1,000.000 | 23,950.00 | 70.100 12/31/2012 | 70,100.00 |
| 494368-10-3 | KIMBERLY CLARK CORP | 700.000 | 26,585.31 | 84.430 12/31/2012 | 59,101.00 |
| 580135-10-1 | MCDONALDS CORP | 1,000.000 | 22,932.50 | 88.210 12/31/2012 | 88,210.00 |
| 585055-10-6 | MEDTRONIC INC | 500.000 | 25,519.70 | 41.020 12/31/2012 | 20,510.00 |
| 58933Y-10-5 | MERCK & CO INC NEW | 500.000 | 29,269.57 | 40.940 12/31/2012 | 20,470.00 |
| 594918-10-4 | MICROSOFT CORP | 1,000.000 | 36,992.90 | 26.709 12/31/2012 | 26,709.70 |
| 60934N-10-4 | FEDERATED GOVT OBLIG FD IS #5 | 51,122.260 | 51,122.26 | 1.000 12/31/2012 | 51,122.26 |
| 693390-30-4 | PIMCO LOW DURATION FUND INSTL #36 | 6,622.517 | 70,000.00 | 10.510 12/31/2012 | 69,602.65 |
| 693390-70-0 | PIMCO TOTAL RETURN INSTL #35 | 2,183.406 | 25,000.00 | 11.240 12/31/2012 | 24,541.48 |
| 693390-84-1 | PIMCO HIGH YIELD #108 INSTL | 2,651.113 | 25,000.00 | 9.640 12/31/2012 | 25,556.73 |
| 693391-10-4 | PIMCO REAL RETURN FUND INSTL #122 | 2,233.858 | 26,292.51 | 12.270 12/31/2012 | 27,409.44 |
| 717081-10-3 | PFIZER INC | 1,500.000 | 49,418.00 | 25.079 12/31/2012 | 37,618.95 |
| 742718-10-9 | PROCTER & GAMBLE CO | 1,200.000 | 25,656.03 | 67.890 12/31/2012 | 81,468.00 |
| 842587-10-7 | SOUTHERN CO | 1,000.000 | 25,309.30 | 42.810 12/31/2012 | 42,810.00 |
| 880210-50-5 | TEMPLETON INSTL FOREIGN EQUITY #454 | 6,407.921 | 104,832.23 | 19.600 12/31/2012 | 125,595.25 |
| 88579Y-10-1 | 3M CO | 1,000.000 | 15,381.45 | 92.850 12/31/2012 | 92,850.00 |

REPORT PTR207 8G PEOPLES UNITED BANK
61-P324-01-7 GOODMAN FOUNDATION

AS OF ACCOUNT HOLDINGS

AS OF DATE: 12/31/12

04/11/13

PAGE 3

| CUSIP NUMBER | SECURITY DESCRIPTION | UNITS | CARRYING VALUE | PRICE DATE 12/31/2012 | PRICE 10.830 12/31/2012 | MARKET VALUE |
|----------------------|--|-----------|----------------|--------------------------|-------------------------------|--------------|
| 922031-83-6 | VANGUARD SHORT TERM INV GRADE ADM #539 | 8,721.571 | 93,408.03 | | | 94,454.61 |
| 922042-85-8 | VANGUARD FTSE EMERGING MARKETS ETF | 600.000 | 24,558.00 | | 44.530 12/31/2012 | 26,718.00 |
| 92343V-10-4 | VERIZON COMMUNICATIONS | 1,000.000 | 38,395.86 | | 43.270 12/31/2012 | 43,270.00 |
| 931142-10-3 | WAL-MART STORES INC | 200.000 | 14,301.98 | | 68.230 12/31/2012 | 13,646.00 |
| 949746-10-1 | WELLS FARGO & CO NEW | 500.000 | 16,984.75 | | 34.180 12/31/2012 | 17,090.00 |
| TOTAL HOLDINGS | | | 1,167,966.61 | | | 2,052,782.82 |
| TOTAL INCOME CASH | | | | | | .00 |
| TOTAL PRINCIPAL CASH | | | | | | .00 |
| TOTAL ACCOUNT | | | 1,167,966.61 | | | 2,052,782.82 |

61-P324-01-7 GOODMAN FOUNDATION AS OF DATE: 12/31/12

| CUSIP NUMBER | SECURITY DESCRIPTION | UNITS | CARRYING VALUE | PRICE DATE | MARKET VALUE |
|--------------|---------------------------------|-----------|----------------|-----------------------|--------------|
| 00206R-10-2 | A T & T INC | 1,579.000 | 5,923.27 | 33.710 12/31/2012 | 53,228.09 |
| 002824-10-0 | ABBOTT LABS | 300.000 | 19,583.97 | 65.500 12/31/2012 | 19,650.00 |
| 037833-10-0 | APPLE INC | 50.000 | 26,817.00 | 532.172 12/31/2012 | 26,608.65 |
| 053484-10-1 | AVALONBAY COMMUNITIES INC. | 515.000 | 22,385.90 | 135.590 12/31/2012 | 69,828.85 |
| 055622-10-4 | B P PLC SPONSORED ADR | 1,312.000 | 21,165.00 | 41.640 12/31/2012 | 54,631.68 |
| 110122-10-8 | BRISTOL MYERS SQUIBB CO | 1,600.000 | 28,032.21 | 32.590 12/31/2012 | 52,144.00 |
| 149123-10-1 | CATERPILLAR INC | 1,000.000 | 23,260.00 | 89.608 12/31/2012 | 89,608.50 |
| 171232-10-1 | CHUBB CORPORATION | 1,000.000 | 21,512.50 | 75.320 12/31/2012 | 75,320.00 |
| 17275R-10-2 | CISCO SYSTEMS INC | 1,500.000 | 44,305.00 | 19.649 12/31/2012 | 29,474.10 |
| 209115-10-4 | CONSOLIDATED EDISON INC | 1,000.000 | 40,198.33 | 55.540 12/31/2012 | 55,540.00 |
| 263534-10-9 | DUPONT E I DE NEMOURS & CO | 1,000.000 | 7,912.50 | 44.978 12/31/2012 | 44,978.50 |
| 30231G-10-2 | EXXON MOBIL CORP | 1,500.000 | 3,322.26 | 86.550 12/31/2012 | 129,825.00 |
| 369604-10-3 | GENERAL ELECTRIC | 2,500.000 | 15,854.17 | 20.990 12/31/2012 | 52,475.00 |
| 370334-10-4 | GENERAL MILLS INC | 500.000 | 19,199.75 | 40.420 12/31/2012 | 20,210.00 |
| 458140-10-0 | INTEL CORP | 2,000.000 | 5,843.75 | 20.620 12/31/2012 | 41,240.00 |
| 459200-10-1 | INTERNATIONAL BUSINESS MACHINES | 500.000 | 44,378.80 | 191.550 12/31/2012 | 95,775.00 |
| 464287-46-5 | ISHARES TR MSCI EAFE INDEX | 500.000 | 26,100.00 | 56.860 12/31/2012 | 28,430.00 |

61-P324-01-7 GOODMAN FOUNDATION AS OF DATE: 12/31/12

| CUSIP NUMBER | SECURITY DESCRIPTION | UNITS | CARRYING VALUE | PRICE DATE | MARKET VALUE |
|--------------|-------------------------------------|------------|----------------|----------------------|--------------|
| 46625H-10-0 | JPMORGAN CHASE & CO | 1,250.000 | 21,261.82 | 43.969 12/31/2012 | 54,961.38 |
| 478160-10-4 | JOHNSON & JOHNSON INC | 1,000.000 | 23,950.00 | 70.100 12/31/2012 | 70,100.00 |
| 494368-10-3 | KIMBERLY CLARK CORP | 700.000 | 26,585.31 | 84.430 12/31/2012 | 59,101.00 |
| 580135-10-1 | MCDONALDS CORP | 1,000.000 | 22,932.50 | 88.210 12/31/2012 | 88,210.00 |
| 585055-10-6 | MEDTRONIC INC | 500.000 | 25,519.70 | 41.020 12/31/2012 | 20,510.00 |
| 58933Y-10-5 | MERCK & CO INC NEW | 500.000 | 29,269.57 | 40.940 12/31/2012 | 20,470.00 |
| 594918-10-4 | MICROSOFT CORP | 1,000.000 | 36,992.90 | 26.709 12/31/2012 | 26,709.70 |
| 60934N-10-4 | FEDERATED GOVT OBLIG FD IS #5 | 51,122.260 | 51,122.26 | 1.000 12/31/2012 | 51,122.26 |
| 693390-30-4 | PIMCO LOW DURATION FUND INSTL #36 | 6,622.517 | 70,000.00 | 10.510 12/31/2012 | 69,602.65 |
| 693390-70-0 | PIMCO TOTAL RETURN INSTL #35 | 2,183.406 | 25,000.00 | 11.240 12/31/2012 | 24,541.48 |
| 693390-84-1 | PIMCO HIGH YIELD #108 INSTL | 2,651.113 | 25,000.00 | 9.640 12/31/2012 | 25,556.73 |
| 693391-10-4 | PIMCO REAL RETURN FUND INSTL #122 | 2,233.858 | 26,292.51 | 12.270 12/31/2012 | 27,409.44 |
| 717081-10-3 | PFIZER INC | 1,500.000 | 49,418.00 | 25.079 12/31/2012 | 37,618.95 |
| 742718-10-9 | PROCTER & GAMBLE CO | 1,200.000 | 25,656.03 | 67.890 12/31/2012 | 81,468.00 |
| 842587-10-7 | SOUTHERN CO | 1,000.000 | 25,309.30 | 42.810 12/31/2012 | 42,810.00 |
| 880210-50-5 | TEMPLETON INSTL FOREIGN EQUITY #454 | 6,407.921 | 104,832.23 | 19.600 12/31/2012 | 125,595.25 |
| 88579Y-10-1 | 3M CO | 1,000.000 | 15,381.45 | 92.850 12/31/2012 | 92,850.00 |

61-P324-01-7 GOODMAN FOUNDATION AS OF DATE: 12/31/12

| CUSIP NUMBER | SECURITY DESCRIPTION | UNITS | CARRYING VALUE | PRICE DATE | MARKET VALUE |
|----------------------|--|-----------|----------------|----------------------|--------------|
| 922031-83-6 | VANGUARD SHORT TERM INV GRADE ADM #539 | 8,721.571 | 93,408.03 | 10.830 12/31/2012 | 94,454.61 |
| 922042-85-8 | VANGUARD FTSE EMERGING MARKETS ETF | 600.000 | 24,558.00 | 44.530 12/31/2012 | 26,718.00 |
| 92343V-10-4 | VERIZON COMMUNICATIONS | 1,000.000 | 38,395.86 | 43.270 12/31/2012 | 43,270.00 |
| 931142-10-3 | WAL-MART STORES INC | 200.000 | 14,301.98 | 68.230 12/31/2012 | 13,646.00 |
| 949746-10-1 | WELLS FARGO & CO NEW | 500.000 | 16,984.75 | 34.180 12/31/2012 | 17,090.00 |
| TOTAL HOLDINGS | | | 1,167,966.61 | | 2,052,782.82 |
| TOTAL INCOME CASH | | | .00 | | .00 |
| TOTAL PRINCIPAL CASH | | | .00 | | .00 |
| TOTAL ACCOUNT | | | 1,167,966.61 | | 2,052,782.82 |