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
2012
Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: MARY & BRUCE GOODMAN FUND

A Employer identification number: 36-4020126

Number and street (or P O box number if mail is not delivered to street address): 899 SKOKIE BLVD | Room/suite: 532

B Telephone number: 847-509-8822

City or town, state, and ZIP code: NORTHBROOK, IL 60062-4022

C If exemption application is pending, check here ▶ ☐

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) ▶$ 590,300.

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		STATEMENT 1
	4 Dividends and interest from securities	24,956.	24,956.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,253.			
	b Gross sales price for all assets on line 6a 61,305.				
	7 Capital gain net income (from Part IV, line 2)		20,253.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	45,211.	45,211.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,500.	0.		2,500.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	543.	121.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	4,447.	4,393.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,490.	4,514.		2,515.
	25 Contributions, gifts, grants paid	40,365.			40,365.
	26 **Total expenses and disbursements.** Add lines 24 and 25	47,855.	4,514.		42,880.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,644.			
	b **Net investment income** (if negative, enter -0-)		40,697.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,490.	3,446.	3,446.
	2 Savings and temporary cash investments	17,358.	17,588.	17,588.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	550,201.	545,872.	569,266.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	569,049.	566,906.	590,300.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	569,049.	566,906.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	569,049.	566,906.	
	31 Total liabilities and net assets/fund balances	569,049.	566,906.	

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	569,049.
2	Enter amount from Part I, line 27a	2	-2,644.
3	Other increases not included in line 2 (itemize) ▶ NONTAXABLE DIVIDENDS	3	501.
4	Add lines 1, 2, and 3	4	566,906.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	566,906.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	OPPENHEIMER A/C #1146001			
b	OPPENHEIMER A/C #0125311			
c	OPPENHEIMER A/C #0125311			
d	CAPITAL GAINS DIVIDENDS A/C#1146001			
e	CAPITAL GAINS DIVIDENDS A/C#0125311			

	(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	21,398.		2,342.	19,056.
b	30.			30.
c	39,527.		38,710.	817.
d	303.			303.
e	47.			47.

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				19,056.
b				30.
c				817.
d				303.
e				47.

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	20,253.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	41,984.	551,533.	.076122
2010	30,782.	486,289.	.063300
2009	56,555.	445,483.	.126952
2008	80,000.	675,545.	.118423
2007	74,925.	915,179.	.081869

2	**Total** of line 1, column (d)	2	.466666
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	.093333
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	582,997.
5	Multiply line 4 by line 3	5	54,413.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	407.
7	Add lines 5 and 6	7	54,820.
8	Enter qualifying distributions from Part XII, line 4	8	42,880.

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	814.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	814.
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	814.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 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	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	414.
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** ▶	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	4b		
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) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2012 or the taxable year beginning in 2012 (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)*

			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)	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 ▶ BRUCE K. GOODMAN Telephone no. ▶ 847-509-8822

Located at ▶ 899 SKOKIE BLVD., STE 532, NORTHBROOK, IL ZIP+4 ▶ 60062-4022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
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		X
	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.

			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)? N/A	1b		
	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 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? ☐ 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.) N/A	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 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.)* N/A	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

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

		Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE K. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	PRESIDENT 0.00	0.	0.	0.
MARY F. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	SECRETARY 0.00	0.	0.	0.
MARJORIE G. CONROY 790 OAK KNOLL LAKE FOREST, IL 60045	DIRECTOR 0.00	0.	0.	0.
PATRICIA G. PELL 1655 LINDEN AVENUE HIGHLAND PARK, IL 60035	DIRECTOR 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	575,711.
b	Average of monthly cash balances	1b	16,164.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	591,875.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	591,875.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,878.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	582,997.
6	**Minimum investment return.** Enter 5% of line 5	6	29,150.

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	29,150.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 814.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	814.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,336.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	28,336.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,336.

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	42,880.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,880.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,880.

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					28,336.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	31,319.				
b From 2008	46,901.				
c From 2009	56,555.				
d From 2010	6,824.				
e From 2011	14,789.				
f Total of lines 3a through e		156,388.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 42,880.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					28,336.
e Remaining amount distributed out of corpus		14,544.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		170,932.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		31,319.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		139,613.			
10 Analysis of line 9:					
a Excess from 2008	46,901.				
b Excess from 2009	56,555.				
c Excess from 2010	6,824.				
d Excess from 2011	14,789.				
e Excess from 2012	14,544.				

Form **990-PF** (2012)

223581
12-05-12

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [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 or e-mail 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				
HIGHLAND PARK COMM FOUNDATION 508 CENTRAL AVENUE HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	10,000.
RAVINIA FESTIVAL PO BOX 896 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	10,000.
SEE ATTACHED SCHEDULE PO BOX 896 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	20,365.
Total ▶ 3a				40,365.
b Approved for future payment NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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	2.	
4 Dividends and interest from securities			14	24,956.	
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	20,253.	
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)		0.		45,211.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 45,211.

(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).

223621 12-05-12

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

Bruce Goodman | 5/9/13 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN R. ISRAEL		5/6/2013		P00238292
Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD.			Firm's EIN ▶ 36-2938874	
Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, SUITE 15 CHICAGO, IL 60611-5313			Phone no. 312-670-7444	

Form 990-PF (2012)

223622
12-05-12

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

SOURCE	AMOUNT
FIRST BANK & TRUST	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OPPENHEIMER 0125311	17,495.	0.	17,495.
OPPENHEIMER 1146001	7,461.	0.	7,461.
TOTAL TO FM 990-PF, PART I, LN 4	24,956.	0.	24,956.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	121.	121.		0.
2011 FEDERAL TAX DUE	22.	0.		0.
2012 ESTIMATED TAXES	400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	543.	121.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXECUTIVE ASSET FEES	4,393.	4,393.		0.
ILLINOIS CHARITABLE BUREAU FD	15.	0.		15.
MISCELLANEOUS	39.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,447.	4,393.		15.

FORM 990-PF — CORPORATE STOCK — STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ZIMMER HOLDINGS	0.	0.
THORNBURG MORTGAGE INC.	56,276.	1.
NUVEEN REAL ESTATE INC. FUND	80,328.	55,544.
WESTERN ASSET EMERGING MKTS	20,213.	28,863.
SEE ATTACHED STATEMENT	362,761.	460,069.
CONOCOPHILLIPS	13,586.	11,598.
JP MORGAN CHASE & CO	12,708.	13,191.
TOTAL TO FORM 990-PF, PART II, LINE 10B	545,872.	569,266.

04/23/13

Mary & Bruce Goodman Fund
Contribution Report
January through December 2012

Type	Date	Num	Name	Clr	Amount
Expense					
Contributions					
Check	2/8/2012	3064	KIWANIS CLUB OF EVANSTON		150.00
Check	2/9/2012	3066	MCGAW YMCA		100.00
Check	2/9/2012	3067	RAVINIA FESTIVAL ASSOC. / WOMEN'S BOARD		100.00
Check	2/9/2012	3065	THE ANTI-CRUELTY SOCIETY		100.00
Check	3/6/2012	3068	AMERICAN DIABETES ASSOCIATION		250.00
Check	3/6/2012	3069	PLANNED PARENTHOOD		100.00
Check	3/7/2012	3070	CHICAGO CRIME COMMISSION		1,400.00
Check	3/14/2012	3071	NORTH LAWNDALE COLLEGE PREP. HIGH SC...		250.00
Check	3/14/2012	3072	MENTAL HEALTH ASSOCIATION OF NORTH S...		250.00
Check	3/28/2012	3073	EVANS SCHOLARS FOUNDATION		250.00
Check	4/19/2012	3074	BETWEEN FRIENDS		100.00
Check	4/19/2012	3075	LAKE FOREST ACADEMY		100.00
Check	4/19/2012	3076	SPECIAL OLYMPICS ILLINOIS		100.00
Check	4/19/2012	3077	DUKE UNIVERSITY		80.00
Check	4/19/2012	3078	CHICAGO BOTANIC GARDEN		200.00
Check	4/19/2012	3079	PADS Crisis Services, Inc.		250.00
Check	4/19/2012	3080	CHICAGO LIGHTHOUSE		250.00
Check	5/25/2012	3082	LAKE FOREST ACADEMY		200.00
Check	6/4/2012	3083	AM SHALOM		2,750.00
Check	6/4/2012	3084	AMERICAN LIVER FOUNDATION		100.00
Check	6/12/2012	3085	RAVINIA FESTIVAL		200.00
Check	6/12/2012	3086	EVANS SCHOLARS FOUNDATION		250.00
Check	6/18/2012	3087	NORTH SHORE SENIOR CENTER		250.00
Check	6/19/2012	3088	CHICAGO BOTANIC GARDEN		150.00
Check	6/19/2012	3089	ASPCA		100.00
Check	6/21/2012	3090	FAMILY NETWORK		250.00
Check	7/5/2012	3091	DUKE UNIVERSITY		1,000.00
Check	7/5/2012	3092	THE ANTI-CRUELTY SOCIETY		100.00
Check	7/20/2012	3093	THE HUMANE SOCIETY		100.00
Check	7/20/2012	3094	CHICAGO FOOD DEPOSITORY		100.00
Check	7/23/2012	3095	EVANS SCHOLARS FOUNDATION		2,500.00
Check	8/22/2012	3096	ASPCA		100.00
Check	8/24/2012	3097	CHICAGO CRIME COMMISSION		3,250.00
Check	9/18/2012	3099	MARINE BIOLOGICAL LABORATORY		500.00
Check	9/18/2012	3100	DOCTORS WITHOUT BORDERS		150.00
Check	9/18/2012	3101	MUSEUM OF SCIENCE & INDUSTRY		250.00
Check	10/12/2012	3102	NORTHWESTERN UNIVERSITY		250.00
Check	10/18/2012	3103	NATURE CONSERVANCY		250.00
Check	10/23/2012	3104	THE HUMANE SOCIETY		100.00
Check	11/6/2012	3105	MARYVILLE ACADEMY		100.00
Check	11/21/2012	3106	HIGHLAND PARK STRINGS		200.00
Check	11/21/2012	3107	FULCRUM POINT		100.00
Check	11/21/2012	3108	ERIKSON INSTITUTE		100.00
Check	11/21/2012	3109	USS MISSOURI MEMORIAL ASSOCIATION		100.00
Check	11/28/2012	3110	KIWANIS CLUB OF EVANSTON		135.00
Check	11/28/2012	3111	DELTA TAU EDUCATIONAL FOUNDATION		100.00
Check	11/28/2012	3112	YMCA EVANSTON / NORTH SHORE		100.00
Check	11/28/2012	3113	NORTH SHORE SENIOR CENTER		100.00
Check	11/28/2012	3114	CAMP MANITO-WISH YMCA		250.00
Check	11/28/2012	3115	PADS LAKE COUNTY		250.00
Check	11/28/2012	3116	CHICAGO COUNCIL ON GLOBAL AFFAIRS		100.00
Check	11/28/2012	3117	CARE USA		200.00
Check	12/7/2012	3118	BENEDICTINE SISTERS OF CHICAGO		100.00
Check	12/7/2012	3119	EVANS SCHOLARS FOUNDATION		100.00
Check	12/10/2012	3120	IREM FOUNDATION		100.00
Check	12/12/2012	3121	AM SHALOM		100.00
Check	12/12/2012	3122	ANTI DEFAMATION LEAGUE		100.00
Check	12/12/2012	3123	CHICAGO HUMANITIES FESTIVAL		1,000.00
Check	12/12/2012	3124	BETHANY BAPTIST CHURCH OF CHRIST		100.00
Total Contributions					20,365.00

OPPENHEIMER

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

STATEMENT OF ACCOUNT

SIPC

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

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

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

Portfolio Holdings

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

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

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	12,052 0800	ADLXX	1.00000	1.00000	12,052.08	12,052 08	0 020%	2	2 55
TOTAL MONEY MARKET FUNDS						12,052.08	12,052.08		2	2.55

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www.opco.com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R) CASH	420	T	27.18170	33.71000	11,416 30	14,158.20	2,742	5 339%	756	3 00
ALTRIA GROUP INC	(C) CASH	480	MO	21 92050	31 44000	10,521 84	15,091 20	4,569	5 597%	844	3 20
ASTRAZENECA PLC SPONSORED ADR	(L) CASH	270	AZN	46 82990	47.27000	12,644 07	12,762 90	119	6 029%	769	2 70
BOEING CO	(S) CASH	160	BA	43.89770	75.36000	7,023 63	12,057 60	5,034	2 574%	310	2 55
CHEVRON CORP NEW	(G) CASH	120	CVX	56.76170	108 14000	6,811.40	12,976 80	6,165	3 329%	432	2 75
CISCO SYS INC	(R) CASH	500	CSCO	19.08750	19 64940	9,543 75	9,824 70	281	2 849%	280	2 08
CONOCOPHILLIPS	(G) CASH	270	COP	43.22850	57.99000	11,671.70	15,657 30	3,986	4 552%	712	3 32
DIAGEO P L C SPON ADR NEW	(J) CASH	140	DEO	57.66000	116.58000	8,072.40	16,321.20	8,249	2 379%	388	3 46
DOMINION RES INC VA NEW	(T) CASH	175	D	41.28920	51 80000	7,225 61	9,065.00	1,839	4 073%	369	1 92
DU PONT E I DE NEMOURS & CO	(C) CASH	240	DD	33.86790	44.97850	8,128.29	10,794 84	2,667	3 824%	412	2 29
GENERAL ELECTRIC CO	(T) CASH	660	GE	35.12980	20.99000	23,185.67	13,853.40	(9,332)	3 620%	501	2 93
GENUINE PARTS CO	(P) CASH	195	GPC	45 09490	63.58000	8,793 50	12,398 10	3,605	3.114%	386	2 63
HCP INC REIT	(I) CASH	340	HCP	32.32170	45.16000	10,989.38	15,354 40	4,365	4 428%	680	3.25

OPPENHEIMER

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STATEMENT OF ACCOUNT

SIPC

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

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

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	240	HBC	44 80340	53 07000	10,752 82	12,736 80	1,984	4 710%	600	2 70
HEALTH CARE REIT INC REIT	(I) CASH	250	HCN	43 94780	61 29000	10,986 95	15,322 50	4,336	4 829%	740	3 25
HEINZ H J CO	(J) CASH	260	HNZ	38.49620	57 68000	10,009 00	14,996 80	4,988	3 571%	535	3 18
INTEL CORP	(Q) CASH	420	INTC	19 39840	20 62000	8,147 33	8,660 40	513	4 364%	378	1 83
JPMORGAN CHASE & CO COM	(I) CASH	205	JPM	46.07890	43 96910	9,446 17	9,013 66	(433)	2 729%	246	1 91
JOHNSON & JOHNSON	(L) CASH	220	JNJ	59.21390	70 10000	13,027.05	15,422 00	2,395	3 480%	536	3 27
KIMBERLY CLARK CORP	(F) CASH	170	KMB	70 01510	84 43000	11,902 57	14,353 10	2,451	3 505%	503	3 04
KRAFT FOODS GROUP INC	(J) CASH	141	KRFT	33.77200	45 47000	4,761 85	6,411 27	1,649	4 398%	282	1 36
LILLY ELI & CO	(L) CASH	360	LLY	48.20860	49 32000	17,355 10	17,755 20	400	3 974%	705	3 76
MERCK & CO INC NEW	(L) CASH	375	MRK	33.01600	40 94000	12,381.00	15,352 50	2,972	4 201%	645	3 25
MICROSOFT CORP	(Q) CASH	460	MSFT	23 79090	26 70970	10,943 82	12,286 46	1,343	3 444%	423	2 60
MONDELEZ INTL INC CL A	(J) CASH	425	MDLZ	20.87430	25 45320	8,871 56	10,817 61	1,946	2 042%	221	2 29
NEXTERA ENERGY INC	(T) CASH	220	NEE	49 31620	69 19000	10,849 56	15,221 80	4,372	3 468%	528	3 22
PETROCHINA CO LTD SPONSORED ADR	(G) CASH	80	PTR	53.30460	143 78000	4,264 37	11,502 40	7,238	3 111 %	357	2 44
PHILIP MORRIS INTL INC	(C) CASH	155	PM	44 06510	83 64000	6,830 09	12,964 20	6,134	4 065%	527	2 75
RAYTHEON CO COM NEW	(Q) CASH	260	RTN	51 62280	57 56000	13,421 93	14,965 60	1,544	3 474%	520	3 17
ROYAL DUTCH SHELL PLC SPON ADR B	(G) CASH	180	RDSB	73 05150	70 89000	13,149 27	12,760 20	(389)	4 852%	619	2 70
3M CO	(L) CASH	160	MMM	58 59800	92 85000	9,375 68	14,856 00	5,480	2 541%	377	3 15
TRAVELERS COMPANIES INC	(I) CASH	155	TRV	39 51610	71 82000	6,125 00	11,132 10	5,007	2 561%	285	2 36
UNILEVER N V N Y SHS NEW	(J) CASH	440	UN	22 77720	38 30000	10,021 96	16,852 00	6,830	2 720%	458	3 57
VERIZON COMMUNICATIONS INC	(R) CASH	330	VZ	32 26260	43 27000	10,646 66	14,279 10	3,632	4 760%	679	3 02

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STATEMENT OF ACCOUNT

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DUPLICATE FOR:
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Page	Account Number	Financial Advisor	Period Ending
5 of 6	G40-0125311	ISRAELITE, GERALD/ISRAELITE, D - G40	12/31/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VODAFONE GROUP PLC NEW SPONS ADR NEW	(R) CASH	480	VOD	28.04930	25 19000	13,463.66	12,091 20	(1,372)	5 955%	720	2 56
SUB-TOTAL COMMON STOCK						362,760.94	460,068.54	97,309		17,733	97.45
TOTAL EQUITIES						362,760.94	460,068.54	97,309		17,733	97.45

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE TB

(R) 10% TELECOMMUNICATIONS	(C) 8% BASIC INDUSTRY	(L) 16% HEALTHCARE	(S) 2% TRANSPORTATION	(G) 11% ENERGY
(J) 14% FOOD & BEVERAGES	(T) 8% UTILITIES	(P) 2% RETAIL SERVICES	(I) 13% FINANCIAL	(Q) 7% TECHNOLOGY
(F) 3% CONSUMER GOODS				

Total Portfolio Holdings	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent