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 09/01, 2012, and ending 08/31, 2013

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

A Employer identification number: 39-6056619

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

Room/suite

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 49,491,899.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	151,349.	151,349.		ATCH 1
	4 Dividends and interest from securities	1,055,565.	1,055,565.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	790,594.			
	b Gross sales price for all assets on line 6a 4,206,110.				
	7 Capital gain net income (from Part IV, line 2)		790,594.		
	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) ATCH 3	-606,130.			
	12 Total. Add lines 1 through 11	1,391,378.	1,997,508.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	145,000.	36,250.		108,750.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	21,750.	5,438.		16,312.
	16a Legal fees (attach schedule) ATCH 4	121.			121.
	b Accounting fees (attach schedule) ATCH 5	1,305.	1,305.		
	c Other professional fees (attach schedule) *	220,915.	194,134.		26,781.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	70,633.	9,545.		5,432.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	10,228.	497.		9,731.
	24 Total operating and administrative expenses. Add lines 13 through 23	469,952.	247,169.		167,127.
	25 Contributions, gifts, grants paid	1,946,121.			1,946,121.
	26 Total expenses and disbursements Add lines 24 and 25	2,416,073.	247,169.	0	2,113,248.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,024,695.			
	b Net investment income (if negative, enter -0-)		1,750,339.		
	c Adjusted net income (if negative, enter -0-)				

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*ATCH 6

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,280,080.	1,371,692.	1,371,692.
	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)	4,590,173.		
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	37,665,493.	40,560,197.	48,120,207.
	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)	44,535,746.	41,931,889.	49,491,899.
Liabilities	17 Accounts payable and accrued expenses	766.	766.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	766.	766.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	44,739,117.	41,931,123.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-204,137.		
	30 **Total net assets or fund balances** (see instructions)	44,534,980.	41,931,123.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	44,535,746.	41,931,889.	

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	44,534,980.
2	Enter amount from Part I, line 27a	2	-1,024,695.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	3,441.
4	Add lines 1, 2, and 3	4	43,513,726.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	1,582,603.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,931,123.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	790,594.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,156,558.	45,067,755.	0.047851
2010	1,019,603.	44,602,687.	0.022860
2009	634,232.	11,009,981.	0.057605
2008	434,385.	1,322,960.	0.328343
2007	1,775,196.	1,934,716.	0.917549

2	**Total** of line 1, column (d)	2	1.374208
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	0.274842
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	48,141,882.
5	Multiply line 4 by line 3	5	13,231,411.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,503.
7	Add lines 5 and 6	7	13,248,914.
8	Enter qualifying distributions from Part XII, line 4	8	2,113,248.

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	35,007.
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	35,007.
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	35,007.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 29,120.		
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	29,120.
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	5,887.
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 the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ATCH 12	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SVA CERTIFIED PUBLIC ACCTS Telephone no ▶ 608-831-8181
Located at ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI ZIP+4 ▶ 53717

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)	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.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		145,000.	21,750.	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
ATCH 14		216,115.
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	47,944,924.
b	Average of monthly cash balances	1b	930,083.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	48,875,007.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	48,875,007.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	733,125.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,141,882.
6	**Minimum investment return.** Enter 5% of line 5	6	2,407,094.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	2,407,094.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	35,007.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,007.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,372,087.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,372,087.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,372,087.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,113,248.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,113,248.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,113,248.

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				2,372,087.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 1,684,122.				
b	From 2008 369,355.				
c	From 2009 86,266.				
d	From 2010				
e	From 2011				
f	Total of lines 3a through e	2,139,743.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,113,248.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				2,113,248.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	258,839.			258,839.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,880,904.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,425,283.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	455,621.			
10	Analysis of line 9				
a	Excess from 2008 369,355.				
b	Excess from 2009 86,266.				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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*				
ATCH 15				
Total . . . . ▶ **3a**				1,946,121.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	151,349.	
4 Dividends and interest from securities	531120		14	1,055,565.	
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	790,594.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16		-606,130.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-606,130.		1,997,508.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,391,378.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Eugene R. Schramka | 11/18/2013 | VP

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
E.G. SCHRAMKA	Eugene R. Schramka	11/18/2013		P01398818
Firm's name ▶ SVA CERTIFIED PUBLIC ACCOUNTANTS			Firm's EIN ▶ 39-1203191	
Firm's address ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717			Phone no 608-831-8181	

ATTACHMENT 11

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

R

DESCRIPTION	AMOUNT

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES - SHORT TERM PROPERTY TYPE: SECURITIES				P		
719,454.		673,248.					46,206.	
		PUBLICLY TRADED SECURITIES - LONG TERM - PROPERTY TYPE: SECURITIES				P		
3,142,695.		2,742,268.					400,427.	
		CAPITAL GAINS DIVIDENDS PROPERTY TYPE: SECURITIES				P		
343,831.							343,831.	
		UNRECAPTURED SEC 1250 GAIN						
130.							130.	
TOTAL GAIN(LOSS)							790,594.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. BANK TRUST - OTHER INTEREST	151,349.	151,349.
TOTAL	151,349.	151,349.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US BANK TRUST-OTHER DIVIDENDS		1,055,565.	1,055,565.
	TOTAL	1,055,565.	1,055,565.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
IRWIN A. AND ROBERT D. GOODMAN, INC. K-1	-606,130.
TOTALS	-606,130.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	121.			121.
TOTALS	121.			121.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TRUST FEES	215,565.	194,009.	21,556.
TAX SERVICE FEE	550.	125.	425.
DOUG MOE BOOK	4,800.		4,800.
TOTALS	220,915.	194,134.	26,781.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE TAX		26,809.		
FOREIGN TAXES		7,734.	7,734.	
PAYROLL TAXES		7,243.	1,811.	5,432.
UBIT		28,847.		
UNEMPLOYMENT TAX				
	TOTALS	70,633.	9,545.	5,432.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REGISTRATION FEE	20.		20.
PROFESSIONAL ORGANIZATIONS	2,545.		2,545.
LIABILITY INSURANCE	944.		944.
OFFICE EQUIPMENT / SUPPLIES			
PARKING	1.		1.
TELEPHONE	1,328.	332.	996.
POSTAGE / PHOTOCOPIES	62.		62.
ADR FEE	25.	25.	
SUBSCRIPTIONS	140.	140.	
MINUTES TAKER AND BOARD PACKET	2,816.		2,816.
PROMOTION PLAQUES	2,347.		2,347.
TOTALS	10,228.	497.	9,731.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UB BANK - SEE ATTACHMENT	40,560,197.	48,120,207.
TOTALS	40,560,197.	48,120,207.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
NONDIVIDEND DISTRIBUTIONS		2,857.
TIMING DIFFERENCE ON EARNINGS		584.
	TOTAL	3,441.

ATTACHMENT 12

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

CONTROLLED ENTITY'S NAME:	IRWIN A. AND ROBERT D. GOODMAN, INC.
CONTROLLED ENTITY'S ADDRESS:	P.O. BOX 44966
CITY, STATE & ZIP:	MADISON, WI 53744
EIN:	39-0908390
TRANSFER AMOUNT:	82,960.

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

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT PRICER PO BOX 44966 MADISON, WI 53744-4966	DIRECTOR 5.00	0	0	0
STEVE MORRISON PO BOX 44966 MADISON, WI 53744-4966	SECRETARY/TREASURER 5.00	0	0	0
E G SCHRAMKA PO BOX 44966 MADISON, WI 53744-4966	VP/EXECUTIVE DIRECTOR 45.00	145,000.	21,750.	0
HOWARD A SWEET PO BOX 44966 MADISON, WI 53744-4966	PRESIDENT 5.00	0	0	0
	GRAND TOTALS	145,000.	21,750.	0

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
U.S. BANK N.A. 1 SOUTH PICKNEY STREET MADISON, WI 53703 INVESTMENT SERVICES AND PAYROLL SERVICES.	INVESTMENT SERVICES	216,115.
TOTAL COMPENSATION		216,115.

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF DANE COUNTY 2059 ATWOOD AVE MADISON, WI 53704	NONE 170(B)(1)(A)(IV)	GENERAL OPERATIONS AND WI-FI	347,564.
MADISON JEWISH COMMUNITY DAY SCHOOL 2702 ARBOR DR MADISON, WI 53711	NONE 170(B)(1)(A)(II)	SCHOLARSHIP	31,500.
MADISON PARKS FOUNDATION PO BOX 2987 NADISON, WI 53701	NONE 170(B)(1)(A)(V)	POOL SCHOLARSHIP	50,000.
CAPITOL CITY BAND ASSOCIATION PO BOX 258007 MADISON, WI 53725	NONE 170(B)(1)(B)	SUMMER BAND CONCERTS	2,053.
MADISON SCHOOL & COMMUNITY RECREATION 3802 REGENT ST MADISON, WI 53705	NONE 170(B)(1)(B)	GENERAL OPERATIONS	2,500.
GOODMAN COMMUNITY CENTER 149 WAUBESA ST MADISON, WI 53704	NONE 170(B)(1)(B)	GENERAL OPERATIONS, PRODUCTION FACILITY KITCHEN, SEED TO TABLE PROGRAM, AND EARLY CHILDHOOD SCHOLARSHIPS	266,000

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHABAD HOUSE OF MADISON 1722 REGENT STREET MADISON, WI 53726	NONE 170(B)(1)(A)(I)	GENERAL OPERATIONS AND YOUNG JEWISH PROFESSIONALS	80,000.
HILLEL 611 LANGDON STREET MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS, MARKETING AND EVENT COORDINATOR, TORAH REPAIR	41,232.
SHELLEY GLOVER SPORTS EDUCATIONAL FOUNDATION 8500 GREENWAY BLVD, SUITE 101 MIDDLETON, WI 53562	NONE 170(B)(1)(B)	GOODMAN POOL SWIM TEAMS	9,440.
ACCESS COMMUNITY HEALTH CENTER 2901 WEST BELTLINE HIGHWAY SUITE 120 MADISON, WI 53713	NONE 170(B)(1)(A)(III)	CAPITAL CAMPAIGN FOR A COMMUNITY HEALTH CENTER	30,000.
MADISON ROTARY FOUNDATION 22 N. CARROLL ST SUITE 202 MADISON, WI 53703	NONE 170(B)(1)(B)	100TH ANNIVERSARY VIDEO	20,000.
COMMUNITY GROUNDWORKS 3601 MEMORIAL DR SUITE 4 MADISON, WI 53704	NONE 170(B)(1)(B)	YOUTH GROW LOCAL FARM	50,000

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726-4090	NONE 170(B)(1)(B)	INDOOR TRAINING CENTER	360,000
JEWISH FEDERATION OF MADISON 6434 ENTERPRISE LANE MADISON, WI 53719-1117	NONE 170(B)(1)(B)	GENERAL OPERATIONS, GOODMAN CAMPUS AND STRATEGIC PLAN	236,849
CONGREGATION SHAAREI SHAMAYIM PO BOX 55061 MADISON, WI 53705-8861	NONE 170(B)(1)(B)	NEW TORAH	4,000
EAST MADISON COMMUNITY CENTER 8 STRAUBEL COURT MADISON, WI 53704	NONE 170(B)(1)(B)	FIT FOR THE FUTURE PROGRAM	32,000.
CITY OF MADISON MADISON PARKS P.O. BOX 2987 MADISON, WI 53701-2987	NONE 170(C)(1)	SITE FEASABILITY STUDY	36,883.
MADISON AREA CONCERT HANDBELL CHOIR P.O. BOX 44056 MADISON, WI 53744-4056	NONE 170(B)(1)(B)	GENERAL OPERATIONS	2,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PORCHLIGHT 306 N. BROOKS STREET MADISON, WI 53715	NONE 170(B)(1)(B)	NEW FACILITY	66,000.
MADISON PUBLIC LIBRARY FOUNDATION 201 W. MIFFLIN STREET MADISON, WI 53703	NONE 170(B)(1)(B)	CAPITAL CAMPAIGN CENTRAL LIBRARY	35,000
CHABAD AT THE UNIVERSITY OF WISCONSIN 233 WEST GILMAN STREET MINNEAPOLIS, MN 53703	NONE 170(B)(1)(A)(I)	GENERAL OPERATIONS AND MASTER PLAN FOR SITE EXPANSION	46,500.
CHILDREN'S DYSLEXIA CENTER - MADISON 301 WISCONSIN AVENUE MADISON, WI 53703	NONE 170(B)(1)(B)	GENERAL OPERATIONS	15,000.
MADISON AREA YOUTH SOCCER ASSOCIATION 5964 EXECUTIVE DRIVE SUITE 1 MADISON, WI 53719	NONE 170(B)(1)(B)	NEW SOCCER FIELD	126,600.
DAIS P.O. BOX 1761 MADISON, WI 53701-1761	NONE 170(B)(1)(B)	CAPITAL CAMPAIGN FOR NEW SHELTER	30,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MADISON METROPOLITAN SCHOOL DISTRICT 545 W. DAYTON STREET MADISON, WI 53703-1967	NONE 170(B)(1)(A)(II)	SPRINGHARBOR MIDDLE SCHOOL SUSTAINABLE GREENHOUSE	25,000.
		TOTAL CONTRIBUTIONS PAID	1,946,121.

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

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
IRWIN A. AND ROBERT D. GOODMAN, INC. K-1	531120	-606,130.			
TOTALS		-606,130.			

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

Employer identification number: 39-6056619

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						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	46,206.
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	46,206.

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						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	744,388.
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	
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	744,388.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II Caution: *Read the instructions* ***before*** *completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			46,206.
14 **Net long-term gain or (loss):**				
a Total for year	14a			744,388.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			790,594.

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? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **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? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ 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: IRWIN A. AND ROBERT D. GOODMAN

Employer identification number: 39-6056619

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a PUBLICLY TRADED SECURITIES - SHORT TERM - SEE ATTACH			719,454.	673,248.	46,206.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 46,206.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

	(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a	PUBLICLY TRADED SECURITIES - LONG TERM - SEE ATTACHE			3,142,695.	2,742,268.	400,427.
	CAPITAL GAINS DIVIDENDS			343,831.		343,831.
	UNRECAPTURED SEC 1250 GAIN			130.		130.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 744,388.

IRWIN A. AND ROBERT D. GOODMAN FOUNDATION, INC.
39-6056619

For Profit Subsidiary:
Name: Irwin A. and Robert D Goodman, Inc.
EIN: 39-0908390

The Irwin A. and Robert D. Goodman, Inc. is 100% owned by the Irwin A. and Robert D. Goodman Foundation, Inc. and has been accounted for by the Foundation as an investment. Irwin A. and Robert D. Goodman, Inc. is reporting its income, expenses, assets and liabilities in a separate federal income tax return, under its own filing requirement, and therefore are not included in the attached Foundation return.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
767. ABBOTT LABS	05/11/2012	01/15/2013	25,335.51	21,457.67	3,877.84
1023. AMERISOURCEBERGEN CORP	03/01/2012	10/05/2012	40,259.88	38,266.95	1,992.93
150000. BANK OF MONTREAL					
2.125% 6/28/13	09/07/2012	06/28/2013	150,000.00	152,137.50	-2,137.50
840. EQUITABLE CORP	03/01/2012	01/23/2013	50,228.35	45,298.43	4,929.92
691. EATON CORP	03/01/2012	12/03/2012	35,866.77	36,200.30	-333.53
1321. EATON CORP	12/21/2011	12/03/2012	68,567.30	59,719.90	8,847.40
152. EMERSON ELEC CO	05/24/2012	04/22/2013	8,105.16	7,277.41	827.75
180. LOWES CO INC	10/05/2012	08/08/2013	8,229.50	5,708.66	2,520.84
145. LUFKIN INDS INC	12/10/2012	04/10/2013	12,751.01	8,453.50	4,297.51
126. MICROCHIP TECHNOLOGY INC	05/11/2012	05/06/2013	4,752.00	3,920.44	831.56
212. MONSTER BEVERAGE CORP	10/26/2012	06/12/2013	13,154.82	9,795.57	3,359.25
360. NATIONAL OILWELL VARCO INC	06/26/2012	09/10/2012	29,499.32	21,545.32	7,954.00
372. NEW YORK COMMUNITY BANCORP					
INC	05/18/2012	03/06/2013	4,969.36	4,682.03	287.33
232. PACCAR INC	10/25/2012	04/04/2013	11,276.96	9,723.70	1,553.26
96. PRICELINE COM INC	11/10/2011	10/10/2012	58,213.51	51,041.24	7,172.27
1361. PRINCIPAL FINANCIAL GROUP	12/06/2011	12/04/2012	37,361.20	34,541.50	2,819.70
147. SAUER-DANFOSS INC. COMMON					
STOCK	07/12/2012	11/28/2012	7,652.64	5,207.83	2,444.81
150000. WMC FIN USA LTD					
5.125% 5/15/13	09/07/2012	05/15/2013	150,000.00	154,843.50	-4,843.50
75. MALLINCKRODT PLC W I	03/06/2013	07/08/2013	3,220.30	3,415.27	-194.97
.25 MALLINCKRODT PLC W I	03/06/2013	07/18/2013	10.55	11.38	-0.83
Totals			719,454.00	673,248.00	46,206.00

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IRWIN & ROBERT GOODMAN FDN REV 000016149200 39-6622728

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
. A O L TIME WARNER INC REF					
887317105		11/02/2012	1.47	NONE	1.47
193. ABBVIE INC	03/01/2012	04/04/2013	8,000.00	5,746.34	2,253.66
278. ABBVIE INC	05/11/2012	06/17/2013	11,940.22	8,709.62	3,230.60
613. ALLERGAN INC	08/10/2011	05/01/2013	60,840.74	40,540.61	20,300.13
1107. ALLSTATE CORP	05/09/2012	06/04/2013	52,271.85	38,091.76	14,180.09
401. AMERICAN EXPRESS CO	01/09/2012	01/14/2013	24,421.79	17,292.48	7,129.31
339. AMERICAN EXPRESS CO	08/13/2010	05/23/2013	25,265.64	14,231.12	11,034.52
235. APOGEE ENTERPRISES INC	11/29/2010	03/14/2013	6,927.17	2,688.54	4,238.63
122. APPLE INC	01/26/2012	07/02/2013	51,073.82	54,246.26	-3,172.44
125000. BARCLAYS BK PLC					
2.500% 1/23/13	04/11/2011	01/23/2013	125,000.00	127,555.00	-2,555.00
649. BERKSHIRE HATHAWAY INC CL	01/14/2011	04/12/2013	69,300.94	52,758.32	16,542.62
61. BIO RAD LABS INC CL A	08/13/2010	02/22/2013	7,072.52	5,452.83	1,619.69
371. BIOGEN IDEC INC	08/10/2011	10/19/2012	55,407.54	23,806.15	31,601.39
407. BIOGEN IDEC INC	09/17/2010	01/04/2013	59,930.47	23,626.35	36,304.12
36. BLACKROCK INC	03/01/2012	04/04/2013	8,992.97	7,140.20	1,852.77
221. CABELAS INC CL A	08/13/2010	04/25/2013	14,191.17	3,360.52	10,830.65
622. COGNIZANT TECH SOLUTIONS	01/09/2012	08/30/2013	45,784.50	39,164.45	6,620.05
343. CUMMINS INC	06/27/2011	01/14/2013	38,037.64	33,483.52	4,554.12
149. EAGLE MATERIALS INC	08/13/2010	11/12/2012	7,900.59	3,948.60	3,951.99
502. E BAY INC	01/23/2012	03/14/2013	26,366.66	15,297.61	11,069.05
1253. E BAY INC	09/17/2010	07/18/2013	67,082.19	30,547.02	36,535.17
. ELECTRONIC DATA SYSTEMS		02/04/2013	5.24	NONE	5.24
547. EMERSON ELEC CO	03/01/2012	04/22/2013	29,167.90	27,519.52	1,648.38
125000. EMERSON ELECTRIC					
4.500% 5/01/13	04/14/2011	05/01/2013	125,000.00	133,323.75	-8,323.75
2270. EXPEDITORS INTL WASH INC	04/30/2012	05/02/2013	83,877.58	95,591.92	-11,714.34
148. FIDELITY NATL INFORMATION					
SVCS INC	03/16/2012	06/17/2013	6,499.95	4,891.75	1,608.20
222. FLOWERS FOODS INC	08/02/2010	03/25/2013	7,195.48	3,729.20	3,466.28
.5 FLOWERS FOODS INC	08/02/2010	07/10/2013	11.49	5.41	6.08
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
549. FRANKLIN RES INC	01/23/2012	07/10/2013	76,370.95	65,421.34	10,949.61
100000. GEN ELEC CAP CRP MTN					
4.800% 5/01/13	04/14/2011	05/01/2013	100,000.00	106,219.00	-6,219.00
696. GILEAD SCIENCES INC	08/10/2011	09/18/2012	46,595.88	24,756.97	21,838.91
705. GILEAD SCIENCES INC	05/04/2011	11/12/2012	51,161.89	28,680.94	22,480.95
313. GILEAD SCIENCES INC	08/13/2010	01/14/2013	24,371.60	10,810.89	13,560.71
24. GOOGLE INC CL A	08/13/2010	10/18/2012	16,493.87	11,736.72	4,757.15
63. GOOGLE INC CL A	01/30/2012	05/16/2013	57,305.90	36,480.80	20,825.10
311. GRANITE CONSTRUCTION INC	07/07/2011	09/18/2012	9,014.38	8,840.19	174.19
544. HARRIS TEETER SUPERMARKETS	08/13/2010	07/09/2013	26,775.76	18,623.93	8,151.83
. HEALTHSOUTH CORP		02/04/2013	14.62	NONE	14.62
. HEALTHSOUTH CORP		02/04/2013	17.53	NONE	17.53
2744. INTEL CORP	08/10/2011	08/01/2013	63,470.63	52,833.93	10,636.70
30. INTERNATIONAL BUSINESS					
MACHS CORP	03/01/2012	08/08/2013	5,653.48	5,951.39	-297.91
91. J & J SNACK FOODS CORP	07/23/2010	06/27/2013	6,918.61	3,784.24	3,134.37
148. KIRBY CORP	08/13/2010	08/05/2013	12,710.40	5,721.77	6,988.63
144. LUFKIN INDS INC	08/13/2010	04/10/2013	12,663.08	5,556.83	7,106.25
.5 MARTEN TRANSPORTATION LTD	08/02/2010	07/08/2013	8.27	7.68	0.59
106. MCCORMICK & CO INC COM	03/01/2012	08/23/2013	7,430.52	5,372.03	2,058.49
1135. MICROCHIP TECHNOLOGY INC	03/01/2012	05/06/2013	42,805.67	39,897.41	2,908.26
. MICRON TECHNOLOGY INC		11/02/2012	13.35	NONE	13.35
2918. NEW YORK COMMUNITY BANCORP					
INC	03/01/2012	03/06/2013	38,980.10	38,420.43	559.67
4250.34 NUVEEN SHORT TERM BOND					
FUND CL I	11/07/2011	02/27/2013	42,758.42	42,078.37	680.05
341. ORRSTOWN FINL SVCS INC	02/08/2011	11/12/2012	2,705.09	8,883.05	-6,177.96
21645.022 PIMCO TOTAL RETURN FUND					
INST	05/26/2010	10/19/2012	250,432.90	240,259.74	10,173.16
8912.656 PIMCO TOTAL RETURN FUND					
INST	05/26/2010	02/27/2013	100,000.00	98,930.48	1,069.52
8904.72 PIMCO TOTAL RETURN FUND					
INST	05/26/2010	05/15/2013	100,089.05	98,842.39	1,246.66
22624.434 PIMCO TOTAL RETURN FUND					
INST	05/26/2010	06/05/2013	250,000.00	251,131.22	-1,131.22
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
9267.841 PIMCO TOTAL RETURN FUND					
INST	05/26/2010	07/18/2013	100,185.36	102,873.04	-2,687.68
23041.475 PIMCO TOTAL RETURN FUND					
INST	05/26/2010	07/23/2013	249,539.17	254,845.15	-5,305.98
581. PACCAR INC	03/01/2012	04/04/2013	28,241.02	26,876.77	1,364.25
105. POWELL INDS INC	08/02/2010	02/15/2013	6,143.41	3,554.87	2,588.54
1339. PRINCIPAL FINANCIAL GROUP	08/10/2011	12/04/2012	36,757.27	33,847.00	2,910.27
. QWEST COMMUNICATIONS INTL		02/04/2013	0.66	NONE	0.66
. QWEST COMMUNICATIONS INTL		02/04/2013	0.16	NONE	0.16
709. RALCORP HOLDINGS INC	08/10/2011	11/28/2012	62,943.61	37,373.82	25,569.79
670. ROYAL DUTCH SHELL PLC A D	03/01/2012	06/17/2013	44,108.08	49,438.97	-5,330.89
2136. SCHWAB CHARLES CORP	01/20/2012	02/14/2013	35,831.45	27,364.51	8,466.94
1999. SCHWAB CHARLES CORP	01/20/2012	07/11/2013	42,488.01	24,335.39	18,152.62
.6455 STIFEL FINL CORP	04/28/2010	02/26/2013	22.07	60.39	-38.32
39. STIFEL FINL CORP	08/13/2010	08/05/2013	1,507.65	2,674.19	-1,166.54
.57 TOOTSIE ROLL INDS INC	04/28/2010	04/22/2013	17.79	15.46	2.33
71. UNIT CORP	04/18/2011	03/14/2013	3,288.22	4,240.55	-952.33
125000. U S TREASURY NT					
1.000% 8/31/16	09/08/2011	11/27/2012	127,426.76	125,615.24	1,811.52
48. V F CORP	03/01/2012	08/08/2013	9,581.85	7,080.74	2,501.11
. VERITAS SOFTWARE CO COM		11/02/2012	0.18	NONE	0.18
157. VISA INC CLASS A SHARES	08/10/2011	10/23/2012	21,441.03	12,163.40	9,277.63
363. WERNER ENTERPRISES INC	08/13/2010	02/22/2013	8,250.34	7,917.48	332.86
. INVESCO LTD		12/18/2012	344.53	NONE	344.53
. INVESCO LTD		12/18/2012	1,946.10	NONE	1,946.10
. SECURITIES LITIGATION					
PROCEEDS FROM INITIAL PUBL		01/16/2013	6.37	NONE	6.37
. SECURITIES LITIGATION					
PROCEEDS FROM INITIAL PUBL		01/16/2013	252.43	NONE	252.43
. SECURITIES LITIGATION					
PROCEEDS FROM INITIAL PUBL		01/16/2013	20.19	NONE	20.19
. SECURITIES LITIGATION					
PROCEEDS FROM INITIAL PUBL		02/04/2013	21.37	NONE	21.37
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3142695.00	2742268.00	400,427.00
Totals			3142695.00	2742268.00	400,427.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AMERICAN CENT EQUITY INCOME CL INST	20,478.35	
NEUBERGER BERMAN GENESIS INSTL FD	37,684.98	
NUVEEN DIVIDEND VALUE FUND CLASS I	27,389.71	
PIMCO TOTAL RETURN FUND INST	78,773.91	
T ROWE PRICE MID CAP GROWTH FD #64	94,431.48	
T ROWE PRICE MID CAP VALUE FD INC	85,072.45	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		343,831.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)		343,831.00

STATEMENT 13

FEDERAL CAPITAL GAIN DISTRIBUTIONS

CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

T ROWE PRICE MID CAP VALUE FD INC	130.44	
TOTAL UNRECAPTURED SECTION 1250 GAIN		130.00
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		130.00

STATEMENT 14

ACCOUNT NUMBER: 990016149200
GOODMAN'S FOUNDATION REVOCABLE TRUST COMBINED STATEMENT

This statement is for the period from August 1, 2013 to August 31, 2013

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
300,450.680	Fidelity Prime Mon Mar Ins #2014 *IRWIN & ROBERT GOODMAN FDN REV*	300,450.68 1.0000	300,450.68 1.00	0.00 202.01	0.7 0.07
162,509.810	Fidelity Prime Mon Mar Ins #2014 *GOODMAN'S FDN REV-SMA WEDGEWOOD*	162,509.81 1.0000	162,509.81 1.00	0.00 109.26	0.4 0.07
162,527.410	Fidelity Prime Mon Mar Ins #2014 *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	162,527.41 1.0000	162,527.41 1.00	0.00 109.27	0.4 0.07
36,870.100	Fidelity Prime Mon Mar Ins #2014 *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	36,870.10 1.0000	36,870.10 1.00	0.00 24.79	0.1 0.07
60,199.580	Fidelity Prime Mon Mar Ins #2014 *GOODMAN'S FDN REV-SMA SANTA BARBARA*	60,199.58 1.0000	60,199.58 1.00	0.00 40.47	0.1 0.07
	Total Fidelity Prime Mon Mar Ins	**$722,557.58**	**$722,557.58**	**$0.00** **$485.80**	1.7
	Total Cash/Money Market	**$722,557.58**	**$722,557.58**	**$0.00** **$485.80**	1.7
Cash					
	Principal Cash	- 314,300.58	- 314,300.58		- 0.7
	Income Cash	314,300.58	314,300.58		0.7
	Pending Cash	9,700.96	9,700.96		0.0
	Total Cash	**$9,700.96**	**$9,700.96**	**$0.00** **$0.00**	0.0

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Total Cash & Equivalents		**$732,258 54**	**$732,258.54**	**$0.00** **$485.80**	**1.7**
Taxable Bonds					
Fixed Income Funds					
229,540.918	Nuveen Short Term Bond Fund Cl I FLTIX *IRWIN & ROBERT GOODMAN FDN REV*	2,290,818.36 9.9800	2,300,000.00 10.02	- 9,181.64 51,646.71	5.4 2.25
349,607.988	Nuveen Strategic Income I FCBYX *IRWIN & ROBERT GOODMAN FDN REV*	3,824,711.39 10.9400	3,575,395.72 10.23	249,315.67 187,389.88	9.0 4.90
620,357.793	Pimco Total Return Fund Inst #35 PTTRX *IRWIN & ROBERT GOODMAN FDN REV*	6,606,810.50 10.6500	6,773,157.48 10.92	- 166,346.98 191,690.56	15.6 2.90
Total Fixed Income Funds		**$12,722,340.25**	**$12,648,553.20**	**$73,787.05** **$430,727.15**	**30.0**
Total Taxable Bonds		**$12,722,340.25**	**$12,648,553.20**	**$73,787.05** **$430,727.15**	**30.0**
Stocks					
Common Stocks					
1,176.000	Abbvie Inc ABBV *GOODMAN'S FDN REV-SMA SANTA BARBARA*	50,109.36 42.6100	39,171.20 33.31	10,938.16 1,881.60	0.1 3.75
1,191.000	Allstate Corp ALL *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	57,072.72 47.9200	44,951.12 37.74	12,121.60 1,191.00	0.1 2.09
2,889.000	American Eagle Outfitters Inc AEO *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	41,803.83 14.4700	62,173.88 21.52	- 20,370.05 1,444.50	0.1 3.45
876 000	American Express Co AXP *GOODMAN'S FDN REV-SMA WEDGEWOOD*	62,993.16 71.9100	34,772.76 39.70	28,220.40 805.92	0.1 1.28

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
749.000	Amgen Inc AMGN *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	81,596.06 108.9400	68,643.90 91.65	12,952.16 1,408.12	0.2 1.73
584.000	Apogee Enterprises Inc APOG *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	16,293.60 27.9000	6,681.31 11.44	9,612.29 210.24	0.0 1.29
508.000	Apple Inc AAPL *GOODMAN'S FDN REV-SMA WEDGEWOOD*	247,505.73 487.2160	169,751.60 334.16	77,754.13 6,197.60	0.6 2.50
113.000	Apple Inc AAPL *GOODMAN'S FDN REV-SMA SANTA BARBARA*	55,055.41 487.2160	63,269.07 559.90	- 8,213.66 1,378.60	0.1 2.50
	Total Apple Inc	**$302,561.14**	**$233,020.67**	**$69,540.47** **$7,576.20**	**0.7**
920.000	Aptar Group Inc ATR *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	54,105.20 58.8100	39,124.42 42.53	14,980.78 920.00	0.1 1.70
658.000	Astec Industries Inc ASTE *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	22,740.48 34.5600	20,132.18 30.60	2,608.30 263.20	0.1 1.16
455.000	Astronics Corp ATRO *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	21,171.15 46.5300	10,485.70 23.05	10,685.45 0.00	0.0 0.00
41.000	Atrion Corporation Common Stock ATRI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	9,799.00 239.0000	5,866.02 143.07	3,932.98 104.96	0.0 1.07
1,835.000	Att Inc T *GOODMAN'S FDN REV-SMA SANTA BARBARA*	62,078.05 33.8300	57,317.72 31.24	4,760.33 3,303.00	0.1 5.32
169.000	Badger Meter Inc BMI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	7,618.52 45.0800	6,499.97 38.46	1,118.55 121.68	0.0 1.60
243.000	Balchem Corp BCPC *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	11,629.98 47.8600	6,232.95 25.65	5,397.03 53.46	0.0 0.46

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GOODMAN'S FOUNDATION REVOCABLE TRUST COMBINED STATEMENT

This statement is for the period from August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
143.000	Bar Hbr Bankshares BHB *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	5,148.00 36.0000	4,035.64 28.22	1,112.36 180.18	0.0 3.50
1,551.000	Berkshire Hathaway Inc Cl B BRKB *GOODMAN'S FDN REV-SMA WEDGEWOOD*	172,502.22 111.2200	119,626.95 77.13	52,875.27 0.00	0.4 0.00
158.000	Blackrock Inc BLK *GOODMAN'S FDN REV-SMA SANTA BARBARA*	41,130.56 260.3200	31,337.53 198.34	9,793.03 1,061.76	0.1 2.58
239.000	Buckle Inc BKE *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	12,375.42 51.7800	9,490.53 39.71	2,884.89 191.20	0.0 1.54
580.000	C J Energy Services Inc CJES *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	11,907.40 20.5300	12,137.14 20.93	- 229.74 0.00	0.0 0.00
304.000	Cabot Microelectronics Corporation CCMP *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,980.48 36.1200	10,263.24 33.76	717.24 0.00	0.0 0.00
407.000	Cal Maine Foods Inc CALM *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	18,571.41 45.6300	11,218.75 27.56	7,352.66 0.00	0.0 0.00
238.000	Carbo Ceramics Inc CRR *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	19,418.42 81.5900	16,712.57 70.22	2,705.85 285.60	0.0 1.47
367.000	Caterpillar Inc CAT *GOODMAN'S FDN REV-SMA SANTA BARBARA*	30,292.18 82.5400	40,580.53 110.57	- 10,288.35 880.80	0.1 2.91
2,503.000	Cbs Corp Class B Non Voting CBS *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	127,903.30 51.1000	64,268.40 25.68	63,634.90 1,201.44	0.3 0.94
494.000	Chevron Corporation CVX *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	59,492.42 120.4300	50,318.08 101.86	9,174.34 1,976.00	0.1 3.32
487.000	Chevron Corporation CVX *GOODMAN'S FDN REV-SMA SANTA BARBARA*	58,649.41 120.4300	53,550.28 109.96	5,099.13 1,948.00	0.1 3.32

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GOODMAN'S FOUNDATION REVOCABLE TRUST COMBINED STATEMENT

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
	Total Chevron Corporation	**$118,141.83**	**$103,868.36**	**$14,273.47** **$3,924.00**	**0.3**
1,463.000	Citrix Sys Inc CTXS *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	103,536.51 70.7700	101,628.01 69.47	1,908.50 0.00	0.2 0.00
1,786.000	Coach Inc COH *GOODMAN'S FDN REV-SMA WEDGEWOOD*	94,318.66 52.8100	95,598.60 53.53	- 1,279.94 2,411.10	0.2 2.56
1,454.000	Coca Cola Company KO *GOODMAN'S FDN REV-SMA SANTA BARBARA*	55,513.72 38.1800	50,782.90 34.93	4,730.82 1,628.48	0.1 2.93
2,039.000	Cognizant Tech Solutions Cl A CTSH *GOODMAN'S FDN REV-SMA WEDGEWOOD*	149,458.70 73.3000	127,180.73 62.37	22,277.97 0.00	0.4 0.00
233.000	Columbus McKinnon Corporation CMCO *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	4,986.20 21.4000	3,484.68 14.96	1,501.52 0.00	0.0 0.00
677.000	CPI Aerostructures Inc CVU *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	7,771.96 11.4800	9,406.03 13.89	- 1,634.07 0.00	0.0 0.00
302.000	Cubic Corp CUB *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	15,163.42 50.2100	11,857.32 39.26	3,306.10 72.48	0.0 0.48
679.000	Cullen Frost Bankers Inc CFR *GOODMAN'S FDN REV-SMA SANTA BARBARA*	48,100.36 70.8400	38,925.98 57.33	9,174.38 1,358.00	0.1 2.82
999.000	Cummins Inc CMI *GOODMAN'S FDN REV-SMA WEDGEWOOD*	123,076.80 123.2000	92,632.08 92.73	30,444.72 2,497.50	0.3 2.03
1,092.000	Cvs Caremark Corp CVS *GOODMAN'S FDN REV-SMA SANTA BARBARA*	63,390.60 58.0500	53,462.10 48.96	9,928.50 982.80	0.1 1.55
1,668.000	Danaher Corp DHR *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	109,287.36 65.5200	68,503.42 41.07	40,783.94 166.80	0.3 0.15

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
195.000	Dawson Geophysical Co DWSN *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	7,000 50 35.9000	4,788.68 24.56	2,211.82 0.00	0.0 0.00
238.000	Dril Quip Inc DRQ *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	24,278.38 102.0100	12,786.57 53.73	11,491.81 0.00	0.1 0.00
6,513.000	E M C Corporation EMC *GOODMAN'S FDN REV-SMA WEDGEWOOD*	167,905.14 25.7800	141,040.88 21.66	26,864.26 2,605.20	0.4 1.55
2,845.000	E M C Corporation EMC *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	73,344.10 25.7800	58,816.57 20.67	14,527.53 1,138.00	0.2 1.55
	Total E M C Corporation	**$241,249.24**	**$199,857.45**	**$41,391.79** **$3,743.20**	**0.6**
198.000	Eagle Materials Inc EXP *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	12,703.68 64.1600	4,575.78 23.11	8,127.90 79.20	0.0 0.62
1,941.000	Endo Health Solutions Inc ENDP *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	79,755.69 41.0900	71,657.64 36.92	8,098.05 0.00	0.2 0.00
142.000	Erie Indemnity Co Cl A ERIE *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,473.92 73.7600	7,010.69 49.37	3,463.23 336.54	0.0 3.21
294.000	Espey Mfg & Electronics Corp ESP *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	8,337.84 28.3600	5,705.49 19.41	2,632.35 294.00	0.0 3.53
2,332.000	Express Scripts Hldgs C ESRX *GOODMAN'S FDN REV-SMA WEDGEWOOD*	148,968.16 63.8800	98,243.92 42.13	50,724.24 0.00	0.4 0.00
1,443.000	Express Scripts Hldgs C ESRX *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	92,178.84 63.8800	81,796.98 56.69	10,381.86 0.00	0.2 0.00
	Total Express Scripts Hldgs C	**$241,147.00**	**$180,040.90**	**$61,106.10** **$0.00**	**0.6**

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
933.000	Fidelity Natl Information Svcs Inc FIS *GOODMAN'S FDN REV-SMA SANTA BARBARA*	41,481.18 44.4600	30,837.89 33.05	10,643.29 821.04	0.1 1.98
279.000	First Long Island Corp FLIC *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,275.57 36.8300	7,188.28 25.76	3,087.29 279.00	0.0 2.71
1,135.000	Flowers Foods Inc FLO *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	23,596.65 20.7900	12,170.34 10.72	11,426.31 510.75	0.1 2.16
2,459.000	Forest Labs Inc FRX *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	104,581.27 42.5300	87,147.49 35.44	17,433.78 0.00	0.2 0.00
889.000	Foster L B Co Cl A FSTR *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	37,711.38 42.4200	24,338.06 27.38	13,373.32 106.68	0.1 0.28
2,203.000	Gannett Inc GCI *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	53,070.27 24.0900	56,339.08 25.57	- 3,268.81 1,762.40	0.1 3.32
1,898.000	Gilead Sciences Inc GILD *GOODMAN'S FDN REV-SMA WEDGEWOOD*	114,392.46 60.2700	32,627.01 17.19	81,765.45 0.00	0.3 0.00
2,218.000	Gilead Sciences Inc GILD *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	133,678.86 60.2700	39,913.50 18.00	93,765.36 0.00	0.3 0.00
	Total Gilead Sciences Inc	**$248,071.32**	**$72,540.51**	**$175,530.81** **$0.00**	**0.6**
144.000	Google Inc Cl A GOOG *GOODMAN'S FDN REV-SMA WEDGEWOOD*	121,953.60 846.9000	70,242.71 487.80	51,710.89 0.00	0.3 0.00
177.000	Google Inc Cl A GOOG *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	149,901.30 846.9000	94,848.29 535.87	55,053.01 0.00	0.4 0.00
	Total Google Inc Cl A	**$271,854.90**	**$165,091.00**	**$106,763.90** **$0.00**	**0.6**

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,727.000	Gorman Rupp Co GRC *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	60,393 19 34.9700	41,086.26 23.79	19,306.93 690.80	0.1 1.14
484.000	Graham Corp GHM *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	16,702 84 34.5100	7,321.20 15.13	9,381.64 58.08	0.0 0.35
1,658.000	Granite Construction Inc GVA *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	46,954.56 28.3200	37,422.95 22.57	9,531.61 862.16	0.1 1.84
1,210.000	Gulf Is Fabrication Inc GIFI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	28,422.90 23.4900	26,984.78 22.30	1,438.12 484.00	0 1 1.70
615.000	Gulfmark Offshore Inc Cl A GLF *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	28,277.70 45.9800	21,408.86 34.81	6,868.84 615.00	0.1 2.17
1,539.000	Hardinge Inc HDNG *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	22,300.11 14.4900	16,272.28 10.57	6,027.83 123.12	0.1 0.55
309.000	Hawkins Inc HWKN *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	11,457.72 37.0800	9,935.06 32.15	1,522.66 222.48	0.0 1.94
521.000	Honeywell International Inc HON *GOODMAN'S FDN REV-SMA SANTA BARBARA*	41,455.97 79.5700	41,601.85 79.85	- 145.88 854.44	0.1 2.06
201.000	Icu Med Inc ICUI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	14,367.48 71.4800	7,105.70 35.35	7,261.78 0.00	0.0 0.00
222.000	International Business Machines Corp IBM *GOODMAN'S FDN REV-SMA SANTA BARBARA*	40,463.94 182.2700	44,040.27 198.38	- 3,576.33 843.60	0.1 2.08
400.000	Itc Holdings Corp ITC *GOODMAN'S FDN REV-SMA SANTA BARBARA*	35,556.00 88.8900	30,093.84 75.24	5,462.16 680.00	0.1 1.91
739.000	J & J Snack Foods Corp JJSF *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	56,843.88 76.9200	29,248.79 39.58	27,595.09 472.96	0.1 0.83

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,258.000	J P Morgan Chase Co JPM *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	63,566.74 50.5300	54,611.67 43.41	8,955.07 1,912.16	0.2 3.01
1,226.000	J P Morgan Chase Co JPM *GOODMAN'S FDN REV-SMA SANTA BARBARA*	61,949.78 50.5300	49,579.44 40.44	12,370.34 1,863.52	0.1 3.01
	Total J P Morgan Chase Co	**$125,516.52**	**$104,191.11**	**$21,325.41** **$3,775.68**	**0.3**
3,683.000	Jabil Circuit Inc JBL *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	84,046.06 22.8200	57,253.70 15.55	26,792.36 1,178.56	0.2 1.40
1,412.000	Jacobs Engr Group Inc JEC *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	82,291.36 58.2800	68,052.67 48.20	14,238.69 0.00	0.2 0.00
805.000	Johnson Outdoors Inc Cl A JOUT *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	20,277.95 25.1900	13,929.16 17.30	6,348.79 0.00	0.0 0.00
1,287.000	Jos A Bank Clothiers Inc JOSB *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	51,196.86 39.7800	50,081.84 38.91	1,115.02 0.00	0.1 0.00
663.000	K M G Chemicals Inc KMG *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	15,620.28 23.5600	10,134.60 15.29	5,485.68 79.56	0.0 0.51
1,065.000	Kinder Morgan Inc KMI *GOODMAN'S FDN REV-SMA SANTA BARBARA*	40,395.45 37.9300	37,797.65 35.49	2,597.80 1,704.00	0.1 4.22
810.000	Koss Corp KOSS *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	4,272.75 5.2750	4,496.69 5.55	- 223.94 194.40	0.0 4.55
597.000	L S I Industries Inc LYTS *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	4,023.78 6.7400	3,142.21 5.26	881.57 143.28	0.0 3.56
1,469.000	Lakeland Industries Inc LAKE *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	6,111.04 4.1600	13,627.35 9.28	- 7,516.31 0.00	0.0 0.00

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
142.000	Lincoln Elec Hldgs Inc LECO *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	8,879.26 62.5300	3,851.60 27.12	5,027.66 113.60	0.0 1.28
1,811.000	Lincoln Natl Corp Ind LNC *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	76,134.44 42.0400	71,998.84 39.76	4,135.60 869.28	0.2 1.14
1,366.000	Lorillard Inc LO *GOODMAN'S FDN REV-SMA SANTA BARBARA*	57,781.80 42.3000	58,182.38 42.59	- 400.58 3,005.20	0.1 5.20
2,984.000	Lowes Co Inc LOW *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	136,726.88 45.8200	82,864.77 27.77	53,862.11 2,148.48	0.3 1.57
1,180.000	Lowes Co Inc LOW *GOODMAN'S FDN REV-SMA SANTA BARBARA*	54,067.60 45.8200	37,423.47 31.72	16,644.13 849.60	0.1 1.57
	Total Lowes Co Inc	**$190,794.48**	**$120,288.24**	**$70,506.24** **$2,998.08**	**0.5**
1,238.000	M F R I Inc MFRI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	12,602.84 10.1800	12,970.14 10.48	- 367.30 0.00	0.0 0.00
421.000	M K S Instruments Inc MKSI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,546.05 25.0500	8,411.23 19.98	2,134.82 269.44	0.0 2.55
934.000	M T Bank Corp MTB *GOODMAN'S FDN REV-SMA WEDGEWOOD*	105,859.56 113.3400	107,955.15 115.58	- 2,095.59 2,615.20	0.2 2.47
1,235.000	Marcus Corp MCS *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	15,190.50 12.3000	14,666.38 11.88	524.12 419.90	0.0 2.76
460 000	Marten Transportation Ltd MRTN *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	8,137.40 17.6900	6,508.38 14.15	1,629.02 46.00	0.0 0.56
166.000	Mastercard Inc MA *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	100,609.28 606.0800	38,685.94 233.05	61,923.34 398.40	0.2 0.40

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
589.000	McCormick Co Inc MKC *GOODMAN'S FDN REV-SMA SANTA BARBARA*	39,845.85 67.6500	29,850.22 50.68	9,995.63 801.04	0.1 2.01
932.000	Merit Med Sys Inc MMSI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	11,929.60 12.8000	12,162.52 13.05	- 232.92 0.00	0.0 0.00
1,595.000	Microsoft Corp MSFT *GOODMAN'S FDN REV-SMA SANTA BARBARA*	53,273.00 33.4000	51,661.58 32.39	1,611.42 1,467.40	0.1 2.75
409.000	Mine Safety Appliances Co MSA *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	19,685.17 48.1300	9,567.71 23.39	10,117.46 490.80	0.0 2.49
889.000	Monarch Casino & Resort Inc MCRI *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	16,713.20 18.8000	9,439.91 10.62	7,273.29 0.00	0.0 0.00
1,061.000	Monster Beverage Corp MNST *GOODMAN'S FDN REV-SMA WEDGEWOOD*	60,890.79 57.3900	49,024.03 46.21	11,866.76 0.00	0.1 0.00
745.000	Motorola Solutions Inc MSI *GOODMAN'S FDN REV-SMA SANTA BARBARA*	41,727.45 56.0100	37,383.73 50.18	4,343.72 923.80	0.1 2.21
871.000	National Oilwell Varco Inc NOV *GOODMAN'S FDN REV-SMA WEDGEWOOD*	64,715.30 74.3000	48,796.12 56.02	15,919.18 905.84	0.2 1.40
322.000	National Presto Inds Inc NPK *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	22,211.56 68.9800	32,241.31 100.13	- 10,029.75 322.00	0.1 1.45
722.000	Nextera Energy Inc NEE *GOODMAN'S FDN REV-SMA SANTA BARBARA*	58,019.92 80.3600	43,377.47 60.08	14,642.45 1,906.08	0.1 3.28
337.000	Oil Dri Corp Amer ODC *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,450.37 31.0100	6,919.39 20.53	3,530.98 256.12	0.0 2.45
342.000	Old Dominion Fght Line Inc ODFL *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	14,849.64 43.4200	12,063.30 35.27	2,786.34 0.00	0.0 0.00

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
860.000	Oneok Inc OKE *GOODMAN'S FDN REV-SMA SANTA BARBARA*	44,238.40 51.4400	35,676.89 41.49	8,561.51 1,307.20	0 1 2.95
2,787.000	Oracle Corporation ORCL *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	88,703.82 31.8600	81,904.51 29.39	6,889.31 1,337.76	0.2 1.51
576.000	Packaging Corp America PKG *GOODMAN'S FDN REV-SMA SANTA BARBARA*	30,551.04 53.0400	29,371.08 50.99	1,179.96 921.60	0.1 3.02
905.000	Perrigo Co PRGO *GOODMAN'S FDN REV-SMA WEDGEWOOD*	110,002.75 121.5500	77,683.56 85.84	32,319.19 325.80	0.3 0.30
2,313.000	Pfizer Inc PFE *GOODMAN'S FDN REV-SMA SANTA BARBARA*	65,249.73 28.2100	50,092.18 21.66	15,157.55 2,220.48	0.2 3.40
586.000	Philip Morris Intl PM *GOODMAN'S FDN REV-SMA SANTA BARBARA*	48,895.84 83.4400	49,393.88 84.29	- 498.04 1,992.40	0.1 4.07
633.000	Phillips 66 PSX *GOODMAN'S FDN REV-SMA SANTA BARBARA*	36,144.30 57.1000	37,920.37 59.91	- 1,776.07 791.25	0.1 2.19
671.000	Pike Electric Corp PIKE *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	7,448.10 11.1000	8,259.27 12.31	- 811.17 0.00	0.0 0.00
2,115.000	Post Holdings Inc POST *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	90,310.50 42.7000	54,091.21 25.58	36,219.29 0.00	0.2 0.00
260.000	Powell Inds Inc POWL *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	13,709.80 52.7300	7,976.60 30.68	5,733.20 0.00	0.0 0.00
118.000	Priceline Com Inc PCLN *GOODMAN'S FDN REV-SMA WEDGEWOOD*	110,746.54 938.5300	70,241.86 595.27	40,504.68 0.00	0.3 0.00
1,221.000	Procter & Gamble Co PG *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	95,103.69 77.8900	85,712.51 70.20	9,391.18 2,937.73	0.2 3.09

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
2,309.000	Qualcomm Inc QCOM *GOODMAN'S FDN REV-SMA WEDGEWOOD*	153,040.52 66.2800	105,096.39 45.52	47,944.13 3,232.60	0.4 2.11
1,503.000	Qualcomm Inc QCOM *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	99,618.84 66.2800	67,939.41 45.20	31,679.43 2,104.20	0.2 2.11
902.000	Qualcomm Inc QCOM *GOODMAN'S FDN REV-SMA SANTA BARBARA*	59,784.56 66.2800	56,807.78 62.98	2,976.78 1,262.80	0.1 2.11
	Total Qualcomm Inc	**$312,443.92**	**$229,843.58**	**$82,600.34** **$6,599.60**	**0.7**
2,375.000	Quanta Svcs Inc PWR *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	62,082.50 26.1400	61,722.93 25.99	359.57 0.00	0.1 0.00
735.000	Rpc Energy Svcs Inc RES *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,495.80 14.2800	10,107.82 13.75	387.98 294.00	0.0 2.80
198.000	Sanderson Farms Inc SAFM *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	12,965.04 65.4800	8,924.75 45.07	4,040.29 134.64	0.0 1.04
3,135.000	Schwab Charles Corp SCHW *GOODMAN'S FDN REV-SMA WEDGEWOOD*	65,458.80 20.8800	37,987.42 12.12	27,471.38 752.40	0.2 1.15
651.000	Sifco Inds Inc SIF *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	12,551.28 19.2800	9,766.71 15.00	2,784.57 0.00	0.0 0.00
1,485.000	Southern Copper Corp Del SCCO *GOODMAN'S FDN REV-SMA SANTA BARBARA*	40,837.50 27.5000	47,091.19 31.71	- 6,253.69 4,915.35	0.1 12.04
792.000	Span America Medical Sys Inc SPAN *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	16,695.36 21.0800	12,673.71 16.00	4,021.65 443.52	0.0 2.66
321.000	Starrett L S Co SCX *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	3,348.03 10.4300	3,031.12 9.44	316.91 128.40	0.0 3.83

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
128.000	Stepan Co SCL *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	7,224.32 56.4400	4,278.87 33.43	2,945.45 81.92	0.0 1.13
773.000	Stericycle Inc SRCL *GOODMAN'S FDN REV-SMA WEDGEWOOD*	87,008.88 112.5600	52,528.46 67.95	34,480.42 0.00	0.2 0.00
1,382.000	Sturm Ruger & Co Inc RGR *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	72,375.34 52.3700	26,593.63 19.24	45,781.71 3,593.20	0.2 4.96
622.000	Sun Hydraulics Corp SNHY *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	19,058.08 30.6400	10,674.65 17.16	8,383.43 223.92	0.0 1.17
3,402.000	Suntrust Bks Inc STI *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	108,932.04 32.0200	83,144.96 24.44	25,787.08 1,360.80	0.3 1.25
1,119.000	Synalloy Corp SYNL *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	17,489.97 15.6300	11,737.26 10.49	5,752.71 279.75	0.0 1.60
203.000	Thor Industries Inc THO *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	10,399.69 51.2300	7,886.53 38.85	2,513.16 146.16	0.0 1.40
541.000	Time Warner Cable Inc TWC *GOODMAN'S FDN REV-SMA SANTA BARBARA*	58,076.35 107.3500	43,165.61 79.79	14,910.74 1,406.60	0.1 2.42
122.000	Tootsie Roll Inds Inc TR *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	3,658.78 29.9900	2,789.75 22.87	869.03 39.04	0.0 1.07
370.000	Tupperware Brands Corp TUP *GOODMAN'S FDN REV-SMA SANTA BARBARA*	29,884.90 80.7700	30,588.93 82.67	- 704.03 917.60	0.1 3.07
767.000	Twin Disc Inc TWIN *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	20,241.13 26.3900	19,629.32 25.59	611.81 276.12	0.0 1.36
352.000	Union Pacific Corp UNP *GOODMAN'S FDN REV-SMA SANTA BARBARA*	54,046.08 153.5400	39,409.39 111.96	14,636.69 1,112.32	0.1 2.06

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
908.000	Unit Corp UNT *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	41,813.40 46.0500	44,581.59 49.10	- 2,768.19 0.00	0.1 0.00
1,655.000	Urban Outfitters Inc URBN *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	69,394.15 41.9300	61,088.53 36.91	8,305.62 0.00	0.2 0.00
1,090.000	Utah Med Prods Inc UTMD *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	55,045.00 50.5000	27,799.10 25.50	27,245.90 1,068.20	0.1 1.94
264.000	V F Corp VFC *GOODMAN'S FDN REV-SMA SANTA BARBARA*	49,423.44 187.2100	38,944.10 147.52	10,479.34 918.72	0.1 1.86
134.000	Value Line Inc VALU *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	1,180.54 8.8100	2,062.11 15.39	- 881.57 80.40	0.0 6.81
1,626.000	Varian Med Sys Inc VAR *GOODMAN'S FDN REV-SMA WEDGEWOOD*	114,551.70 70.4500	93,367.13 57.42	21,184.57 0.00	0.3 0.00
1,535.000	Verisk Analytics Inc Cl A VRSK *GOODMAN'S FDN REV-SMA WEDGEWOOD*	95,446.30 62.1800	49,181.40 32.04	46,264.90 0.00	0.2 0.00
595.000	Visa Inc Class A Shares V *GOODMAN'S FDN REV-SMA WEDGEWOOD*	103,779.90 174.4200	41,259.13 69.34	62,520.77 785.40	0.2 0.76
648.000	Weis Mkts Inc WMK *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	30,443.04 46.9800	26,297.95 40.58	4,145.09 777.60	0.1 2.55
1,540.000	Wells Fargo Co WFC *GOODMAN'S FDN REV-SMA SANTA BARBARA*	63,263.20 41.0800	51,389.02 33.37	11,874.18 1,848.00	0.1 2.92
346.000	Whirlpool Corp WHR *GOODMAN'S FDN REV-SMA SANTA BARBARA*	44,512.90 128.6500	40,336.78 116.58	4,176.12 865.00	0.1 1.94
1,434.000	Williams Sonoma Inc WSM *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	80,891 94 56.4100	58,916.18 41.09	21,975.76 1,778.16	0.2 2.20

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
743.000	Yum Brands Inc YUM *GOODMAN'S FDN REV-SMA SANTA BARBARA*	52,024 86 70.0200	49,334.83 66.40	2,690.03 995.62	0.1 1.91
266.000	Zep Inc ZEP *GOODMAN'S FDN REV-SMA MORGAN DEMPSEY*	3,745.28 14.0800	4,734.61 17.80	- 989.33 42.56	0.0 1.14
	Total Common Stocks	**$7,969,916.30**	**$6,046,578.50**	**$1,923,337.80** **$118,548.35**	**18.8**
	Foreign Stocks				
595.000	Accenture Plc Cl A ACN *GOODMAN'S FDN REV-SMA SANTA BARBARA*	42,988.75 72.2500	35,562.67 59.77	7,426.08 963.90	0.1 2.24
447.000	Ace Ltd ACE *GOODMAN'S FDN REV-SMA SANTA BARBARA*	39,210.84 87.7200	39,645.06 88.69	- 434.22 911.88	0.1 2.33
660.000	Covidien Plc COV *GOODMAN'S FDN REV-SMA SANTA BARBARA*	39,204.00 59.4000	39,157.63 59.33	46.37 686.40	0.1 1.75
1,321.000	Eaton Corp Plc ETN *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	83,645.72 63.3200	68,619.35 51.95	15,026.37 2,219.28	0.2 2.65
691.000	Eaton Corp Plc ETN *GOODMAN'S FDN REV-SMA SANTA BARBARA*	43,754.12 63.3200	35,894.00 51.95	7,860.12 1,160.88	0.1 2.65
	Total Eaton Corp Plc	**$127,399.84**	**$104,513.35**	**$22,886.49** **$3,380.16**	**0.3**
260.000	Novo Nordisk As A D R Repstg 1 Ord Sh NVO *GOODMAN'S FDN REV-SMA SANTA BARBARA*	43,404 40 166.9400	37,184.71 143.02	6,219.69 588.64	0.1 1.36
1,016.000	Schlumberger Ltd SLB *GOODMAN'S FDN REV-SMA WEDGEWOOD*	82,235.04 80.9400	62,827.85 61.84	19,407.19 1,270.00	0.2 1.54

ASSET DETAIL (continued)

Shares or Face Amount*	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
775.000	Schlumberger Ltd SLB *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	62,728.50 80.9400	60,220.62 77.70	2,507.88 968.75	0.1 1.54
	Total Schlumberger Ltd	**$144,963.54**	**$123,048.47**	**$21,915.07** **$2,238.75**	**0.3**
1,418.000	Seadrill Limited SDRL *GOODMAN'S FDN REV-SMA SANTA BARBARA*	65,596.68 46.2600	57,172.05 40.32	8,424.63 5,161.52	0.2 7.87
1,805.000	Xl Group Plc XL *GOODMAN'S FDN REV-SMA ARGENT CAPITAL*	53,355.80 29.5600	56,806.96 31.47	- 3,451.16 1,010.80	0.1 1.89
	Total Foreign Stocks	**$556,123.85**	**$493,090.90**	**$63,032.95** **$14,942.05**	**1.3**
	Equity Funds				
249,431.811	American Cent Equity Income Cl Inst #338 ACIIX *IRWIN & ROBERT GOODMAN FDN REV*	2,142,619.26 8.5900	1,646,944.44 6.60	495,674.82 54,625.57	5.1 2.55
24,228.581	American Europacific Grth F2 #616 AEPFX *IRWIN & ROBERT GOODMAN FDN REV*	1,043,040.41 43.0500	900,506.16 37.17	142,534.25 19,770.52	2.5 1.89
52,495.849	American Grw Fd Of Amer F2 GFFFX *IRWIN & ROBERT GOODMAN FDN REV*	2,097,209.17 39.9500	1,352,455.79 25.76	744,753.38 20,263.40	5.0 0.97
49,828.973	Laudus Intl Marketmasters Fund Sel #1547 SWMIX *IRWIN & ROBERT GOODMAN FDN REV*	1,066,340.02 21.4000	800,995.20 16.08	265,344.82 23,070.81	2.5 2.16
10,370.000	Midcap Spdr Trust Series I E T F MDY *IRWIN & ROBERT GOODMAN FDN REV*	2,234,216.50 215.4500	1,381,453.87 133.22	852,762.63 25,499.83	5.3 1.14
17,900.056	Neuberger Berman Genesis Instl Fd NBGIX *IRWIN & ROBERT GOODMAN FDN REV*	1,031,401.23 57.6200	657,786.26 36.75	373,614.97 4,528.71	2.4 0.44

ACCOUNT NUMBER: 990016149200
GOODMAN'S FOUNDATION REVOCABLE
TRUST COMBINED STATEMENT

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
67,510.549	Nuveen Dividend Value Fund Class I FAQIX *IRWIN & ROBERT GOODMAN FDN REV*	1,138,227.86 16.8600	800,000.00 11.85	338,227.86 23,088.61	2 7 2.03
30,996.156	Scout International Fund UMBWX *IRWIN & ROBERT GOODMAN FDN REV*	1,046,740.19 33.7700	855,563.21 27.60	191,176.98 20,023.52	2.5 1.91
20,000.000	Spdr S&p 500 Etf Trust SPY *IRWIN & ROBERT GOODMAN FDN REV*	3,273,000.00 163.6500	2,279,362.50 113.97	993,637.50 66,680.00	7.7 2.04
32,562.579	T Rowe Price Mid Cap Growth Fd #64 RPMGX *IRWIN & ROBERT GOODMAN FDN REV*	2,217,186.00 68.0900	1,649,037.10 50.64	568,148.90 0.00	5.2 0.00
77,457.168	T Rowe Price Mid Cap Value Fd Inc #115 TRMCX *IRWIN & ROBERT GOODMAN FDN REV*	2,147,112.70 27.7200	1,666,041.39 21.51	481,071.31 24,786.29	5.1 1.15
14,354.705	Vanguard International Growth Fund Cl Adm #581 VWILX *IRWIN & ROBERT GOODMAN FDN REV*	932,768.73 64.9800	800,000.00 55.73	132,768.73 16,995.97	2.2 1.82
Total Equity Funds		**$20,369,862.07**	**$14,790,145.92**	**$5,579,716.15** **$299,333.23**	**48.1**
Total Stocks		**$28,895,902.22**	**$21,329,815.32**	**$7,566,086.90** **$432,823.63**	**68.2**
Total Assets		**$42,350,501.01**	**$34,710,627.06**	**$7,639,873.95** **$864,036.58**	**100.0**
Estimated Current Yield					**2.04**

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
639,433.590	Fidelity Prime Mon Mar Ins #2014	639,433.59 1.0000	639,433.59 1.00	0.00 429.92	9.0 0.07
Total Cash/Money Market		**$639,433.59**	**$639,433.59**	**$0.00** **$429.92**	**9.0**
Cash					
	Principal Cash	- 265,071.49	- 265,071.49		- 3.7
	Income Cash	265,071.49	265,071.49		3.7
	Total Cash	**$0.00**	**$0.00**	**$0.00** **$0.00**	**0.0**
Total Cash & Equivalents		**$639,433.59**	**$639,433.59**	**$0.00** **$429.92**	**9.0**
Taxable Bonds					
US Government Issues					
175,000.000	F N M A M T N 2.875 12/11/2013	176,345.75 100.7690	183,248.63 104.71	- 6,902.88 5,031.25	2.5 2.85
175,000.000	F H L M C M T N 2.500 05/27/2016	183,099.00 104.6280	177,359.53 101.35	5,739.47 4,375.00	2.6 2.39
70,000.000	U S Treasury Note 1.000 08/31/2016	70,431.90 100.6170	70,344.53 100.49	87.37 700.00	1.0 0.99
200,000.000	U S Treasury Note 0.875 01/31/2017	199,250.00 99.6250	200,538.63 100.27	- 1,288.63 1,750.00	2.8 0.88

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THE PRIVATE CLIENT RESERVE

ACCOUNT NUMBER: 000016149206
GOODMAN'S FOUNDATION REVOCABLE TRUST
SUB ACCOUNT

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
200,000.000	U S Treasury Note 1.000 03/31/2017	199,546.00 99.7730	201,812.50 100.91	- 2,266.50 2,000.00	2.8 1.00
200,000.000	F H L M C M T N 1.000 09/29/2017	196,572.00 98.2860	201,328.00 100.66	- 4,756.00 2,000.00	2.8 1.02
250,000.000	U S Treasury Note 2.000 11/15/2021	240,860.00 96.3440	250,595.70 100.24	- 9,735.70 5,000.00	3.4 2.08
125,000.000	U S Treasury Note 1.625 11/15/2022	114,131.25 91.3050	124,692.38 99.75	- 10,561.13 2,031.25	1.6 1.78
	Total US Government Issues	**$1,380,235.90**	**$1,409,919.90**	**- $29,684.00 $22,887.50**	**19.3**
	Corporate Issues				
125,000.000	Occidental Petroleum COR 1.450 12/13/2013	125,348.75 100.2790	125,260.00 100.21	88.75 1,812.50	1.8 1.45
125,000.000	Goldman Sachs Group Inc 02/07/2014 Var	125,296.25 100.2370	126,025.13 100.82	- 728.88 1,626.74	1.8 1.30
125,000.000	Bb&t Corporation Medium Term Note 2.050 04/28/2014	126,101.25 100.8810	124,942.50 99.95	1,158.75 2,562.50	1.8 2.03
125,000.000	Deutsche Bank Ag London Medium Term Note 3.875 08/18/2014	128,663.75 102.9310	130,947.50 104.76	- 2,283.75 4,843.75	1.8 3.76
150,000.000	Paccar Financial Corp Medium Term Note 1.550 09/29/2014	151,884.00 101.2560	153,294.00 102.20	- 1,410.00 2,325.00	2.1 1.53
150,000.000	Royal Bank Of Canada Merium Term Note 1.450 10/30/2014	151,578.00 101.0520	152,941.50 101.96	- 1,363.50 2,175.00	2.1 1.43
120,000.000	National Rural Util Coop 1.000 02/02/2015	120,632.40 100.5270	121,230.40 101.03	- 598.00 1,200.00	1.7 0.99

ACCOUNT NUMBER: 000016149206
GOODMAN'S FOUNDATION REVOCABLE TRUST
SUB ACCOUNT

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
125,000.000	Berkshire Hathaway Inc 3.200 02/11/2015	129,716.25 103.7730	128,606.25 102.89	1,110.00 4,000.00	1.8 3.08
150,000.000	Wells Fargo & Company Medium Term Note 1.250 02/13/2015	150,805.50 100.5370	151,687.50 101.13	- 882.00 1,875.00	2.1 1.24
150,000.000	Caterpillar Financial SE Medium Term Note 1.100 05/29/2015	151,048.50 100.6990	152,058.00 101.37	- 1,009.50 1,650.00	2.1 1.09
150,000.000	Georgia Power Company 0.750 08/10/2015	149,904.00 99.9360	150,552.00 100.37	- 648.00 1,125.00	2.1 0.75
125,000.000	Unilever Capital Corp 2.750 02/10/2016	130,127.50 104.1020	125,503.75 100.40	4,623.75 3,437.50	1.8 2.64
125,000.000	State Street Corp 2.875 3/7/2016	130,478.75 104.3830	124,533.75 99.63	5,945.00 3,593.75	1.8 2.75
250,000.000	Monstanto Co 2.750 04/15/2016	260,347.50 104.1390	249,692.50 99.88	10,655.00 6,875.00	3.6 2.64
125,000.000	Wal Mart Stores Inc 2.800 04/15/2016	131,258.75 105.0070	125,515.75 100.41	5,743.00 3,500.00	1.8 2.67
125,000.000	Toronto Dominion Bank Merium Term Note 2.375 10/19/2016	128,761.25 103.0090	126,486.25 101.19	2,275.00 2,968.75	1.8 2.31
150,000.000	John Deere Cap Medium Term Note 2.000 01/13/2017	151.626.00 101.0840	156,033.00 104.02	- 4,407.00 3,000.00	2.1 1.98
150,000.000	United Technologies Corp 1.800 06/01/2017	150,825.00 100.5500	154,174.50 102.78	- 3,349.50 2,700.00	2.1 1.79
150,000.000	Pepsico Inc 1.250 08/13/2017	146,610.00 97.7400	150,264.00 100.18	- 3,654.00 1,875.00	2.1 1.28

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THE PRIVATE CLIENT RESERVE

ACCOUNT NUMBER: 000016149206
GOODMAN'S FOUNDATION REVOCABLE TRUST
SUB ACCOUNT

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
150,000.000	Texas Instruments Inc 1.650 08/03/2019	143,613.00 95.7420	149,829.30 99.89	- 6,216.30 2,475.00	2.0 1.72
125,000.000	Lowes Companies inc 3.800 11/15/2021	127,587.50 102.0700	133,727.50 106.98	- 6,140.00 4,750.00	1.8 3 72
125,000.000	Toyota Motor Credit Corp Medium Term Note 3.300 01/12/2022	122,851.25 98.2810	127,523.75 102.02	- 4,672.50 4,125.00	1.7 3.36
125,000.000	Jpmorgan Chase Co 4.500 01/24/2022	129,690.00 103.7520	129,646.25 103.72	43.75 5,625.00	1.8 4.34
125,000.000	Rabobank Nederland 3.875 02/08/2022	124,072.50 99.2580	122,622.50 98.10	1,450.00 4,843.75	1.7 3.90
125,000.000	National Rural Util Coop 3.050 02/15/2022	121,370.00 97.0960	126,127.50 100.90	- 4,757.50 3,812.50	1.7 3.14
125,000.000	Praxair Inc 2.450 02/15/2022	116,178.75 92.9430	123,791.25 99.03	- 7,612.50 3,062.50	1.6 2.64
150,000.000	Northern States Pwr Minn 2.150 08/15/2022	136,195.50 90.7970	149,665.63 99.78	- 13,470.13 3,225.00	1.9 2.37
150,000.000	Verizon Communications 2.450 11/01/2022	132,009.00 88.0060	147,530.10 98.35	- 15,521.10 3,675.00	1.8 2.78
125,000.000	Walt Disney Company Medium Term Note 2.350 12/01/2022	114,206.25 91.3650	123,965.00 99.17	- 9,758.75 2,937.50	1.6 2.57
	Total Corporate Issues	**$4,008,787.15**	**$4,064,177.06**	**- $55,389.91** **$91,676.74**	**56.1**
	Foreign Issues				
125,000.000	Abbey Natl Treasury Serv 2.875 04/25/2014	126,648.75 101.3190	125,185.00 100.15	1,463.75 3,593.75	1.8 2.84

ACCOUNT NUMBER: 000016149206
GOODMAN'S FOUNDATION REVOCABLE TRUST
SUB ACCOUNT

This statement is for the period from
August 1, 2013 to August 31, 2013

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
125,000.000	Statoilhydro Asa 2.900 10/15/2014	128,243.75 102.5950	129,252.50 103.40	- 1,008.75 3,625.00	1.8 2.83
125,000.000	Total Capital Sa 3.000 06/24/2015	130,247.50 104.1980	129,800.00 103.84	447.50 3,750.00	1.8 2.88
150,000.000	Westpac Banking Corp 3.000 12/09/2015	156,918.00 104.6120	149,811.50 99.87	7,106.50 4,500.00	2.2 2.87
150,000.000	Canadian Imperial Bank 2.350 12/11/2015	154,617.00 103.0780	156,919.50 104.61	- 2,302.50 3,525.00	2.2 2.28
125,000.000	Llyods Tsb Bank Plc 4.875 01/21/2016	134,587.50 107.6700	130,330.00 104.26	4,257.50 6,093.75	1.9 4.53
125,000.000	Bank Of Nova Scotia 2.900 03/29/2016	130,371.25 104.2970	125,395.00 100.32	4,976.25 3,625.00	1.8 2.78
150,000.000	Hsbc Holdings Plc 4.000 03/30/2022	151,308.00 100.8720	161,038.50 107.36	- 9,730.50 6,000.00	2.1 3.96
Total Foreign Issues		**$1,112,941.75**	**$1,107,732.00**	**$5,209.75** **$34,712.50**	**15.6**
Total Taxable Bonds		**$6,501,964.80**	**$6,581,828.96**	**- $79,864.16** **$149,276.74**	**91.0**
Total Assets		**$7,141,398.39**	**$7,221,262.55**	**- $79,864.16** **$149,706.66**	**100.0**
Estimated Current Yield					**2.09**