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Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation MARY & BRUCE GOODMAN FUND		A Employer identification number 36-4020126
Number and street (or P O box number if mail is not delivered to street address) 899 SKOKIE BLVD	Room/suite 532	B Telephone number 847-509-8822
City or town, state or province, country, and ZIP or foreign postal code NORTHBROOK, IL 60062-4022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 668,901.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
4 Dividends and interest from securities	24,991.	24,991.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	31,963.			
b Gross sales price for all assets on line 6a	81,682.			
7 Capital gain net income (from Part IV, line 2)		31,963.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	56,955.	56,955.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,500.	0.		2,500.
c Other professional fees				
17 Interest				
18 Taxes	1,470.	216.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	5,572.	4,813.		237.
24 Total operating and administrative expenses. Add lines 13 through 23	9,542.	5,029.		2,737.
25 Contributions, gifts, grants paid	31,818.			31,818.
26 Total expenses and disbursements. Add lines 24 and 25	41,360.	5,029.		34,555.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	15,595.			
b Net investment income (if negative, enter -0-)		51,926.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		3,446.	6,355.	6,355.	
	2	Savings and temporary cash investments		17,588.	24,372.	24,372.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 6		545,872.	552,421.	638,174.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment basis						
	Less: accumulated depreciation						
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			566,906.	583,148.	668,901.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			566,906.	583,148.		
30	Total net assets or fund balances			566,906.	583,148.		
31	Total liabilities and net assets/fund balances			566,906.	583,148.		

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	566,906.
2	Enter amount from Part I, line 27a	2	15,595.
3	Other increases not included in line 2 (itemize) NONTAXABLE DIVIDENDS	3	647.
4	Add lines 1, 2, and 3	4	583,148.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	583,148.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b CAPITAL GAIN DIVIDENDS			
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 81,189.		49,719.	31,470.
b 493.			493.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			31,470.
b			493.
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	31,963.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	42,880.	582,997.	.073551
2011	41,984.	551,533.	.076122
2010	30,782.	486,289.	.063300
2009	56,555.	445,483.	.126952
2008	80,000.	675,545.	.118423

2 Total of line 1, column (d)	2	.458348
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	.091670
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	633,799.
5 Multiply line 4 by line 3	5	58,100.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	519.
7 Add lines 5 and 6	7	58,619.
8 Enter qualifying distributions from Part XII, line 4	8	34,555.

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax due', and 'Overpayment'. Total tax due is 199.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political purposes, political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BRUCE K. GOODMAN Telephone no. 847-509-8822 Located at 899 SKOKIE BLVD., STE 532, NORTHBROOK, IL ZIP+4 60062-4022
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2013 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 2013.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE K. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	PRESIDENT 2.00	0.	0.	0.
MARY F. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	SECRETARY 1.00	0.	0.	0.
MARJORIE G. CONROY 790 OAK KNOLL LAKE FOREST, IL 60045	DIRECTOR 1.00	0.	0.	0.
PATRICIA G. PELL 1655 LINDEN AVENUE HIGHLAND PARK, IL 60035	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	618,368.
b	Average of monthly cash balances	1b	25,083.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	643,451.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	643,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,652.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	633,799.
6	Minimum investment return. Enter 5% of line 5	6	31,690.

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	31,690.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,039.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,039.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,651.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,651.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	30,651.

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	34,555.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,555.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,555.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				30,651.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	46,901.			
b From 2009	56,555.			
c From 2010	6,824.			
d From 2011	14,789.			
e From 2012	14,544.			
f Total of lines 3a through e	139,613.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	34,555.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				30,651.
e Remaining amount distributed out of corpus	3,904.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	143,517.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	46,901.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	96,616.			
10 Analysis of line 9:				
a Excess from 2009	56,555.			
b Excess from 2010	6,824.			
c Excess from 2011	14,789.			
d Excess from 2012	14,544.			
e Excess from 2013	3,904.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHICAGO CRIME COMMISSION P.O. BOX 8021 CHICAGO, IL 606080	NONE	IRC SEC 501(C)(3)	CHARITABLE	3,000.
KIWANIS FOUNDATION 3636 WOODVIEW TRACE INDIANAPOLIS, IN 46268	NONE	IRC SEC 501(C)(3)	CHARITABLE	2,500.
SEE ATTACHED SCHEDULE PO BOX 896 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	26,318.
Total				31,818.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	24,991.	
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	31,963.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)			0.	56,955.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	56,955.

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

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

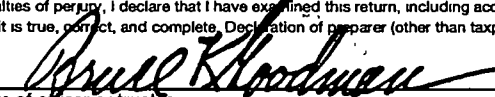
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		


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.

Sign Here  Date 5/12/14 Title **PRESIDENT**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name: **BRIAN R. ISRAEL** Preparer's signature:  Date: 5/8/14 Check if self-employed PTIN: **P00238292**

Firm's name: **OSTROW REISIN BERK & ABRAMS, LTD.** Firm's EIN: **36-2938874**

Firm's address: **455 N. CITYFRONT PLAZA DRIVE, SUITE 15 CHICAGO, IL 60611-5313** Phone no. **312-670-7444**

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST BANK & TRUST	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OPPENHEIMER 0125311	17,522.	0.	17,522.	17,522.	
OPPENHEIMER 1146001	7,469.	0.	7,469.	7,469.	
TO PART I, LINE 4	24,991.	0.	24,991.	24,991.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

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

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	216.	216.		0.
2012 FEDERAL TAX DUE	414.	0.		0.
2013 ESTIMATED TAXES	840.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,470.	216.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXECUTIVE ASSET FEES	4,813.	4,813.		0.
ILLINOIS CHARITABLE BUREAU FD	15.	0.		15.
MISCELLANEOUS	522.	0.		0.
SECRETARY OF STATE	10.	0.		10.
OFFICE EXPENSE	212.	0.		212.
TO FORM 990-PF, PG 1, LN 23	5,572.	4,813.		237.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THORNBURG MORTGAGE INC.	56,276.	0.
NUVEEN REAL ESTATE INC. FUND	80,328.	50,456.
WESTERN ASSET EMERGING MKTS	20,213.	22,307.
SEE ATTACHED STATEMENT	369,310.	533,737.
CONOCOPHILLIPS	13,586.	14,130.
JP MORGAN CHASE & CO	12,708.	17,544.
TOTAL TO FORM 990-PF, PART II, LINE 10B	552,421.	638,174.

04/24/14

Mary & Bruce Goodman Fund
Transaction Detail by Date
 January through December 2013

Type	Date	Num	Name	Account	Split	Amount	Balance
Jan - Dec '13							
Check	1/11/2013	3125	NORTH LAWNDALE COLLEGE PREP HIG	Contributions	FIRST B	250 00	250 00
Check	1/11/2013	3126	ARA PARSEGHIAN MEDICAL RESEARCH	Contributions	FIRST B	250 00	500 00
Check	1/22/2013	3127	AARP FOUNDATION	Contributions	FIRST B	100 00	600 00
Check	1/29/2013	3129	KIWANIS FOUNDATION OF EVANSTON	Contributions	FIRST B	250 00	850 00
Check	2/6/2013	3130	RAVINIA FESTIVAL	Contributions	FIRST B	100 00	950 00
Check	2/25/2013	3131	RAVINIA FESTIVAL ASSOC / WOMEN'S B	Contributions	FIRST B	140 00	1,090 00
Check	2/27/2013	3132	DELTA TAU EDUCATIONAL FOUNDATION	Contributions	FIRST B	125 00	1,215 00
Check	3/15/2013	3133	CHICAGO CRIME COMMISSION	Contributions	FIRST B	1,400 00	2,615 00
Check	3/21/2013	3134	IREM FOUNDATION	Contributions	FIRST B	100 00	2,715 00
Check	3/26/2013	3135	RAVINIA FESTIVAL	Contributions	FIRST B	1,428 00	4,143 00
Check	4/15/2013	3136	GORDON TECH COLLEGE PREP	Contributions	FIRST B	500 00	4,643 00
Check	5/8/2013	3137	KIWANIS CLUB OF EVANSTON	Contributions	FIRST B	150 00	4,793 00
Check	5/9/2013	3138	NORTH SHORE HOSPICE AT EVANSTON	Contributions	FIRST B	50 00	4,843 00
Check	6/10/2013	3140	AMERICAN LIVER FOUNDATION	Contributions	FIRST B	100 00	4,943 00
Check	6/10/2013	3141	DUKE UNIVERSITY ANNUAL FUND	Contributions	FIRST B	5,000 00	9,943 00
Check	6/19/2013	3142	CARROW FAMILY ENDOWMENT FUND	Contributions	FIRST B	50 00	9,993 00
Check	6/19/2013	3143	NORTHWESTERN UNIVERSITY	Contributions	FIRST B	5,000 00	14,993 00
Check	6/27/2013	3144	LAKE FOREST ACADEMY	Contributions	FIRST B	250 00	15,243 00
Check	6/27/2013	3145	FULCRUM POINT	Contributions	FIRST B	100 00	15,343 00
Check	7/24/2013	3146	YEA I HIGHLAND PARK	Contributions	FIRST B	5,000 00	20,343 00
Check	7/26/2013	3147	CHICAGO BOTANIC GARDEN	Contributions	FIRST B	250 00	20,593 00
Check	8/7/2013	3148	EVANS SCHOLARS FOUNDATION	Contributions	FIRST B	3,000 00	23,593 00
Check	8/8/2013	3149	HABITAT FOR HUMANITY	Contributions	FIRST B	50 00	23,643 00
Check	9/10/2013	3151	MARINE BIOLOGICAL LABORATORY	Contributions	FIRST B	500 00	24,143 00
Check	9/10/2013	3152	DUKE UNIVERSITY	Contributions	FIRST B	80 00	24,223 00
Check	10/8/2013	3153	THE HUMANE SOCIETY	Contributions	FIRST B	100 00	24,323 00
Check	10/24/2013	3154	VETERANS OF FOREIGN WARS	Contributions	FIRST B	100 00	24,423 00
Check	11/13/2013	3155	TRINITY UNITED METHODIST CHURCH	Contributions	FIRST B	130 00	24,553 00
Check	11/13/2013	3156	MARYVILLE ACADEMY	Contributions	FIRST B	100 00	24,653 00
Check	11/14/2013	3157	NORTH SHORE SENIOR CENTER	Contributions	FIRST B	100 00	24,753 00
Check	11/14/2013	3158	MARCH OF DIMES	Contributions	FIRST B	25 00	24,778 00
Check	11/14/2013	3159	NEEDY FAMILY FUND	Contributions	FIRST B	100 00	24,878 00
Check	11/14/2013	3160	PADS LAKE COUNTY	Contributions	FIRST B	200 00	25,078 00
Check	11/18/2013	3161	PAWS CHICAGO	Contributions	FIRST B	100 00	25,178 00
Check	11/18/2013	3162	SAVE- A - PET	Contributions	FIRST B	100 00	25,278 00
Check	11/18/2013	3163	CHICAGO COUNCIL ON GLOBAL AFFAIRS	Contributions	FIRST B	130 00	25,408 00
Check	11/25/2013	3164	THE ANTI-CRUELTY SOCIETY	Contributions	FIRST B	100 00	25,508 00
Check	11/26/2013	3165	ASPCA	Contributions	FIRST B	50 00	25,558 00
Check	12/5/2013	3166	YMCA EVANSTON / NORTH SHORE	Contributions	FIRST B	100 00	25,658 00
Check	12/5/2013	3167	HOUSING OPTIONS	Contributions	FIRST B	100 00	25,758 00
Check	12/11/2013	3169	HIGHLAND PARK STRINGS	Contributions	FIRST B	150 00	25,908 00
Check	12/11/2013	3170	EVANS SCHOLARS FOUNDATION	Contributions	FIRST B	100 00	26,008 00
Check	12/19/2013	3171	KIWANIS FOUNDATION OF EVANSTON	Contributions	FIRST B	110 00	26,118 00
Check	12/27/2013	3172	DELTA TAU EDUCATIONAL FOUNDATION	Contributions	FIRST B	100 00	26,218 00
Check	12/27/2013	3173	IREM FOUNDATION	Contributions	FIRST B	100 00	26,318 00
						26,318.00	26,318.00
Jan - Dec '13							



Oppenheimer & Co. Inc.
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STATEMENT OF ACCOUNT



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

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

Page 4 of 6
Account Number G40-0125311

Financial Advisor ISRAELITE, GERALD/ISRAELITE, D - YG2

Period Ending 12/31/13

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GENUINE PARTS CO	(P) CASH	195	GPC	45.09490	83.19000	8,793.50	16,222.05	7,429	2.584%	419	2.94
HCP INC REIT	(I) CASH	300	HCP	31.83300	36.32000	9,549.90	10,896.00	1,346	5.781%	630	1.97
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	240	HSBC	44.80340	55.13000	10,752.82	13,231.20	2,478	4.353%	576	2.40
HEALTH CARE REIT INC REIT	(I) CASH	210	HCN	42.61020	53.57000	8,948.14	11,249.70	2,302	5.712%	642	2.04
INTEL CORP	(Q) CASH	640	INTC	21.08760	25.95500	13,496.04	16,611.20	3,115	3.467%	576	3.01
JPMORGAN CHASE & CO COM	(I) CASH	205	JPM	46.07890	58.48000	9,446.17	11,988.40	2,542	2.599%	311	2.17
JOHNSON & JOHNSON	(L) CASH	220	JNJ	59.21390	91.59000	13,027.05	20,149.80	7,123	2.882%	580	3.65
KIMBERLY CLARK CORP	(F) CASH	135	KMB	70.01510	104.46000	9,452.04	14,102.10	4,650	3.101%	437	2.55
KRAFT FOODS GROUP INC	(J) CASH	141	KRFT	33.77200	53.91000	4,761.85	7,601.31	2,839	3.895%	296	1.38
LILLY ELI & CO	(L) CASH	290	LLY	48.20860	51.00000	13,980.50	14,790.00	810	3.843%	568	2.68
MERCK & CO INC NEW	(L) CASH	375	MRK	33.01600	50.05000	12,381.00	18,768.75	6,388	3.516%	660	3.40
METLIFE INC	(I) CASH	285	MET	40.53970	53.92000	11,553.81	15,367.20	3,813	2.040%	313	2.78
MICROSOFT CORP	(Q) CASH	460	MSFT	23.79090	37.41000	10,943.82	17,208.60	6,265	2.993%	515	3.12
NEXTERA ENERGY INC	(T) CASH	195	NEE	49.31620	85.62000	9,616.66	16,695.90	7,079	3.083%	514	3.02
PHILIP MORRIS INTL INC	(C) CASH	155	PM	44.06510	87.13000	6,830.09	13,505.15	6,675	4.315%	582	2.44
RAYTHEON CO COM NEW	(Q) CASH	260	RTN	51.62280	90.70000	13,421.93	23,582.00	10,160	2.425%	572	4.27
ROYAL DUTCH SHELL PLC SPON ADR B	(G) CASH	235	RDSB	71.49100	75.11000	16,800.38	17,650.85	850	4.792%	846	3.20
3M CO	(L) CASH	125	MMM	58.59800	140.25000	7,324.75	17,531.25	10,207	2.438%	427	3.17
TRAVELERS COMPANIES INC	(I) CASH	155	TRV	39.51610	90.54000	6,125.00	14,033.70	7,909	2.208%	310	2.54
UNILEVER N Y SHS NEW	(J) CASH	345	UN	22.92790	40.23000	7,910.13	13,879.35	5,969	2.948%	409	2.51



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STATEMENT OF ACCOUNT



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

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R) CASH	420	T	27 18170	35 16000	11,416.30	14,767.20	3,351	5 233%	772	2 67
ALTRIA GROUP INC	(C) CASH	480	MO	21 92050	38 39000	10,521.84	18,427.20	7,905	5 001%	921	3 34
ASTRAZENECA PLC SPONSOREDADR	(L) CASH	270	AZN	46 82990	59 37000	12,644.07	16,029.90	3,386	4 716%	756	2 80
BCE INC COM NEW	(R) CASH	335	BCE	44 18090	43 29000	14,800.60	14,502.15	(298)	5 167%	749	2 63
BOEING CO	(S) CASH	160	BA	43 89770	135 49000	7,023.63	21,838.40	14,815	2 139%	467	3 95
CHEVRON CORP NEW	(G) CASH	120	CVX	56 76170	124 91000	6,811.40	14,989.20	8,178	3 202%	480	2 71
CISCO SYS INC	(R) CASH	635	CSCO	20 21900	22 43000	12,839.07	14,243.05	1,404	3 031%	431	2 58
CONOCOPHILLIPS	(G) CASH	270	COP	43 22850	70 65000	11,671.70	19,075.50	7,404	3 906%	745	3 45
DIAGEO P L C SPON ADR NEW	(J) CASH	110	DEO	57 68000	132 42000	6,342.60	14,568.20	8,224	2 264%	329	2 64
DIAMOND OFFSHORE DRILLING INC	(G) CASH	225	DO	70.70960	58 92000	15,909.67	12,807.00	(3,103)	0 878%	112	2 32
DOMINION RES INC VA NEW	(G) CASH	175	D	41 28920	84 69000	7,225.61	11,320.75	4,095	3 478%	393	2 05
DU PONT E I DE NEMOURS & CO	(C) CASH	240	DD	33 86780	84 97000	8,128.29	15,592.80	7,465	2 770%	432	2 82
GENERAL ELECTRIC CO	(R) CASH	660	GE	35 12980	28 03000	23,185.67	18,499.80	(4,686)	3 139%	580	3 35
VODAFONE GROUP PLC NEW SPONS ADR NEW SUBJECT TO CUSTODY FEES	(R) CASH	560	VOD	27 98970	39 31000	15,674.25	22,013.60	6,339	4 043%	890	3 99
SUB-TOTAL COMMON STOCK						369,310.28	533,737.26	164,428		18,252	96.62
TOTAL EQUITIES						369,310.28	533,737.26	164,428		18,252	96.62

