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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

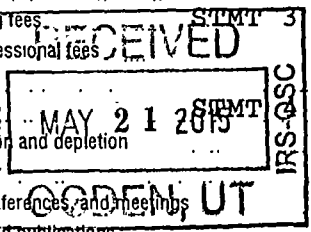
For calendar year 2014 or tax year beginning

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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 648,439. (Part I, column (d) must be on cash basis.)	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <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	35,535.	35,535.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,951.			
	b Gross sales price for all assets on line 6a	125,681.			
	7 Capital gain net income (from Part IV, line 2)		35,951.		
	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	71,487.	71,487.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,500.	0.		2,500.
	c Other professional fees				
	17 Interest				
	18 Taxes	1,539.	300.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	5,413.	5,388.		25.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,452.	5,688.		2,525.
25 Contributions, gifts, grants paid	97,946.			97,946.	
26 Total expenses and disbursements. Add lines 24 and 25	107,398.	5,688.		100,471.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-35,911.				
b Net investment income (if negative, enter -0-)		65,799.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED MAY 26 2015



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	6,355.	3,909.	3,909.
	2 Savings and temporary cash investments	24,372.	-28,687.	-28,687.
	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	50,677.		
	Less: allowance for doubtful accounts	0.	0.	50,677.
	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 6 552,421.	521,704.	622,540.
	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 I)		583,148.	547,603.	648,439.
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	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here			
	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		583,148.	547,603.
	30 Total net assets or fund balances		583,148.	547,603.
31 Total liabilities and net assets/fund balances		583,148.	547,603.	

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	583,148.
2 Enter amount from Part I, line 27a	2	-35,911.
3 Other increases not included in line 2 (itemize) NONTAXABLE DISTRIBUTIONS	3	366.
4 Add lines 1, 2, and 3	4	547,603.
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	547,603.

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 GAINS 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 125,522.		89,730.	35,792.
b 159.			159.
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			35,792.
b			159.
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	35,951.
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))
2013	34,555.	633,799.	.054520
2012	42,880.	582,997.	.073551
2011	41,984.	551,533.	.076122
2010	30,782.	486,289.	.063300
2009	56,555.	445,483.	.126952

2 Total of line 1, column (d)	2	.394445
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	.078889
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	673,588.
5 Multiply line 4 by line 3	5	53,139.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	658.
7 Add lines 5 and 6	7	53,797.
8 Enter qualifying distributions from Part XII, line 4	8	100,471.

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 calculation. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2015 estimated tax (382.00). Refunded amount is 0.

Part VII-A: Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, spending for political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, changes in governing instrument, unrelated business gross income, liquidation, section 508(e) requirements, assets, states reported, and private operating foundation status. Includes 'Yes/No' columns and handwritten 'N/A' and 'IL'.

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
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 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶		16	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 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 2014.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		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 4945(d)(4)(A)? (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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A
- 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). N/A
- 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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE K. GOODMAN 899 SKOKIE BLVD, STE 532 NORTHBROOK, IL 60062	PRESIDENT 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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	652,503.
b	Average of monthly cash balances	1b	31,343.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	683,846.
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	683,846.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,258.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	673,588.
6	Minimum investment return. Enter 5% of line 5	6	33,679.

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	33,679.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	658.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	658.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,021.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,021.
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	33,021.

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	100,471.
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	100,471.
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	658.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,813.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				33,021.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	56,555.			
b From 2010	6,824.			
c From 2011	14,789.			
d From 2012	14,544.			
e From 2013	3,904.			
f Total of lines 3a through e	96,616.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 100,471.				
a Applied to 2013, 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 2014 distributable amount				33,021.
e Remaining amount distributed out of corpus	67,450.			
5 Excess distributions carryover applied to 2014 (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	164,066.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see Instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	56,555.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	107,511.			
10 Analysis of line 9:				
a Excess from 2010	6,824.			
b Excess from 2011	14,789.			
c Excess from 2012	14,544.			
d Excess from 2013	3,904.			
e Excess from 2014	67,450.			

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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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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)(ii)					
(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	1,400.
KIWANIS FOUNDATION 3636 WOODVIEW TRACE INDIANAPOLIS, IN 46268	NONE	IRC SEC 501(C)(3)	CHARITABLE	380.
AARP FOUNDATION 6111 HARRISON STREET # 306 MERRILLVILLE, IN 46410	NONE	IRC SEC 501(C)(3)	CHARITABLE	136.
BEST FRIENDS 5001 ANGEL CANYON ROAD KANAB, UT 84741-5000	NONE	IRC SEC 501(C)(3)	CHARITABLE	250.
CAMP MANITO-WISH YMCA 5650 CAMP MANITOWISH LANE BOULDER JUNCTION, WI 54512	NONE	IRC SEC 501(C)(3)	CHARITABLE	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				97,946.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XV. Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CARE USA 151 ELLIS STREET ATLANTA, GA 30303	NONE	IRC SEC 501(C)(3)	CHARITABLE	250.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	NONE	IRC SEC 501(C)(3)	CHARITABLE	160.
CHICAGO HUMANITIES FESTIVAL 500 N. DEARBORN, SUITE 825 CHICAGO, IL 60654	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
THE CHICAGO COUNCIL ON GLOBAL AFFAIRS 332 S. MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60604-4416	NONE	IRC SEC 501(C)(3)	CHARITABLE	180.
COPERNICUS FOUNDATION 5216 W LAWRENCE AVE CHICAGO, IL 60630	NONE	IRC SEC 501(C)(3)	CHARITABLE	500.
DELTA TAU EDUCATION FOUNDATION 10000 ALLISONVILLE ROAD FISHERS, IN 46038	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
DENVER PUBLIC SCHOOLS 1860 LINCOLN STREET DENVER, CO 80203	NONE	IRC SEC 501(C)(3)	CHARITABLE	3,000.
DUKE UNIVERSITY 2138 CAMPUS DRIVE DURHAM, NC 27708	NONE	IRC SEC 501(C)(3)	CHARITABLE	5,330.
ELMHURST COLLEGE 190 S PROSPECT AVE ELMHURST, IL 60126	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
GLENBROOK SOUTH HIGH SCHOOL 4000 W LAKE AVE GLENVIEW, IL 60026	NONE	IRC SEC 501(C)(3)	CHARITABLE	25.
Total from continuation sheets				95,280.

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
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)				
HABITAT FOR HORSES 6034 TERREBONNE RD HITCHCOCK, TX 77563	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
HIGHLAND PARK COMMUNITY FOUNDATION 1575 HAWTHORNE LN HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	20,000.
KEEPERS OF THE WILD 13441 E HWY 66 VALENTINE, AZ 86437	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
MERIT SCHOOL OF MUSIC 38 S PEORIA ST CHICAGO, IL 60607	NONE	IRC SEC 501(C)(3)	CHARITABLE	500.
MISERICORDIA 6300 N RIDGE AVE CHICAGO, IL 60660	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
NORTH SHORE ANIMAL LEAGUE AMERICA 25 DAVIS AVENUE PORT WASHINGTON, NY 11050	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
NORTHWESTERN UNIVERSITY 633 CLARK ST EVANSTON, IL 60208	NONE	IRC SEC 501(C)(3)	CHARITABLE	600.
PADS LAKE COUNTY 1800 GRAND AVE WAUKEGAN, IL 60085	NONE	IRC SEC 501(C)(3)	CHARITABLE	300.
PAWS CHICAGO 1997 N CLYBOURN AVE CHICAGO, IL 60614	NONE	IRC SEC 501(C)(3)	CHARITABLE	200.
PETA 501 FRONT ST. NORFOLK, VA 23510	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PHYSICIANS COMMITTEE FOR RESPONSIBLE MEDICINE 5100 WISCONSIN AVE., N.W., STE.400 WASHINGTON, DC 20016	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
RAVINIA FESTIVAL 200 RAVINIA PARK RD HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	6,250.
SPECIAL OLYMPICS ILLINOIS 605 E. WILLOW ST. NORMAL, IL 61761	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
VAIL VALLEY CHARITABLE FUND PO BOX 2307 EDWARDS, CO 81632	NONE	IRC SEC 501(C)(3)	CHARITABLE	1,000.
THE ANTI-CRUELTY SOCIETY 157 W GRAND AVE CHICAGO, IL 60654	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
THE HUMANE SOCIETY 2100 L ST., NW WASHINGTON, DC 20037	NONE	IRC SEC 501(C)(3)	CHARITABLE	100.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002-4999	NONE	IRC SEC 501(C)(3)	CHARITABLE	35.
TIGER HAVEN 237 CEMETERY HILL RD KINGSTON, TN 37763	NONE	IRC SEC 501(C)(3)	CHARITABLE	250.
UNITED WAY OF THE NORTH SHORE 248 CABOT STREET BEVERLY, MA 01915	NONE	IRC SEC 501(C)(3)	CHARITABLE	300.
VETERANS OF FOREIGN WARS 3152 S WALLACE ST CHICAGO, IL 60616	NONE	IRC SEC 501(C)(3)	CHARITABLE	200.
Total from continuation sheets				

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YEA! HIGHLAND PARK PO BOX 325 HIGHLAND PARK, IL 60035	NONE	IRC SEC 501(C)(3)	CHARITABLE	5,000.
WESTERN GOLF ASSOCIATION EVANS SCHOLARS FOUNDATION ONE BRIAR ROAD GOLF, IL 60029-0301	NONE	IRC SEC 501(C)(3)	CHARITABLE	50,000.
Total from continuation sheets				

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	28,061.	159.	27,902.	27,902.	
OPPENHEIMER 1146001	7,633.	0.	7,633.	7,633.	
TO PART I, LINE 4	35,694.	159.	35,535.	35,535.	


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	300.	300.		0.
2013 FEDERAL TAX DUE	199.	0.		0.
2014 ESTIMATED TAXES	1,040.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,539.	300.		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	5,388.	5,388.		0.
ILLINOIS CHARITABLE BUREAU FD	15.	0.		15.
SECRETARY OF STATE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 23	5,413.	5,388.		25.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
THORNBURG MORTGAGE INC.	56,276.	0.	
NUVEEN REAL ESTATE INC. FUND	53,047.	40,250.	
WESTERN ASSET EMERGING MKTS	9,072.	9,680.	
SEE ATTACHED STATEMENT	377,015.	540,024.	
CONOCOPHILLIPS	13,586.	13,812.	
JP MORGAN CHASE & CO	12,708.	18,774.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	521,704.	622,540.	

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	33,59000	11,416 30	14,107 80	2,692	5 596%	789	2 53
ALTRIA GROUP INC	(C) CASH	480	MO	21,92050	49,27000	10,521 85	23,649 60	13,128	4 221%	998	4 24
ASTRAZENECA PLC SPONSORED ADR	(L) CASH	160	AZN	46,82990	70,38000	7,492 78	11,260 80	3,768	3 978%	448	2 02
SUBJECT TO CUSTODY FEES											
BCE INC COM NEW	(R) CASH	390	BCE	43,96760	45,86000	17,147 37	17,885 40	738	4 728%	845	3 20
BOEING CO	(S) CASH	45	BA	43,89780	129,98000	1,975 40	5,849 10	3,874	2 800%	163	1 05
CNOOC LTD SPONSORED ADR	(G) CASH	65	CEO	175,12650	135,44000	11,383 22	8,803 60	(2,580)	4 884%	430	1 58
CHEVRON CORP NEW	(G) CASH	120	CVX	56,76170	112,18000	6,811 40	13,461 60	6,650	3 815%	513	2 41
CISCO SYS INC	(O) CASH	635	CSCO	20,21900	27,81500	12,839 07	17,662 52	4,823	2 732%	482	3 16
CONOCOPHILLIPS	(G) CASH	215	COP	44,37700	69,06000	9,541 06	14,847 90	5,307	4 228%	627	2 66
CORNING INC	(C) CASH	310	GILW	17,01290	22,93000	5,274 00	7,108 30	1,834	2 093%	148	1 27
DIAGEO P L C SPON ADR NEW	(J) CASH	110	DEO	57,66000	114,09000	6,342 60	12,549 90	6,207	2 953%	370	2 25
DIAMOND OFFSHORE DRILLING INC	(G) CASH	225	DO	69,47680	36,71000	15,632 28	8,259 75	(7,373)	1 362%	112	1 48

As of 2/15

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
DU PONT E I DE NEMOURS & CO	(A) CASH	240	DD	33.86790	73.94000	8,128.29	17,745.60	9,617	2.542%	451	3.18
GENERAL ELECTRIC CO	(T) CASH	660	GE	35.12980	25.27000	23,185.67	16,678.20	(6,507)	3.640%	607	2.99
GENUINE PARTS CO	(P) CASH	195	GPC	45.09490	106.57000	8,793.50	20,781.15	11,988	2.158%	448	3.72
HCP INC REIT	(I) CASH	375	HCP	32.71680	44.03000	12,268.80	16,511.25	4,242	4.951%	817	2.96
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	240	HSBC	44.80340	47.23000	10,752.82	11,335.20	582	5.187%	588	2.03
HALYARD HEALTH INC	(L) CASH	16	HYH	24.35880	45.47000	389.74	727.52	338			0.13
HEALTH CARE REIT INC REIT	(I) CASH	235	HCN	42.88060	75.67000	10,078.95	17,782.45	7,706	4.202%	747	3.18
INTEL CORP	(Q) CASH	500 (1.41)	INTC	21.56050	36.29000	10,780.26	18,145.00	7,365	2.480%	450	3.25
JPMORGAN CHASE & CO COM	(I) CASH	305	JPM	49.65520	62.58000	15,144.84	19,086.90	3,942	2.556%	488	3.42
JOHNSON & JOHNSON	(L) CASH	180	JNJ	59.92180	104.57000	10,785.92	18,822.60	8,037	2.677%	504	3.37
KIMBERLY CLARK CORP	(F) CASH	135	KMB	67.12810	115.54000	9,062.30	15,597.90	6,536	2.908%	453	2.79
LILLY ELI & CO	(L) CASH	290	LLY	48.20860	68.99000	13,980.50	20,007.10	6,027	2.898%	580	3.58
MERCK & CO INC NEW	(L) CASH	375	MRK	33.01600	56.78000	12,381.00	21,296.25	8,915	3.169%	675	3.81
METLIFE INC	(I) CASH	285	MET	40.53970	54.09000	11,553.81	15,415.65	3,862	2.588%	399	2.76
MICROSOFT CORP	(Q) CASH	460 (1.66)	MSFT	23.79090	46.45000	10,943.82	21,367.00	10,423	2.669%	570	3.83
NEXTERA ENERGY INC	(T) CASH	195	NEE	49.31620	106.29000	9,616.66	20,726.55	11,110	2.728%	565	3.71
PFIZER INC	(L) CASH	395	PFE	29.44180	31.15000	11,629.51	12,304.25	675	3.595%	442	2.20
PHILIP MORRIS INTL INC	(C) CASH	205	PM	53.07530	81.45000	10,880.43	16,697.25	5,817	4.910%	820	2.99
RAYTHEON CO COM NEW	(Q) CASH	170	RTN	51.62280	108.17000	8,775.88	18,388.90	9,613	2.237%	411	3.29
ROYAL DUTCH SHELL PLC SPON ADR B	(G) CASH	235	RDSB	71.49100	69.56000	16,800.38	16,346.60	(454)	5.405%	883	2.93
SYMANTEC CORP	(Q) CASH	405	SYMC	20.22880	25.65500	8,193.07	10,390.27	2,197	2.338%	243	1.86
3M CO	(L) CASH	100	MMM	58.59800	164.32000	5,859.80	16,432.00	10,572	2.495%	410	2.94
TRAVELERS COMPANIES INC	(I) CASH	155	TRV	39.51610	105.85000	6,125.00	16,406.75	10,282	2.078%	341	2.94
UNILEVER N V N Y SHS NEW	(J) CASH	345	UN	22.92790	39.04000	7,910.13	13,468.80	5,559	3.281%	441	2.41

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent	
VODAFONE GROUP PLC NEW SPNSR ADR NO PAR	(R) CASH	305	VOD	51.39100	34.17000	15,674.25	10,421.85	(5,252)	5.275%	549	1.87	
SUB-TOTAL COMMON STOCK							558,329.26	172,260			18,819	
TOTAL EQUITIES							558,329.26	172,260			18,819	100.00
Less securities sold by 12/31/14 still pending per December statement							(18,304.80)					
Balance at 12/31/14=							540,024.46					

