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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

09/01, 2014, and ending

08/31, 2015

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

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

Room/suite

% SVA CERTIFIED PUBLIC ACCTS PO BOX 44966

City or town, state or province, country, and ZIP or foreign postal code

MADISON, WI 53744-4966

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

☒ Address change

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

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

16) \$ 49,709,628.

J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

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

A Employer identification number

39-6056619

B Telephone number (see instructions)

(608) 831-8181

C If exemption application is
pending, check here ☐D 1 Foreign organizations check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,165,319.	1,165,319.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,868,063.			
b	Gross sales price for all assets on line 6a	11,579,135.			
7	Capital gain net income (from Part IV, line 2)		2,868,063.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	4,033,382.	4,033,382.		
13	Compensation of officers, directors, trustees, etc.	170,300.	42,575.		127,725.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	31,700.	7,925.		23,775.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,400.	1,400.		
c	Other professional fees (attach schedule)	249,356.	215,060.		34,296.
17	Interest				
18	Taxes (attach schedule) (see instructions)	98,940.	11,880.		11,602.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	27,151.	670.		26,481.
24	Total operating and administrative expenses. Add lines 13 through 23.	578,847.	279,510.		223,879.
25	Contributions, gifts, grants paid	4,280,813.			4,280,813.
26	Total expenses and disbursements. Add lines 24 and 25	4,859,660.	279,510.	0	4,504,692.
27	Subtract line 26 from line 12	-826,278.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		3,753,872.		
c	Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,564,133.	1,218,114.	1,218,114.
	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)			
	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 6	41,634,954.	41,155,040.	48,491,514.
	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)	43,199,087.	42,373,154.	49,709,628.	
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	43,198,321.	42,372,388.	
	28	Paid-in or capital surplus, or land, bldg. and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	43,198,321.	42,372,388.		
31	Total liabilities and net assets/fund balances (see instructions)	43,199,087.	42,373,154.		

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	43,198,321.
2	Enter amount from Part I, line 27a	2	-826,278.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	714.
4	Add lines 1, 2, and 3	4	42,372,757.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	369.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,372,388.

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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	2,868,063.	
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))
2013	4,774,817.	51,768,956.	0.092233
2012	2,113,248.	48,141,882.	0.043896
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
2 Total of line 1, column (d)			2 0.264445
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 0.052889
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 52,039,040.
5 Multiply line 4 by line 3			5 2,752,293.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37,539.
7 Add lines 5 and 6			7 2,789,832.
8 Enter qualifying distributions from Part XII, line 4 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			8 4,504,692.

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	37,539.
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	37,539.
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	37,539.
6. Credits/Payments			
a. 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	85,850.	
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	85,850.
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	
10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	48,311.
11. Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 48,311. 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?		X
b. Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c. Did the foundation file Form 1120-POL for this year?		X
d. Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2. Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3. Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b. If "Yes," has it filed a tax return on Form 990-T for this year?		
5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7. Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a. Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SVA CERTIFIED PUBLIC ACCTS</u> Telephone no <u>608-831-8181</u> Located at <u>1221 JOHN Q. HAMMONS DRIVE MADISON, WI</u> ZIP+4 <u>53717</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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 ☐ **5b** X

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 **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? ☐ Yes ☒ No **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 9		170,300.	31,700.	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. ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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 10		238,956.
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	

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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	51,332,396.
b	Average of monthly cash balances	1b	1,499,117.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	52,831,513.
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	52,831,513.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	792,473.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,039,040.
6	Minimum investment return. Enter 5% of line 5	6	2,601,952.

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	2,601,952.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	37,539.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	37,539.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,564,413.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,564,413.
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	2,564,413.

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	4,504,692.
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	4,504,692.
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	37,539.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,467,153.

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				2,564,413.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12, 20 11, 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009	86,266.			
b From 2010				
c From 2011				
d From 2012				
e From 2013	2,257,737.			
f Total of lines 3a through e	2,344,003.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$	4,504,692.			
a Applied to 2013, 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 2014 distributable amount				2,564,413.
e Remaining amount distributed out of corpus	1,940,279.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,284,282.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	86,266.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	4,198,016.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	2,257,737.			
e Excess from 2014	1,940,279.			

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

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(1)(3) or

4942(1)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2014

(b) 2013

(c) 2012

(d) 2011

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 invest-
ment 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 ☒ 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 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 11				
Total			▶ 3a	4,280,813.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

▼

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 K. Karasanka
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
P01398818

Firm's name **SVA CERTIFIED PUBLIC ACCOUNTANTS**

Firm's EIN	▶ 39-1203191
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Firm's address ► 1221 JOHN Q. HAMMONS DRIVE
MADISON, WI

53717

Phone no 608-831-8181

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,060,505.	
1,415,378.		PUBLICLY TRADED SECURITIES - SHORT TERM PROPERTY TYPE: SECURITIES 1,423,865.				P	-8,119.	
9,103,252.		PUBLICLY TRADED SECURITIES - LONG TERM PROPERTY TYPE: SECURITIES 7,287,575.				P	1,815,677.	
TOTAL GAIN(LOSS)							<u>2,868,063.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US BANK TRUST-OTHER DIVIDENDS	1,165,319.	1,165,319.
TOTAL	<u>1,165,319.</u>	<u>1,165,319.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	1,400.	1,400.		
TOTALS	1,400.	1,400.		

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TRUST FEES	238,956.	215,060.	23,896.
DOUG MOE BOOK	6,800.		6,800.
ARCHIVIST	3,600.		3,600.
TOTALS	<u>249,356.</u>	<u>215,060.</u>	<u>34,296.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	75,458.		
FOREIGN TAXES	8,013.	8,013.	
PAYROLL TAXES	15,469.	3,867.	11,602.
TOTALS	<u>98,940.</u>	<u>11,880.</u>	<u>11,602.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REGISTRATION FEE	20.		20.
PROFESSIONAL ORGANIZATIONS	1,663.		1,663.
LIABILITY INSURANCE	1,196.		1,196.
PARKING	1.		1.
TELEPHONE	1,268.	317.	951.
POSTAGE / PHOTOCOPIES	19.		19.
ADR FEE	80.	80.	
SUBSCRIPTIONS	273.	273.	
BOARD PACKETS	1,165.		1,165.
OFFICE SUPPLIES/EQUIPMENT	72.		72.
RECOGNITION PLAQUES	2,582.		2,582.
BIOGRAPHY PUBLISHING	18,812.		18,812.
TOTALS	<u>27,151.</u>	<u>670.</u>	<u>26,481.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UB BANK - SEE ATTACHMENT	41,155,040.	48,491,514.
TOTALS	<u>41,155,040.</u>	<u>48,491,514.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NONDIVIDEND DISTRIBUTIONS

714.

TOTAL

714.

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

WASH SALES DISALLOWED

369.

TOTAL

369.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
ROBERT PRICER PO BOX 44966 MADISON, WI 53744-4966	SECRETARY/TREASURER 5.00		
MARY ROUSE PO BOX 44966 MADISON, WI 53744-4966	DIRECTOR 5.00		
E.G. SCHRAMKA PO BOX 44966 MADISON, WI 53744-4966	VP/EXECUTIVE DIRECTOR 45.00	170,300.	31,700.
HOWARD A. SWEET PO BOX 44966 MADISON, WI 53744-4966	PRESIDENT 5.00		
TIM STADELMAN PO BOX 44966 MADISON, WI 53744-4966	DIRECTOR 5.00		
GRAND TOTALS		170,300.	31,700.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
U.S. BANK N.A. 1 SOUTH PICKNEY STREET MADISON, WI 53703 INVESTMENT SERVICES AND PAYROLL SERVICES.	INVESTMENT SERVICES	238,956.
TOTAL COMPENSATION		<u>238,956.</u>

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF DANE COUNTY 2059 ATWOOD AVE MADISON, WI 53704	NONE PC	GENERAL OPERATIONS AND SMARTBOARDS	387,499.
MADISON JEWISH COMMUNITY DAY SCHOOL 2702 ARBOR DR MADISON, WI 53711	NONE PC	SCHOLARSHIP, GENERAL OPERATIONS, AND TECHNOLOGY	63,631.
MADISON PARKS FOUNDATION PO BOX 2987 MADISON, WI 53701	NONE PC	GOODMAN POOL WAVES SWIM TEAM AND BOYS AND GIRLS CLUB SWIM LESSON PROGRAMS	17,665.
CAPITOL CITY BAND ASSOCIATION PO BOX 258007 MADISON, WI 53725	NONE PC	SUMMER BAND CONCERTS	2,400.
MADISON SCHOOL & COMMUNITY RECREATION 3802 REGENT ST MADISON, WI 53705	NONE PC	GENERAL OPERATIONS	3,500.
GOODMAN COMMUNITY CENTER 149 WAUBESA ST MADISON, WI 53704	NONE PC	GENERAL OPERATIONS, SPLASH PARK, SEED TO TABLE PROGRAM, EARLY CHILDHOOD SCHOLARSHIPS, FYI NUTRITION AND PHYSICAL ACTIVITY PROGRAMS, AND CHILLERS	503,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HILLEL 611 LANGDON STREET MADISON, WI 53703	NONE PC	GENERAL OPERATIONS AND SECURITY SYSTEM	47,000.
ACCESS COMMUNITY HEALTH CENTER 2901 WEST BELTLINE HIGHWAY SUITE 120 MADISON, WI 53713	NONE PC	CAPITAL CAMPAIGN FOR A COMMUNITY HEALTH CENTER	30,000.
MADISON ROTARY FOUNDATION 22 N. CARROLL ST SUITE 202 MADISON, WI 53703	NONE PC	GENERAL OPERATIONS	10,000.
COMMUNITY GROUNDWORKS 3601 MEMORIAL DR SUITE 4 MADISON, WI 53704	NONE PC	YOUTH GROW LOCAL FARM	50,000.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726-4090	NONE PC	INDOOR TRAINING CENTER	360,000.
JEWISH FEDERATION OF MADISON 6434 ENTERPRISE LANE MADISON, WI 53719-1117	NONE PC	GOODMAN CAMPUS IMPROVEMENTS	183,243.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONGREGATION SHAAREI SHAMAYIM PO BOX 55061 MADISON, WI 53705-8861	NONE PC	GENERAL OPERATIONS AND NEW TORAH/ARK	73,608.
MADISON AREA CONCERT HANDBELL CHOIR P.O. BOX 44056 MADISON, WI 53744-4056	NONE PC	GENERAL OPERATIONS	2,000.
MADISON PUBLIC LIBRARY FOUNDATION 201 W. MIFFLIN STREET MADISON, WI 53703	NONE PC	CAPITAL CAMPAIGN CENTRAL LIBRARY, STEM VIDEO PROGRAM, MEADOWRIDGE LIBRARY COMMUNITY KITCHEN	107,000.
CHILDREN'S DYSLEXIA CENTER - MADISON 301 WISCONSIN MADISON, WI 53703	NONE PC	GENERAL OPERATIONS	35,000.
MADISON AREA YOUTH SOCCER ASSOCIATION 5964 EXECUTIVE DRIVE SUITE 1 MADISON, WI 53719	NONE PC	NEW SOCCER FIELD	126,600.
TEMPLE BETH EL 2702 ARBOR DRIVE MADISON, WI 53711	NONE PC	GENERAL OPERATIONS AND BUILDING IMPROVEMENTS	219,500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WALBRIDGE SCHOOL 7035 OLD SAUK ROAD MADISON, WI 53717	NONE PC		GENERAL OPERATIONS	1,000.
FRIENDS OF THE VILAS ZOO 606 SOUTH RANDALL AVENUE MADISON, WI 53715	NONE PC		ARCTIC PASSAGE PROJECT	30,000.
REAP 306 E. WILSON ST #2E MADISON, WI 53703	NONE PC		LINCOLN ELEMENTARY SCHOOL FOOD FESTIVAL	2,500.
EDGEWOOD HIGH SCHOOL 2219 MONROE STREET MADISON, WI 53711	NONE PC		ATHLETIC COMPLEX	341,667.
MADISON SYMPHONY ORCHESTRA 222 W. WASHINGTON AVE. SUITE 460 MADISON, WI 53703	NONE PC		HEARTSTRINGS PROGRAM	2,500.
FOUNDATION FOR MADISON PUBLIC SCHOOLS 101 NOB HILL ROAD, SUITE 300 MADISON, WI 53713	NONE PC		MADISON EAST HIGH SCHOOL ATHLETIC FUND CAMPAIGN	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH SOCIAL SERVICES 6434 ENTERPRISE LANE MADISON, WI 53719	NONE PC		GENERAL OPERATIONS AND LECHAYIM LUNCH PROGRAM	79,000.
YOUNG JEWISH PROFESSIONALS 1722 REGENT STREET MADISON, WI 53726	NONE PC		GENERAL OPERATIONS	25,000.
DAIS P.O. BOX 1761 MADISON, WI 53701-1761	NONE PC		BUILDING CAPITAL CAMPAIGN	60,000.
MADISON COLLEGE 1701 WRIGHT STREET MADISON, WI 53711	NONE PC		ATHLETIC COMPLEX	1,500,000.
THE ROAD HOME 128 E. OLIN AVENUE SUITE 202 MADISON, WI 53713	NONE PC		GENERAL OPERATIONS	15,000.
TOTAL CONTRIBUTIONS PAID				<u>4,280,813.</u>

DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

[illegible]

DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
13950.893 AMERICAN CENT EQUITY INCOME CL INST		05/21/2014	09/04/2014	129,324.78	125,000.00			4,324.78
63. APTAR GROUP INC		04/10/2014	03/13/2015	3,967.12	4,163.06			-195.94
18691.589 BAIRD AGGREGATE BOND FD INSTL		09/26/2014	06/15/2015	200,186.92	200,000.00			186.92
1896. BROADCOM CORP CL A		VAR	05/28/2015	106,300.50	74,060.24			32,240.26
41. CARBO CERAMICS INC		12/23/2014	03/13/2015	1,403.61	1,756.85			-353.24
62. CATERPILLAR INC		08/05/2014	03/26/2015	4,949.98	6,336.00			-1,386.02
134. CHEVRONTXACO CORP		VAR	06/19/2015	13,348.83	15,683.13			-2,334.30
724. COACH INC		05/19/2014	09/15/2014	26,677.57	30,379.04			-3,701.47
581. COGNIZANT TECH SOLUTIONS CL A		08/13/2014	09/15/2014	25,738.48	26,092.88			-354.40
312. COLUMBUS MCKINNON CORPORATION		10/24/2014	03/13/2015	7,717.68	8,388.00			-670.32
167. FREIGHTCAR AMER INC		03/31/2014	10/01/2014	5,416.96	3,938.68			1,478.28
411. FREIGHTCAR AMER INC		03/31/2014	03/13/2015	12,195.92	9,693.39			2,502.53
524. FURMANITE CORPORATION		04/25/2014	03/13/2015	3,641.73	5,376.34			-1,734.61
291. GENERAL MOTORS CO		12/23/2014	06/19/2015	10,499.11	9,794.18			704.93
50. GORMAN RUPP CO		02/23/2015	03/13/2015	1,412.66	1,439.03			-26.37
220. GRAHAM CORP		10/08/2014	03/13/2015	5,380.86	6,411.92			-1,031.06
52. GRANITE CONSTRUCTION INC		04/10/2014	02/23/2015	1,825.83	1,968.27			-142.44
184. GRANITE CONSTRUCTION INC		04/10/2014	03/13/2015	5,869.38	6,964.64			-1,095.26
734. HOOKER FURNITURE CORP		VAR	03/13/2015	13,478.78	11,165.65			2,313.13
211. HYSTER YALE MATERIALS W I		VAR	03/13/2015	14,131.17	15,614.54			-1,483.37
243. KANSAS CITY LIFE INS CO		06/16/2014	03/13/2015	11,163.43	10,704.15			459.28
182. KEWAUNEE SCIENTIFIC CORP		VAR	03/13/2015	3,124.88	3,197.07			-72.19
231. KINDER MORGAN INC		VAR	06/19/2015	9,122.27	10,109.09			-986.82
676. LKQ CORP		09/04/2014	09/15/2014	18,826.25	19,510.10			-683.85
120. LSB INDS INC		08/07/2014	03/13/2015	4,727.81	4,882.46			-154.65
1958. MARCUS CORP		04/03/2014	03/13/2015	38,190.08	33,963.86			4,226.22
214. MARSH & MCLENNAN COS INC		VAR	06/19/2015	12,734.90	11,241.70			1,493.20
100. MARSH & MCLENNAN COS INC		07/25/2014	06/25/2015	5,820.34	5,153.86			666.48
298. MEAD JOHNSON NUTRITION CO		03/12/2014	09/15/2014	28,717.59	24,875.49			3,842.10
90. MONSANTO CO		VAR	06/19/2015	10,168.92	10,224.87			-55.95
73. NEXTERA ENERGY INC		04/27/2015	06/19/2015	7,416.66	7,566.36			-149.70
22. NOW INC DE W I		05/19/2014	09/15/2014	704.42	732.26			-27.84
22831.05 P I M C O FDS TOTAL RETURN FD		08/07/2014	09/26/2014	248,173.51	250,000.00			-1,826.49
Totals								

JSA
XG500 3 000

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
389. ATT INC		VAR	06/19/2015	13,584.05	12,983.36			600.69
208. ABBVIE INC		01/15/2013	06/19/2015	14,430.77	7,175.56			7,255.21
1191. ALLSTATE CORP		VAR	05/08/2015	80,543.23	44,951.12			35,592.11
124862.351 AMERICAN CENT EQUITY INCOME CL INST		08/30/2009	09/04/2014	1,157,474.00	780,389.70			377,084.30
2889. AMERICAN EAGLE OUTFITTERS		12/04/2012	01/13/2015	41,499.85	62,173.88			-20,674.03
288. AMPCO-PITTSBURG CORP		VAR	03/13/2015	4,937.35	5,154.08			-216.73
401. APOGEE ENTERPRISES INC		11/29/2010	03/13/2015	16,593.35	4,587.68			12,005.67
556. APPLE COMPUTER INC		08/13/2010	09/15/2014	56,499.47	19,858.71			36,640.76
206. APPLE COMPUTER INC		08/13/2010	10/28/2014	21,950.50	7,357.72			14,592.78
127. APPLE COMPUTER INC		08/13/2010	12/22/2014	14,295.14	4,536.07			9,759.07
161. APPLE COMPUTER INC		VAR	06/19/2015	20,420.86	13,822.70			6,598.16
627. APAR GROUP INC		VAR	03/13/2015	39,482.29	26,393.77			13,088.52
455. ASTEC INDUSTRIES INC		VAR	03/13/2015	18,967.51	14,081.28			4,886.23
217. ASTRONICS CORP		11/12/2012	10/01/2014	9,710.76	3,200.56			6,510.20
4. ASTRONICS CORP CL B		11/12/2012	09/29/2014	20.16	7.37			12.79
43. ASTRONICS CORP CL B		11/12/2012	10/16/2014	2,003.76	792.77			1,210.99
27. ATRION CORPORATION		VAR	03/13/2015	8,949.99	3,787.61			5,162.38
117. BADGER METER INC		VAR	03/13/2015	6,577.62	4,388.81			2,188.81
287. BALDWIN LYONS INC CL B		10/02/2013	03/13/2015	6,648.18	7,240.44			-592.26
225. BANK OF NEW YORK MELLON CORP		09/06/2013	09/22/2014	8,865.34	6,882.14			1,983.20
347. BANK OF NEW YORK MELLON CORP		VAR	12/23/2014	14,419.40	11,131.29			3,288.11
359. BANK OF NEW YORK MELLON CORP		09/06/2013	01/20/2015	13,334.61	10,980.84			2,353.77
145. BAR HBR BANKSHARES		VAR	03/13/2015	4,728.72	2,704.89			2,023.83
250000. BAXTER INTL INC 4.625% 3/15/15		09/16/2013	03/15/2015	250,000.00	265,157.50			-15,157.50
441. BERKSHIRE HATHAWAY INC CL B		VAR	09/15/2014	60,780.67	33,821.54			26,959.13
180. BERKSHIRE HATHAWAY INC CL B		VAR	11/18/2014	26,291.89	13,744.48			12,547.41
125000. BERKSHIRE HATHAWAY 3.200% 2/11/15		04/06/2011	02/11/2015	125,000.00	128,606.25			-3,606.25
25. BLACKROCK INC		03/01/2012	06/19/2015	9,000.33	4,958.47			4,041.86
85. BOEING CO		01/08/2014	06/19/2015	12,340.50	12,006.06			334.44
161. BUCKLE INC		VAR	03/13/2015	7,719.59	5,883.22			1,836.37
833. C J ENERGY SERVICES INC		VAR	12/03/2014	11,546.62	18,580.18			-7,033.56
461. CPI AEROSTRUCTURES INC		12/02/2010	03/13/2015	5,530.56	6,404.99			-874.43
111. CVS HEALTH CORPORATION		01/23/2013	02/05/2015	11,128.68	5,811.87			5,316.81
Totals								

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DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
146. CVS HEALTH CORPORATION	01/23/2013	06/19/2015	15,418.77	7,644.44			7,774.33
211. CABOT MICROELECTRONICS CORPORATION	VAR	03/13/2015	10,646.86	6,840.39			3,806.47
572. CAL MAINE FOODS INC	10/19/2010	03/13/2015	20,883.34	7,883.45			12,999.89
202. CATERPILLAR INC	VAR	03/26/2015	16,127.35	21,721.28			-5,593.93
150000. CATERPILLAR FIN MTN 1.100% 5/29/15	08/30/2012	05/29/2015	150,000.00	152,058.00			-2,058.00
3688. CHESAPEAKE ENERGY CORP	VAR	07/13/2015	40,205.47	95,823.83			-55,618.36
245. COACH INC	07/13/2012	09/15/2014	9,027.63	14,019.24			-4,991.61
188. COGNIZANT TECH SOLUTIONS CL A	05/28/2013	09/15/2014	8,328.46	6,049.75			2,278.71
764. COGNIZANT TECH SOLUTIONS CL A	05/28/2013	02/06/2015	43,531.07	24,585.14			18,945.93
176. COLGATE PALMOLIVE CO	06/03/2014	06/19/2015	11,768.90	11,842.64			-73.74
160. COLUMBUS MCKINNON CORPORATION	VAR	03/13/2015	3,957.78	2,256.30			1,701.48
203. CUBIC CORP	VAR	03/13/2015	10,118.32	7,838.46			2,279.86
132. CULLEN FROST BANKERS INC	03/01/2012	06/19/2015	10,240.37	7,567.35			2,673.02
57. CUMMINS INC	07/13/2012	09/15/2014	7,836.75	5,040.99			2,795.76
.56 DAWSON GEOPHYSICAL CO	08/02/2010	02/26/2015	3.09	7.70			-4.61
230. DAWSON GEOPHYSICAL CO	VAR	03/13/2015	1,070.47	3,096.44			-2,025.97
167. DISCOVER FINL SVCS	04/03/2014	06/19/2015	9,794.38	9,873.76			-79.38
162. DRILL QUIP INC	VAR	03/13/2015	10,644.82	8,400.22			2,244.60
1617. E M C CORP MASS	04/12/2013	09/15/2014	47,312.37	37,471.72			9,840.65
2170. E M C CORP MASS	VAR	12/08/2014	65,531.02	49,269.57			16,261.45
4069. E M C CORP MASS	VAR	05/18/2015	108,757.88	91,876.81			16,881.07
335. E M C CORP MASS	02/07/2014	06/19/2015	9,035.28	8,224.79			810.49
1266. ELECTRONIC ARTS INC	09/17/2013	08/03/2015	89,268.83	34,510.53			54,758.30
354. ESPEY MFG & ELECTRONICS CORP	VAR	03/13/2015	10,141.03	9,504.55			636.48
596. EXPRESS SCRIPTS HDGS C	VAR	09/15/2014	43,622.30	27,455.20			16,167.10
203. FIDELITY NATL INFORMATION SVCS INC	03/16/2012	06/19/2015	12,953.21	6,709.64			6,243.57
296. FIRST LONG ISLAND CORP	VAR	03/13/2015	7,581.99	5,063.42			2,518.57
766. FLOWERS FOODS INC	08/13/2010	03/13/2015	15,940.17	8,197.91			7,742.26
595. FOSTER L B CO CL A	VAR	03/13/2015	26,607.08	15,474.48			11,132.60
523. FURMANITE CORPORATION	02/28/2014	03/13/2015	3,634.79	6,253.30			-2,618.51
1778. GANNETT CO INC	VAR	08/06/2015	21,209.73	17,528.71			3,681.02
150000. GEORGIA POWER CO 0.750% 8/10/15	01/17/2013	08/10/2015	150,000.00	150,552.00			-552.00
24. GOOGLE INC CL A	09/10/2010	09/15/2014	13,877.45	5,737.73			8,139.72
Totals							

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DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
25. GOOGLE INC CL C		09/10/2010	09/15/2014	14,240.18	5,957.70			8,282.48
4858 GOOGLE INC CL C		08/20/2012	05/06/2015	257.24	163.73			93.51
2058 GOOGLE INC CL C		09/10/2010	05/06/2015	108.97	49.04			59.93
1470. GORMAN RUPP CO		VAR	03/13/2015	41,532.16	27,420.22			14,111.94
328. GRAHAM CORP		VAR	03/13/2015	8,022.37	4,687.04			3,335.33
1123. GRANITE CONSTRUCTION INC		VAR	03/13/2015	35,822.37	24,536.47			11,285.90
819. GULF IS FABRICATION INC		VAR	03/13/2015	11,120.98	15,318.79			-4,197.81
413. GULFMARK OFFSHORE INC CL A		VAR	03/13/2015	5,773.63	15,702.05			-9,928.42
1061. HARDING INC		VAR	03/13/2015	12,042.13	11,048.26			993.87
212. HAWKINS INC		VAR	03/13/2015	7,965.82	6,752.49			1,213.33
82. HINGHAM INSTITUTION FOR SAVINGS		10/07/2013	03/13/2015	7,966.15	5,579.98			2,386.17
120. HONEYWELL INTERNATIONAL INC		06/17/2013	06/19/2015	12,650.16	9,582.00			3,068.16
137. ICU MEDICAL INC		VAR	03/13/2015	12,266.75	4,745.27			7,521.48
212. ITC HOLDINGS CORP		03/01/2012	06/19/2015	7,097.64	5,316.58			1,781.06
27. J & J SNACK FOODS CORP		08/13/2010	12/17/2014	2,820.90	1,055.97			1,764.93
474. J & J SNACK FOODS CORP		08/13/2010	03/13/2015	47,858.14	18,538.14			29,320.00
231. J P MORGAN CHASE & CO		03/01/2012	06/19/2015	15,696.18	9,341.64			6,354.54
747. JOHNSON OUTDOORS INC CL A		VAR	03/13/2015	24,072.38	13,846.03			10,226.35
466. K M G CHEMICALS INC		VAR	03/13/2015	10,283.27	6,867.74			3,415.53
117. KINDER MORGAN INC		03/01/2012	11/21/2014	4,656.50	4,176.27			480.23
75. KINDER MORGAN INC		03/01/2012	06/19/2015	2,961.78	2,677.09			284.69
1651. L S I INDUSTRIES INC		VAR	03/13/2015	12,465.81	13,972.66			-1,506.85
439. LAKELAND INDUSTRIES INC		08/13/2010	10/16/2014	8,881.74	4,075.54			4,806.20
551. LAKELAND INDUSTRIES INC		VAR	03/13/2015	5,477.83	5,064.95			412.88
174. LOWE'S COS INC		10/05/2012	06/19/2015	12,209.35	5,518.38			6,690.97
86. LOWE'S COS INC		10/05/2012	08/27/2015	5,952.29	2,727.47			3,224.82
243. M T BANK CORP		VAR	09/15/2014	30,471.69	28,312.34			2,159.35
839. M F R I INC		12/14/2010	03/13/2015	5,075.86	8,644.55			-3,568.69
280. M K S INSTRUMENTS INC		VAR	03/13/2015	9,681.63	5,317.47			4,364.16
276. MSA SAFETY INC		VAR	03/13/2015	13,293.69	6,356.71			6,936.98
192. MACYS INC		11/20/2013	06/19/2015	13,493.53	9,766.35			3,727.18
840. MARCUS CORP		VAR	03/13/2015	16,383.90	10,006.63			6,377.27
318. MARTEN TRANSPORTATION LTD		VAR	03/13/2015	7,138.97	4,354.40			2,784.57
Totals								

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DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
112. MCCORMICK & CO INC COM	03/01/2012	06/19/2015	8,880.32	5,676.10			3,204.22
219. MCCORMICK & CO INC COM	03/01/2012	07/31/2015	17,949.59	11,098.81			6,850.78
638. MERIT MED SYS INC	VAR	03/13/2015	12,198.33	8,171.27			4,027.06
226. MICROSOFT CORP	VAR	05/19/2015	10,704.52	8,040.25			2,664.27
258. MICROSOFT CORP	03/01/2012	06/19/2015	11,880.94	8,356.54			3,524.40
328. MILLER INDUSTRIES INC	10/22/2013	03/13/2015	7,218.36	6,086.76			1,131.60
619. MITCHEM INDS INC	11/22/2013	12/23/2014	3,377.93	10,738.47			-7,360.54
604. MONARCH CASINO & RESORT INC	VAR	03/13/2015	10,838.10	6,230.88			4,607.22
165. NATIONAL-OILWELL INC	06/26/2012	09/15/2014	13,394.10	8,876.75			4,517.35
218. NATIONAL PRESTO INDS INC	08/13/2010	03/13/2015	12,663.76	21,605.48			-8,941.72
120000. NATL RURAL UTIL 1.000\$ 2/02/15	VAR	12/01/2014	120,163.20	121,230.40			-1,067.20
8542.628 NEUBERGER BERMAN GENESIS INSTL FD	VAR	02/26/2015	501,879.40	339,259.41			162,619.99
9357.428 NEUBERGER BERMAN GENESIS INSTL FD		03/13/2015	542,824.40	318,526.85			224,297.55
46. NEXTERA ENERGY INC	08/30/2009	03/13/2015	4,673.51	2,763.66			1,909.85
185. NOVO NORDISK AS A D R	03/01/2012	06/19/2015	10,195.16	5,291.67			4,903.49
16. NOW INC DE W I	06/26/2012	09/15/2014	512.31	387.17			125.14
201. NOW INC DE W I	VAR	07/07/2015	3,829.72	4,527.10			-697.38
227. OIL DRI CORP AMER	12/23/2011	03/13/2015	6,948.02	4,660.84			2,287.18
2787. ORACLE CORPORATION	VAR	11/04/2014	108,571.88	81,904.51			26,667.37
93877.934 P I M C O FDS TOTAL RETURN FD	VAR	09/26/2014	1,020,453.14	1,006,805.91			13,647.23
150000. PACCAR FINANCIAL MTN 1.550\$ 9/29/14	09/04/2012	09/29/2014	150,000.00	153,294.00			-3,294.00
69. PACKAGING CORP AMERICA	06/18/2013	06/19/2015	4,769.88	3,436.35			1,333.53
440. PFIZER INC	03/01/2012	06/19/2015	15,065.32	9,528.99			5,536.33
PHARMACIA CORPORATION		09/23/2014	13.14	NONE			13.14
405. PHILIP MORRIS INTL	VAR	04/23/2015	34,106.00	34,569.46			-463.46
149. PHILLIPS 66	01/29/2013	06/19/2015	11,884.03	8,925.96			2,958.07
61. PHILLIPS 66	01/29/2013	08/14/2015	5,001.92	3,654.26			1,347.66
175. POWELL INDS INC	08/13/2010	03/13/2015	5,680.61	5,328.47			352.14
10. THE PRICELINE GROUP INC	10/15/2012	09/15/2014	11,404.70	5,952.70			5,452.00
15. QUALCOMM INC	05/02/2012	09/15/2014	1,126.03	960.53			165.50
1503. QUALCOMM INC	VAR	02/09/2015	103,290.19	67,939.41			35,350.78
419. QUALCOMM INC	VAR	05/21/2015	29,545.62	26,504.60			3,041.02
3362. QUANTA SVCS INC	VAR	05/04/2015	94,650.99	96,195.78			-1,544.79
Totals							

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DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail		Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
496. RPC ENERGY SVCS INC		01/11/2012	03/13/2015	5,808.55	6,821.06			-1,012.51
150000. ROYAL BK CANADA MTN 1.450% 10/30/14		09/04/2012	10/30/2014	150,000.00	152,941.50			-2,941.50
137. SANDERSON FARMS INC		VAR	03/13/2015	10,771.74	5,883.22			4,888.52
191. SCHLUMBERGER LTD		10/05/2011	09/15/2014	19,664.92	11,781.80			7,883.12
30996.156 SCOUT INTERNATIONAL FUND		VAR	09/04/2014	1,163,285.73	855,563.21			307,722.52
150000. SHELL INTL FIN 3.100% 6/28/15		03/06/2014	06/28/2015	150,000.00	155,341.50			-5,341.50
446. SIFCO INDS INC		VAR	03/13/2015	9,432.73	6,589.83			2,842.90
426. SKYWORKS SOLUTIONS INC COM		01/21/2014	05/08/2015	41,712.72	13,189.98			28,522.74
550. SPAN AMERICA MEDICAL SYS INC		VAR	03/13/2015	10,043.20	8,563.94			1,479.26
220. STARRETT L S CO		VAR	03/13/2015	4,406.96	1,984.89			2,422.07
125000. STATOILHYDRO ASA 2.900% 10/15/14		04/07/2011	10/15/2014	125,000.00	129,252.50			-4,252.50
90. STEPAN CO		10/07/2011	01/30/2015	3,457.61	3,008.58			449.03
229. STERICYCLE INC		VAR	09/15/2014	26,835.24	17,524.07			9,311.17
421. STERICYCLE INC		VAR	02/19/2015	56,256.14	42,784.63			13,471.51
714. STURM RUGER & CO INC		VAR	03/13/2015	37,146.88	11,998.82			25,148.06
426. SUN HYDRAULICS CORP		VAR	03/13/2015	16,452.29	7,080.96			9,371.33
911. SUNTRUST BKS INC		08/16/2012	10/22/2014	33,821.13	22,944.27			10,876.86
733. SYNALLOY CORP		VAR	03/13/2015	10,638.63	7,393.68			3,244.95
138. THOR INDUSTRIES INC		03/14/2013	03/13/2015	8,427.50	5,361.29			3,066.21
84. TIME WARNER CABLE INC		03/01/2012	06/19/2015	14,888.72	6,705.59			8,183.13
60. TIME WARNER CABLE INC		03/01/2012	08/17/2015	11,401.21	4,789.71			6,611.50
87. TOOTSIE ROLL INDS		VAR	01/30/2015	2,766.62	1,809.12			957.50
125000. TOTAL CAPITAL 3.000% 6/24/15		05/05/2011	06/24/2015	125,000.00	129,800.00			-4,800.00
201. TUPPERWARE BRANDS CORP		VAR	01/26/2015	12,296.49	16,600.75			-4,304.26
517. TWIN DISC INC		VAR	03/13/2015	9,586.60	13,727.47			-4,140.87
114. UNION PAC CORP		11/01/2013	06/19/2015	11,528.61	8,723.78			2,804.83
833. UNIT CORP		VAR	03/13/2015	20,892.59	40,059.87			-19,167.28
137. UNITEDHEALTH GRP INC COM		VAR	06/19/2015	16,461.61	10,363.28			6,098.33
31. UNITEDHEALTH GRP INC COM		09/06/2013	08/13/2015	3,742.59	2,304.40			1,438.19
535. UTAH MED PRODS INC		08/13/2010	03/13/2015	31,460.04	13,465.47			17,994.57
85. V F CORP		03/01/2012	02/18/2015	6,393.40	3,134.70			3,258.70
162. V F CORP		03/01/2012	06/19/2015	11,381.91	5,974.38			5,407.53
83. VALUE LINE INC		08/13/2010	03/13/2015	1,303.91	1,201.01			102.90
Totals								

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FEDERAL CAPITAL GAIN DISTRIBUTIONS

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CAPITAL GAIN DISTRIBUTIONS

UNRECAPTURED SECTION 1250 GAIN

T ROWE PRICE MID CAP VALUE FD INC	131.17	

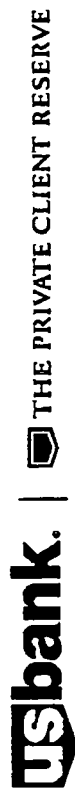
TOTAL UNRECAPTURED SECTION 1250 GAIN		131.00

OTHER CAPITAL GAIN DISTRIBUTIONS

FIDELITY CAP TR APPREC FD #307	117,216.63	
GLENMEDE SC EQUITY PORT ADV	29,830.65	
AMERICAN GRW FD OF AMER F2	105,595.97	
NEUBERGER BERMAN GENESIS INSTL FD	87,873.17	
NUVEEN DIVIDEND VALUE FUND CLASS I	94,234.73	
T ROWE PRICE MID CAP GROWTH FD #64	197,980.47	
T ROWE PRICE VALUE FD INC #107	105,653.90	
T ROWE PRICE MID CAP VALUE FD INC	284,911.20	
VANGUARD EQUITY INCOME ADM	37,076.87	

TOTAL OTHER CAPITAL GAIN DISTRIBUTIONS		1,060,374.00

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		1,060,505.00
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GOODMAN'S FDN REV TR COMBINED ST
ACCOUNT NUMBER: 990016149200

September 1, 2014 to August 31, 2015

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PORTFOLIO DETAIL

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Cash and Cash Equivalents								
Cash								
Principal Cash			-641,632 18	-641,632 18		-1 3		
Income Cash			641,632 18	641,632 18		1 3		
Pending Cash			-4,053 93	-4,053 93		0 0		
Total Cash			-\$4,053.93	-\$4,053.93	\$0.00	0.0%		\$0.00
Taxable Cash Equivalents								
Fidelity Prime Mon Mar Ins - 31607A208 #2014								
IRWIN & ROBERT GOODMAN FDN REV	495,655 270	1 0000	495,655 27	495,655 27	0 00	1 0	0 13	651 29
Fidelity Prime Mon Mar Ins - 31607A208 #2014								
GOODMAN'S FDN REV-SMA WEDGEWOOD	160,188 410	1 0000	160,188 41	160,188 41	0 00	0 3	0 13	210 49
Fidelity Prime Mon Mar Ins - 31607A208 #2014								
GOODMAN'S FDN REV-SMA ARGENT CAPITAL	155,863 950	1 0000	155,863 95	155,863 95	0 00	0 3	0 13	204 81
Fidelity Prime Mon Mar Ins - 31607A208 #2014								
GOODMAN'S FOUNDATION REV TR SUB ACCT	374,624 970	1 0000	374,624 97	374,624 97	0 00	0 8	0 13	492 26

GOODMAN'S FDN REV TR COMBINED ST
ACCOUNT NUMBER: 990016149200September 1, 2014 to August 31, 2015
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PORTFOLIO DETAIL (Continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Fidelity Prime Mon Mar Ins - 31607A208 #2014								
GOODMAN'S FDN REV-SMA SANT A BARBARA	35,835 050	1 0000	35,835 05	35,835 05	0 00	0 1	0 13	47 09
Total Fidelity Prime Mon Mar Ins			\$1,222,167.65	\$1,222,167.65	\$0.00	2.5%		\$1,605.94
Total Taxable Cash Equivalents			\$1,222,167.65	\$1,222,167.65	\$0.00	2.5%		\$1,605.94
Total Cash and Cash Equivalents			\$1,218,113.72	\$1,218,113.72	\$0.00	2.5%		\$1,605.94
Equity								
U.S. Equity								
Abbvie Inc - ABBV								
GOODMAN'S FDN REV-SMA SANT A BARBARA	437 000	62 4100	27,273 17	15,075 58	12,197 59	0 1	3 27	891 48
American Grw Fd Of Amer F2 - GFFFX IRWIN & ROBERT GOODMAN FDN REV	26,028 091	43 2900	1,126,756 06	656,168 17	470,587 89	2 3	0 67	7,600 20
Apple Inc - AAPL								
GOODMAN'S FDN REV-SMA WEDGEWOOD	1,480 000	112 7600	166,884.80	70,920 66	95,964 14	0 3	1 84	3,078 40
Apple Inc - AAPL								
GOODMAN'S FDN REV-SMA SANT A BARBARA	374 000	112 7600	42,172 24	27,845 79	14,326 45	0 1	1 84	777 92
Total Apple Inc			\$209,057.04	\$98,766.45	\$110,290.59	0.4%		\$3,856.32
AT&T Inc - T								
GOODMAN'S FDN REV-SMA SANT A BARBARA	791 000	33 2000	26,261 20	24,831 06	1,430 14	0 1	5 66	1,487 08
Berkshire Hathaway Inc Cl B - BRKB								
GOODMAN'S FDN REV-SMA WEDGEWOOD	1,146 000	134 0400	153,609 84	118,342 77	35,267 07	0 3	0 00	0 00

GOODMAN'S FDN REV TR COMBINED ST
ACCOUNT NUMBER: 990016149200Page 9 of 292
September 1, 2014 to August 31, 2015

PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Blackrock Inc - BLK GOODMAN'S FDN REV-SMA SANTA BARBARA	51 000	302 4700	15,425 97	10,115 28	5,310 69	0 0	2 88	444 72
Boeing Co - BA GOODMAN'S FDN REV-SMA SANTA BARBARA	176 000	130 6800	22,999 68	23,531 74	-532 06	0 0	2 78	640 64
Broadcom Corp Cl A - BRCM GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,736 000	51 6700	89,699 12	65,463 35	24,235 77	0 2	1 08	972 16
C H Robinson Worldwide Inc - CHRW GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,785 000	67 4300	120,362 55	129,920 85	-9,558 30	0 2	2 25	2,713 20
Cablevision Systmes Ny Group Cl A - CVC Name Change GOODMAN'S FDN REV-SMA ARGENT CAPITAL	4,771 000	25 1700	120,086 07	100,242 53	19,843 54	0 2	2 38	2,862 60
Cbs Corp Class B Non Voting - CBS GOODMAN'S FDN REV-SMA ARGENT CAPITAL	2,503 000	45 2400	113,235 72	64,268 40	48,967 32	0 2	1 33	1,501 80
Chevron Corporation - CVX GOODMAN'S FDN REV-SMA SANT A BARBARA	272 000	80 9900	22,029 28	29,909 01	-7,879 73	0 0	5 28	1,164 16
Ciena Corp - CIEN GOODMAN'S FDN REV-SMA ARGENT CAPITAL	4,251 000	22 3600	95,052 36	102,828 29	-7,775 93	0 2	0 00	0 00
Coach Inc - COH GOODMAN'S FDN REV-SMA WEDGEWOOD	2,910 000	30 2500	88,027 50	128,946 08	-40,918 58	0 2	4 46	3,928 50
Cognizant Tech Solutions Cl A - CTSH GOODMAN'S FDN REV-SMA WEDGEWOOD	2,118 000	62 9400	133,306 92	62,069 96	71,236 96	0 3	0 00	0 00
Colgate Palmolive Co - CL GOODMAN'S FDN REV-SMA SANTA BARBARA	362 000	62 8100	22,737 22	24,022 09	-1,284 87	0 0	2 42	550 24

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Conagra Foods Inc - CAG GOODMAN'S FDN REV-SMA ARGENT CAPITAL	3,579 000	41 6800	149,172 72	139,195 08	9,977 64	0 3	2 40	3,579 00
Cullen Frost Bankers Inc - CFR GOODMAN'S FDN REV-SMA SANTA BARBARA	272 000	64 6600	17,587 52	16,082 52	1,505 00	0 0	3 28	576 64
Cummins Inc - CMI GOODMAN'S FDN REV-SMA WEDGEWOOD	469 000	121 7500	57,100 75	41,387 27	15,713 48	0 1	3 20	1,829 10
Cvs Health Corporation - CVS GOODMAN'S FDN REV-SMA SANTA BARBARA	289 000	102 4000	29,593 60	13,928 12	15,665 48	0 1	1 37	404 60
Danaher Corp - DHR GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,668 000	87 0200	145,149 36	68,503 42	76,645 94	0 3	0 62	900 72
Darden Restaurants Inc - DRI GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,472 000	68 0100	100,110 72	88,789 86	11,320 86	0 2	3 23	3,238 40
Discover Finl Svcs - DFS GOODMAN'S FDN REV-SMA SANTA BARBARA	344 000	53 7300	18,483 12	20,296 09	-1,812 97	0 0	2 08	385 28
Dow Chem Co - DOW GOODMAN'S FDN REV-SMA ARGENT CAPITAL	2,446 000	43 7600	107,036 96	112,630 72	-5,593 76	0 2	3 84	4 109 28
E Trade Financial Corp - ETFC GOODMAN'S FDN REV-SMA ARGENT CAPITAL	2,664 000	26 2900	70,036 56	77,799 46	-7,762 90	0 1	0 00	0 00
Electronic Arts Inc - EA GOODMAN'S FDN REV-SMA ARGENT CAPITAL	2,298 000	66 1500	152,012 70	60,327 15	91,685 55	0 3	0 00	0 00
Emc Corporation - EMC GOODMAN'S FDN REV-SMA WEDGEWOOD	2,220 000	24 8700	55,211 40	42,195 52	13,015 88	0 1	1 85	1,021 20

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Emc Corporation - EMC GOODMAN'S FDN REV-SMA SANT A BARBARA	739 000	24.8700	18,378.93	18,256.38	122.55	0.0	1.85	339.94
Total Emc Corporation			\$73,590.33	\$60,451.90	\$13,138.43	0.1%		\$1,361.14
Expedia Inc - EXPE GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,135 000	114.9900	130,513.65	86,963.47	43,550.18	0.3	0.83	1,089.60
Express Scripts Hldgs C - ESRX GOODMAN'S FDN REV-SMA WEDGEWOOD	1,895 000	83.6000	158,422.00	82,364.81	76,057.19	0.3	0.00	0.00
Fidelity Cap Tr - FDCAX Cap Appreciation Fd #307 IRWIN & ROBERT GOODMAN FDN REV	30,709 101	35.9600	1,104,299.27	1,100,000.00	4,299.27	2.2	0.28	3,132.33
Fidelity Natl Information Svcs Inc - FIS GOODMAN'S FDN REV-SMA SANT A BARBARA	409 000	69.0600	28,245.54	15,774.83	12,470.71	0.1	1.51	425.36
F5 Networks Inc - FFIV GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,086 000	121.4100	131,851.26	119,042.76	12,808.50	0.3	0.00	0.00
General Motors Co - GM GOODMAN'S FDN REV-SMA SANT A BARBARA	703 000	29.4400	20,696.32	22,182.65	-1,486.33	0.0	4.89	1,012.32
Glenmede Sc Equity Port Adv - GTC SX #5526 IRWIN & ROBERT GOODMAN FDN REV	29,159 971	25.6700	748,536.46	750,000.00	-1,463.54	1.5	0.07	554.04
Google Inc Cl A - GOOGL GOODMAN'S FDN REV-SMA WEDGEWOOD	74 000	647.8200	47,938.68	17,611.35	30,327.33	0.1	0.00	0.00

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Google Inc Cl A - GOOGL GOODMAN'S FDN REV-SMA ARGENT CAPITAL 177 000		647 8200	114,664 14	47,500 02	67,164 12	0 2	0 00	0 00
Total Google Inc Cl A			\$162,602.82	\$65,111.37	\$97,491.45	0.3%		\$0.00
Google Inc Cl C - GOOG GOODMAN'S FDN REV-SMA WEDGEWOOD 75 000		618 2500	46,368 75	17,744 34	28,624 41	0 1	0 00	0 00
Google Inc Cl C - GOOG GOODMAN'S FDN REV-SMA ARGENT CAPITAL 177 000		618 2500	109,430 25	47,184 54	62,245 71	0 2	0 00	0 00
Total Google Inc Cl C			\$155,799.00	\$64,928.88	\$90,870.12	0.3%		\$0.00
Hain Celestial Group Inc - HAIN GOODMAN'S FDN REV-SMA ARGENT CAPITAL 1,902 000		60 8600	115,755 72	87,175 32	28,580 40	0 2	0 00	0 00
Honeywell International Inc - HON GOODMAN'S FDN REV-SMA SANT A BARBARA 247 000		99 2700	24,519 69	20,831 78	3,687 91	0 0	2 08	511 29
Ishares Russell 1000 Growth Index - IWF Etf IRWIN & ROBERT GOODMAN FDN REV 12,530 000		95 8000	1,200,374 00	1,008,039 78	192,334 22	2 4	1 37	16 451 89
Ishares Russell 1000 Value Index Etf - IWD IRWIN & ROBERT GOODMAN FDN REV 14,047 000		96 7700	1,359,328 19	1,282,997 80	76,330 39	2 7	2 41	32,757 60
Ite Holdings Corp - ITC GOODMAN'S FDN REV-SMA SANT A BARBARA 433 000		32 7000	14,159 10	10,858 86	3,300 24	0 0	2 29	324 75
J.P. Morgan Chase Co. - JPM GOODMAN'S FDN REV-SMA ARGENT CAPITAL 1,945 000		64 1000	124,674 50	94,671 46	30,003 04	0 3	2 75	3,423 20

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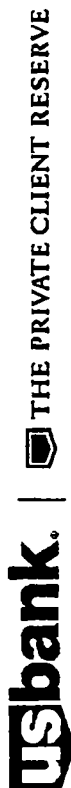
PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
J P Morgan Chase Co - JPM GOODMAN'S FDN REV-SMA SANT A BARBARA 446 000		64 1000	28,588 60	18,036 24	10,552 36	0 1	2 75	784 96
Total J P Morgan Chase Co			\$153,263.10	\$112,707.70	\$40,555.40	0.3%		\$4,208.16
Johnson Johnson - JNJ GOODMAN'S FDN REV-SMA SANT A BARBARA 245 000		93 9800	23,025 10	24,350 58	-1,325 48	0 0	3 19	735 00
Kinder Morgan Inc - KMI GOODMAN'S FDN REV-SMA SANT A BARBARA 650 000		32 4100	21,066 50	22,339 13	-1,272 63	0 0	6 05	1,274 00
Lincoln National Corp - LNC GOODMAN'S FDN REV-SMA ARGENT CAPITAL 2,398 000		50 7900	121,794 42	101,777 82	20,016 60	0 2	1 57	1,918 40
LinkedIn Corp A - LINKD GOODMAN'S FDN REV-SMA ARGENT CAPITAL 378 000		180 6000	68,266 80	89,794 43	-21,527 63	0 1	0 00	0 00
Lkq Corp - LKQ GOODMAN'S FDN REV-SMA WEDGEWOOD 2,692 000		29 9900	80,733 08	76,840 92	3,892 16	0 2	0 00	0 00
Lowes Co Inc - LOW GOODMAN'S FDN REV-SMA ARGENT CAPITAL 1,602 000		69 1700	110,810 34	44,121 92	66,688 42	0 2	1 62	1,794 24
Lowes Co Inc - LOW GOODMAN'S FDN REV-SMA SANT A BARBARA 271 000		69 1700	18,745 07	8,594 71	10,150 36	0 0	1 62	303 52
Total Lowes Co Inc			\$129,555.41	\$52,716.63	\$76,838.78	0.3%		\$2,097.76
M T Bank Corp - MTB GOODMAN'S FDN REV-SMA WEDGEWOOD 1,051 000		118 2400	124,270 24	121,305 18	2,965 06	0 2	2 37	2,942 80
MacY's Inc - M GOODMAN'S FDN REV-SMA SANT A BARBARA 389 000		58 6100	22,799 29	20,898 10	1,901 19	0 0	2 46	560 16

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Marsh McLennan Cos Inc - MMC GOODMAN'S FDN REV-SMA SANT A BARBARA	342 000	53 7300	18,375 66	17,626 21	749 45	0 0	2 31	424 08
Mastercard Inc - MA GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,128 000	92 3700	104,193 36	24,013 99	80,179 37	0 2	0 69	721 92
Mead Johnson Nutrition Co - MJN GOODMAN'S FDN REV-SMA WEDGEWOOD	780 000	78 3400	61,105 20	65,110 34	-4,005 14	0 1	2 11	1,287 00
Microsoft Corp - MSFT GOODMAN'S FDN REV-SMA SANT A BARBARA	522 000	43 5200	22,717 44	16,907 43	5,810 01	0 0	2 85	647 28
Midcap Spdr Trust Series I E T F - MDY IRWIN & ROBERT GOODMAN FDN REV	10,370 000	258 0000	2,675,460 00	1,381,453 87	1,294,006 13	5 4	1 23	32 883 27
Monsanto Co - MON GOODMAN'S FDN REV-SMA SANT A BARBARA	173 000	97 6500	16,893 45	19,369 08	-2,475 63	0 0	2 21	373 68
National Oilwell Varco Inc - NOV GOODMAN'S FDN REV-SMA WEDGEWOOD	2,029 000	42 3300	85,887 57	110,276 96	-24,391 39	0 2	4 35	3,733 36
Nextera Energy Inc - NEE GOODMAN'S FDN REV-SMA SANT A BARBARA	238 000	98 4100	23,421 58	14,298 94	9,122 64	0 0	3 13	733 04
Nuveen Dividend Value Fund Class I - FAQIX IRWIN & ROBERT GOODMAN FDN REV	83,341 942	15 4400	1,286,799 58	1,075,000 00	211,799 58	2 6	2 43	31,336 57
On Semiconductor Corporation - ON GOODMAN'S FDN REV-SMA ARGENT CAPITAL	11,617 000	9 5550	111,000 44	139,040 17	-28,039 73	0 2	0 00	0 00
Packaging Corp America - PKG GOODMAN'S FDN REV-SMA SANT A BARBARA	310 000	67 1100	20,804 10	16,258 87	4,545 23	0 0	3 28	682 00



THE PRIVATE CLIENT RESERVE

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Pepsico Inc - PEP GOODMAN'S FDN REV-SMA SANT A BARBARA	269 000	92 9300	24,998 17	25,716 62	-718 45	0 1	3 02	755 89
Pfizer Inc - PFE GOODMAN'S FDN REV-SMA SANT A BARBARA	854 000	32 2200	27,515 88	18,494 91	9,020 97	0 1	3 48	956 48
Phillips 66 - PSX GOODMAN'S FDN REV-SMA SANT A BARBARA	240 000	79 0700	18,976 80	15,853 96	3,122 84	0 0	2 83	537 60
Post Holdings Inc - POST GOODMAN'S FDN REV-SMA ARGENT CAPITAL	3,084 000	65 2800	201,323 52	101,561 07	99,762 45	0 4	0 00	0 00
Praxair Inc - PX GOODMAN'S FDN REV-SMA SANT A BARBARA	156 000	105 7500	16,497 00	19,240 29	-2,743 29	0 0	2 70	446 16
Priceline Com Inc - PCLN GOODMAN'S FDN REV-SMA WEDGEWOOD	66 000	1,248 6400	82,410 24	39,287 82	43,122 42	0 2	0 00	0 00
Procter & Gamble Co - PG GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,221 000	70 6700	86,288 07	85,712 51	575 56	0 2	3 75	3,238 09
Qualcomm Inc - QCOM GOODMAN'S FDN REV-SMA WEDGEWOOD	2,814 000	56 5800	159,216 12	140,500 02	18,716 10	0 3	3 39	5,402 88
Skyworks Solutions Inc - SWKS GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,768 000	87 3500	154,434 80	54,741 53	99,693 27	0 3	1 19	1,838 72
Spdr S P 500 ETF - SPY IRWIN & ROBERT GOODMAN FDN REV	20,000 000	197 6700	3,953,400 00	2,279,362 50	1,674,037 50	8 0	2 04	80,700 00
Stericycle Inc - SRCL GOODMAN'S FDN REV-SMA WEDGEWOOD	423 000	141 1400	59,702 22	26,952 56	32,749 66	0 1	0 00	0 00

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Suntrust Bks Inc - STI GOODMAN'S FDN REV-SMA ARGENT CAPITAL 2,491 000		40 3700	100,561 67	60,200 69	40,360 98	0 2	2 38	2,391 36
T Rowe Price Mid Cap Growth Fd #64 - RPMGX IRWIN & ROBERT GOODMAN FDN REV 32,562 579		79 0600	2,574,397 50	1,649,037 10	925,360 40	5 2	0 00	0 00
T Rowe Price Mid Cap Value Fd Inc - TRMCX #115 IRWIN & ROBERT GOODMAN FDN REV 77,457 168		27 9400	2,164,153 27	1,666,041 39	498,111 88	4 4	1 11	24,011 72
T Rowe Price Value Fd Inc #107 - TRVLX IRWIN & ROBERT GOODMAN FDN REV 38,559 817		32 8500	1,266,689 99	1,438,000 00	-171,310 01	2 5	1 31	16,580 72
Tegna Inc - TGNA GOODMAN'S FDN REV-SMA ARGENT CAPITAL 3,556 000		23 7900	84,597 24	78,475 87	6,121 37	0 2	2 35	1,991 36
Time Warner Cable Inc - TWC GOODMAN'S FDN REV-SMA SANTA BARBARA 107 000		186 0200	19,904 14	8,520 04	11,384.10	0 0	1 61	321 00
Union Pacific Corp - UNP GOODMAN'S FDN REV-SMA SANTA BARBARA 250 000		85 7400	21,435 00	15,541 04	5,893 96	0 0	2 57	550 00
United Health Group Inc - UNH GOODMAN'S FDN REV-SMA SANTA BARBARA 247 000		115 7000	28,577 90	18,100 22	10,477 68	0 1	1 73	494 00
V F Corp - VFC GOODMAN'S FDN REV-SMA SANTA BARBARA 388 000		72 4300	28,102 84	16,223 65	11,879 19	0 1	1 77	496 64
Vanguard Equity Income Adm - VEIRX #565 IRWIN & ROBERT GOODMAN FDN REV 22,362 405		61 5400	1,376,182 40	1,360,000 00	16,182 40	2 8	2 91	40,051 07

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Vanguard Explorer Fund Cl Adm#5024 - VEXRX IRWIN & ROBERT GOODMAN FDN REV	9,230 706	85 3200	787,563 84	850,000 00	-62,436 16	1 6	0 38	2,990 75
Varian Med Sys Inc - VAR GOODMAN'S FDN REV-SMAWEDGEWOOD	609 000	81 2500	49,481 25	32,850 76	16,630 49	0 1	0 00	0 00
Verisk Analytics Inc Cl A - VRSK GOODMAN'S FDN REV-SMAWEDGEWOOD	1,164 000	73 0800	85,065 12	37,294 56	47,770 56	0 2	0 00	0 00
Visa Inc - V GOODMAN'S FDN REV-SMAWEDGEWOOD	1,300 000	71 3000	92,690 00	41,340 88	51,349 12	0 2	0 67	624 00
Wells Fargo Co - WFC GOODMAN'S FDN REV-SMA SANT A BARBARA	571 000	53 3300	30,451 43	18,173 79	12,277 64	0 1	2 81	856 50
Whirlpool Corp - WHR GOODMAN'S FDN REV-SMA SANT A BARBARA	116 000	168 1000	19,499 60	14,348 52	5,151 08	0 0	2 14	417 60
Total U.S. Equity			\$27,346,445.39	\$20,683,826.16	\$6,662,619.23	55.0%		\$373,467.46
Developed Foreign								
Accenture Plc Cl A - ACN GOODMAN'S FDN REV-SMA SANT A BARBARA	216 000	94 2700	20,362 32	12,910 15	7,452 17	0 0	2 16	440 64
Ace Ltd - ACE GOODMAN'S FDN REV-SMA SANT A BARBARA	233 000	102 1600	23,803 28	20,665 10	3,138 18	0 0	2 62	624 44
Allergan Plc - AGN GOODMAN'S FDN REV-SMA ARGENT CAPITAL	401 000	303 7400	121,799 74	40,001 94	81,797 80	0 2	0 00	0 00
American Europacific Gith F2 - AEPFX #616 IRWIN & ROBERT GOODMAN FDN REV	28,233 716	47 0500	1,328,396 34	1,085,506 16	242,890 18	2 7	1 68	22,276 40

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Core Laboratories NV - CLB GOODMAN'S FDN REV-SMA WEDGEWOOD	665 000	115 6800	76,927 20	82,540 91	-5,613 71	0.2	1 90	1,463 00
Endo International Plc - ENDP GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,165 000	77 0000	89,705 00	43,009 35	46,695 65	0.2	0 00	0 00
Ishares Msci Eafe Etf - EFA IRWIN & ROBERT GOODMAN FDN REV	20,235 000	59 9700	1,213,492 95	1,359,340 76	-145,847 81	2.4	2 83	34,318 56
Laudus International Marketmasters - SWMIX #1547 IRWIN & ROBERT GOODMAN FDN REV	57,897 492	22 4200	1,298,061 77	985,995 20	312,066 57	2.6	1 58	20,495 71
Mallinckrodt Plc - MNK GOODMAN'S FDN REV-SMA ARGENT CAPITAL	1,073 000	86 2400	92,535 52	66,148 26	26,387 26	0.2	0 00	0 00
Medtronic Plc - MDT GOODMAN'S FDN REV-SMA SANTA BARBARA	370 000	72 2900	26,747 30	28,296 54	-1,549 24	0.1	2 10	562 40
Nielsen Holdings Plc - NLSN GOODMAN'S FDN REV-SMA SANTA BARBARA	438 000	45 2300	19,810 74	19,629 19	181 55	0.0	2 48	490 56
Novo Nordisk As ADR - NVO Repstg 1 Ord Sh GOODMAN'S FDN REV-SMA SANTA BARBARA	374 000	55 2700	20,670 98	10,697 76	9,973 22	0.0	0 96	199 34
Perrigo Co Plc - PRGO GOODMAN'S FDN REV-SMA WEDGEWOOD	240 000	182 9700	43,912 80	36,529 20	7 383 60	0.1	0 27	120 00
Schlumberger Ltd - SLB GOODMAN'S FDN REV-SMA WEDGEWOOD	1,210 000	77 3700	93,617 70	83,933 25	9,684 45	0.2	2 58	2,420 00

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Schlumberger Ltd - SLB GOODMAN'S FDN REV-SMA ARGENT CAPITAL 1,159,000		77.3700	89,671.83	93,535.88	-3,864.05	0.2	2.58	2,318.00
Total Schlumberger Ltd			\$183,289.53	\$177,469.13	\$5,820.40	0.4%		\$4,738.00
Teva Pharmaceutical Inds Ltd A D R - TEVA Repstg 1 Ord Sh GOODMAN'S FDN REV-SMA ARGENT CAPITAL 2,795,000		64.4100	180,025.95	148,824.71	31,201.24	0.4	1.77	3,189.10
Vanguard International Growth Fund - VWILX CI Adm #581 IRWIN & ROBERT GOODMAN FDN REV 16,985,550		66.2800	1,125,802.25	985,000.00	140,802.25	2.3	2.54	28,654.62
Total Developed Foreign			\$5,865,343.67	\$5,102,564.36	\$762,779.31	11.8%		\$117,572.77
Total Equity			\$33,211,789.06	\$25,786,390.52	\$7,425,398.54	66.8%		\$491,040.23
Fixed Income Taxable								
Taxable U.S.								
Harley Davidson Finl - 41283LAC9 Ser 144A 1 150 09/15/2015 Standard & Poores Rating A- Moody's Rating A3 GOODMAN'S FOUNDATION REV TR SUB ACCT 250,000,000		100.0240	250,060.00	250,552.50	-492.50	0.5	1.15	2,875.00
Unilever Capital Corp - 904764AL 1 2 750 02/10/2016 Standard & Poores Rating A+ Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT 125,000,000		101.0290	126,286.25	125,503.75	782.50	0.3	2.72	3,437.50

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Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Slate Street Corp - 857477AH6 2 875 3/7/2016 Standard & Poors Rating A+ Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	101.1660	126,457 50	124,533 75	1,923 75	0 3	2 84	3,593 75
Monstanto Co - 611662BM8 2 750 04/15/2016 Standard & Poors Rating BBB+ Moody's Rating A3 GOODMAN'S FOUNDATION REV TR SUB ACCT	250,000 000	101 1080	252,770 00	249,692 50	3,077 50	0 5	2 72	6,875 00
Wal Mart Stores Inc - 931142DC4 2 800 04/15/2016 Standard & Poors Rating AA Moody's Rating AA2 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	101 4510	126,813 75	125,515 75	1,298 00	0 3	2 76	3 500 00
F H L M C M T N - 3137EACT4 2 500 05/27/2016 Standard & Poors Rating AA+ Moody's Rating AAA GOODMAN'S FOUNDATION REV TR SUB ACCT	175,000 000	101 5430	177,700 25	177,359 53	340 72	0 4	2 46	4,375 00
General Elec Cap Corp - 36962G5N0 Medium Term Note 2 900 01/09/2017 Standard & Poors Rating AA+ Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT	250,000 000	102 4160	256,040 00	261,722 50	-5 682 50	0 5	2 83	7,250 00
John Deere Cap - 24422ERL5 Medium Term Note 2 000 01/13/2017 Standard & Poors Rating A Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT	150,000 000	101 4070	152,110 50	156,033 00	-3,922 50	0 3	1 97	3,000 00

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FOR FOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
U S Treasury Note - 912828SM3 1.000 03/31/2017 Standard & Poors Rating N/A Moody's Rating AAA GOODMAN'S FOUNDATION REV TR SUB ACCT 200,000 000		100 5700	201,140 00	201,812 50	-672 50	0 4	0 99	2,000 00
United Technologies Corp - 9130178U2 1 800 06/01/2017 Standard & Poors Rating A Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT 150,000 000		101 0290	151,543 50	154,174 50	-2,631 00	0 3	1 78	2,700 00
Pepsico Inc - 713448CB2 1 250 08/13/2017 Standard & Poors Rating A Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT 150,000 000		100 1080	150,162 00	150,264 00	-102 00	0 3	1 25	1,875 00
F H L M C M T N - 3137EADL0 1 000 09/29/2017 Standard & Poors Rating AA+ Moody's Rating AAA GOODMAN'S FOUNDATION REV TR SUB ACCT 200,000 000		100 2470	200,494 00	201,328 00	-834 00	0 4	1 00	2,000 00
Eli Lilly Co - 532457BK3 1 250 03/01/2018 Standard & Poors Rating AA- Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT 200,000 000		99 6870	199,374 00	200,608 00	-1,234 00	0 4	1 25	2,500 00
Texas Instruments Inc - 882508AU8 1 650 08/03/2019 Standard & Poors Rating A+ Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT 150,000 000		98 6280	147,942 00	149,885 56	-1,943 56	0 3	1 67	2,475 00

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
F H L M C M T N - 3137EADM8 1 250 10/02/2019 Standard & Poors Rating AA+ Moody's Rating AAA GOODMAN'S FOUNDATION REV TR SUB ACCT 175,000 000		99 0530	173,342 75	169,646 05	3,696 70	0 3	1 26	2,187 50
Lowes Companies Inc - 548661CV7 3 800 11/15/2021 Standard & Poors Rating A- Moody's Rating A3 GOODMAN'S FOUNDATION REV TR SUB ACCT 125,000 000		105 6070	132,008 75	133,727 50	-1,718 75	0 3	3 60	4,750 00
U S Treasury Note - 912828RRR3 2 000 11/15/2021 Standard & Poors Rating N/A Moody's Rating AAA GOODMAN'S FOUNDATION REV TR SUB ACCT 250,000 000		100 8500	252,125 00	250,595 70	1,529 30	0 5	1 98	5,000 00
Toyota Motor Credit Corp - 89233P5T9 Medium Term Note 3 300 01/12/2022 Standard & Poors Rating AA- Moody's Rating AA3 GOODMAN'S FOUNDATION REV TR SUB ACCT 125,000 000		102 6870	128,358 75	127,523 75	835 00	0 3	3 21	4,125 00
Jpmorgan Chase Co - 46825HJD3 4 500 01/24/2022 Standard & Poors Rating A Moody's Rating A3 GOODMAN'S FOUNDATION REV TR SUB ACCT 125,000 000		106 6590	133,323 75	129,646 25	3,677 50	0 3	4 22	5,625 00
Rabobank Nederland - 21685WDD6 3 875 02/08/2022 Standard & Poors Rating A+ Moody's Rating AA2 GOODMAN'S FOUNDATION REV TR SUB ACCT 125,000 000		104 6010	130,751 25	122,622 50	8,128 75	0 3	3 70	4,843 75

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
National Rural Util Coop - 637432MQ5 3 050 02/15/2022 Standard & Poors Rating A Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	100 0270	125,033 75	126,127 50	-1,093 75	0 3	3 05	3,812 50
Praxair Inc - 74005PBA1 2 450 02/15/2022 Standard & Poors Rating A Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	96 4500	120,562 50	123,791 25	-3,228 75	0 2	2 54	3,062 50
Northern States Pwr Minn - 665772CHO 2 150 08/15/2022 Standard & Poors Rating A Moody's Rating AA3 GOODMAN'S FOUNDATION REV TR SUB ACCT	150,000 000	94 8790	142,318 50	149,685 63	-7,347 13	0 3	2 27	3,225 00
Verizon Communications - 92343VB12 2 450 11/01/2022 Standard & Poors Rating BBB+ Moody's Rating BAA1 GOODMAN'S FOUNDATION REV TR SUB ACCT	150,000 000	93 5410	140,311 50	147,530 10	-7,218 60	0 3	2 62	3,675 00
U S Treasury Note - 912828TY6 1 625 11/15/2022 Standard & Poors Rating N/A Moody's Rating AAA GOODMAN'S FOUNDATION REV TR SUB ACCT	250,000 000	97 6860	244,215 00	242,539 06	1,675 94	0 5	1 66	4,062 50
Walt Disney Company - 25468PCW4 Medium Term Note 2 350 12/01/2022 Standard & Poors Rating A Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	96 9640	121,205 00	123,965 00	-2,760 00	0 2	2 42	2,937 50

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Chevron Corp - 166764AH3 3 191 06/24/2023 Standard & Poors Rating AA Moody's Rating AA1 GOODMAN'S FOUNDATION REV TR SUB ACCT	250,000 000	100 1360	250,340 00	240,380 00	9,960 00	0 5	3 19	7,977 50
Oracle Corp - 68389XAS4 3 625 07/15/2023 Standard & Poors Rating AA- Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT	250,000 000	102 4130	256,032 50	246,550 00	9,482 50	0 5	3 54	9,062 50
Home Depot Inc - 437076BC5 3 750 02/15/2024 Standard & Poors Rating A Moody's Rating A2 GOODMAN'S FOUNDATION REV TR SUB ACCT	200,000 000	104 1660	208,332 00	210,182 00	-1,850 00	0 4	3 60	7,500 00
Baird Aggregate Bond Fund - BAGIX Institutional Shrs #72 Standard & Poors Rating N/A IRWIN & ROBERT GOODMAN FDN REV	102,803 738	10 7000	1,100,000 00	1,100,000 00	0 00	2 2	2 55	28,065 42
Doubleline Total Ret Bd I - DBLTX Standard & Poors Rating N/A IRWIN & ROBERT GOODMAN FDN REV	222,183 302	10 8900	2,419,576 16	2,450,000 00	-30,423 84	4 9	4 30	103,981 79
Total Taxable U.S.			\$8,596,730.91	\$8,623,478.13	-\$26,747.22	17.3%		\$252,349.71



THE PRIVATE CLIENT RESERVE

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Taxable High Yield								
Nuveen Strategic Income I - FCBYX Standard & Poors Rating N/A IRWIN & ROBERT GOODMAN FDN REV	481,868 536	10 6800	5,146,355 96	5,237,962 35	-91,606 39	10 4	5 30	272,737 59
Total Taxable High Yield			\$5,146,355.96	\$5,237,962.35	-\$91,606.39	10.4%		\$272,737.59

Taxable Foreign Sovereign

Westpac Banking Corp - 961214BP7 3 000 12/09/2015 Standard & Poors Rating AA- Moody's Rating AA2 GOODMAN'S FOUNDATION REV TR SUB ACCT	150,000 000	100 6920	151,038 00	149,811 50	1,226 50	0 3	2 98	4,500 00
Canadian Imperial Bank - 136069DS7 2 350 12/11/2015 Standard & Poors Rating A+ Moody's Rating AA3 GOODMAN'S FOUNDATION REV TR SUB ACCT	150,000 000	100 4910	150,736 50	156,919 50	-6,183 00	0 3	2 34	3,525 00
Lloyds Bank Plc - 539473AG3 4 875 01/21/2016 Standard & Poors Rating A Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	101 6140	127,017 50	130,330 00	-3,312 50	0 3	4 80	6,093 75
Bank Of Nova Scotia - 064149D87 2 900 03/29/2016 Standard & Poors Rating A+ Moody's Rating AA2 GOODMAN'S FOUNDATION REV TR SUB ACCT	125,000 000	101 3350	126,668 75	125,395 00	1,273 75	0 3	2 86	3,625 00

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Toronto Dominion Bank - 89114QAE8 Merium Term Note 2 375 10/19/2016 Standard & Poor's Rating AA- Moody's Rating AA1 GOODMAN'S FOUNDATION REV TR SUB ACCT 125,000 000		101 4450	126,806 25	126,486 25	320 00	0 3	2 34	2,968 75
Shell International Fin - 822582AZ5 0 900 11/15/2016 Standard & Poor's Rating AA- Moody's Rating AA1 GOODMAN'S FOUNDATION REV TR SUB ACCT 200,000 000		100 2050	200,410 00	200,662 00	-252 00	0 4	0 90	1,800 00
Royal Bank Of Canada - 78010U4A2 Medium Term Note 1 400 10/13/2017 Standard & Poor's Rating AA- Moody's Rating AA3 GOODMAN'S FOUNDATION REV TR SUB ACCT 250,000 000		99 7040	249,260 00	250,532 50	-1,272 50	0 5	1 40	3,500 00
Hsbc Holdings Plc - 404280AN9 4 000 03/30/2022 Standard & Poor's Rating A Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT 150,000 000		103 7960	155,694 00	161,038 50	-5,344 50	0 3	3 85	6,000 00

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PORTFOLIO DETAIL (continued)

Security Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Current Yield	Estimated Annual Income
Credit Suisse New York - 22546QAP2 Medium Term Note 3 625 09/09/2024 Standard & Poors Rating, A Moody's Rating A1 GOODMAN'S FOUNDATION REV TR SUB ACCT 250,000 000		99 6030	249,007 50	249,872 50	-865 00	0 5	3 64	9,062 50
Total Taxable Foreign Sovereign			\$1,535,638.50	\$1,551,047.75	-\$14,409.25	3.1%		\$41,075.00
Total Fixed Income Taxable			\$15,279,725.37	\$15,412,488.23	-\$132,762.86	30.7%		\$566,162.30
Total Assets			\$49,709,628.15	\$42,416,992.47	\$7,292,635.68	100.0%		\$1,058,808.47

Estimated Current Yield

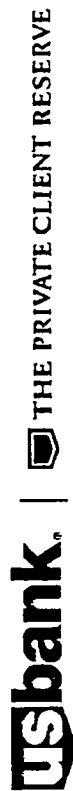
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PORTFOLIO DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation. For additional information, please contact your U.S. Bank representative.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

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CASH TRANSACTION DETAIL

Taxable Interest		Date Posted	Description	Income Cash	Principal Cash
		09/26/14	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 02	
		10/29/14	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 08	
		11/25/14	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 02	
		12/29/14	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 11	
		01/28/15	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 92	
		02/25/15	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 04	
		03/27/15	Cash Receipt Interest-Bank Compensation Interest Earned On Income Payments IRWIN & ROBERT GOODMAN FDN REV	0 17	