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EXTENDED TO NOVEMBER 15, 2018

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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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE ELLIS GOODMAN FAMILY FOUNDATION		A Employer identification number 36-3566590
Number and street (or P.O. box number if mail is not delivered to street address) 69 PARK AVENUE	Room/suite	B Telephone number (312) 565-6558
City or town, state or province, country, and ZIP or foreign postal code GLENCOE, IL 60022		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,740,222. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B interest on savings and temporary cash investments		40,939.	40,939.		STATEMENT 1
3 Dividends and interest from securities		165,931.	165,931.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		491,772.			
b Gross sales price for all assets on line 6a		1,859,034.			
7 Capital gain net income (from Part IV, line 2)			491,772.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		10,381.	10,381.		STATEMENT 3
12 Total. Add lines 1 through 11		709,023.	709,023.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		25.	25.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		63,162.	63,162.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		63,187.	63,187.		0.
25 Contributions, gifts, grants paid		677,664.			677,664.
26 Total expenses and disbursements. Add lines 24 and 25		740,851.	63,187.		677,664.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<31,828.>			
b Net investment income (if negative, enter -0-)			645,836.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	309,033.	256,519.	256,519.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 6,003.			
	Less: allowance for doubtful accounts ▶		6,003.	6,003.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	7,698,990.	7,690,062.	10,426,025.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7		0.	0.	51,675.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		8,008,023.	7,952,584.	10,740,222.
17 Accounts payable and accrued expenses		25,400.	4,789.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	25,400.	4,789.		
24 Foundations that follow SFAS 117, check here ▶ ☐				
25 Unrestricted				
26 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ ☒				
27 Capital stock, trust principal, or current funds	9,409,636.	9,409,636.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<1,427,013.>	<1,461,841.>		
30 Total net assets or fund balances	7,982,623.	7,947,795.		
31 Total liabilities and net assets/fund balances	8,008,023.	7,952,584.		

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	7,982,623.
2 Enter amount from Part I, line 27a	2	<31,828.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,950,795.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAXES	5	3,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,947,795.

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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 (for example, 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 KOVITZ	P	VARIOUS	VARIOUS
b KOVITZ	P	VARIOUS	VARIOUS
c KOVITZ	P	VARIOUS	VARIOUS
d KOVITZ	P	VARIOUS	VARIOUS
e KOVITZ	P	VARIOUS	VARIOUS

(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 109,956.		112,504.	<2,548.>
b 48,735.		46,375.	2,360.
c 850,474.		527,236.	323,238.
d 20,888.		20,888.	0.
e 828,981.		660,259.	168,722.

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

(i) FMV 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			<2,548.>
b			2,360.
c			323,238.
d			0.
e			168,722.

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	491,772.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	1,015,621.	9,430,799.	.107692
2015	966,846.	9,565,024.	.101081
2014	977,859.	9,240,782.	.105820
2013	947,994.	8,588,337.	.110382
2012	873,080.	8,079,966.	.108055

2 Total of line 1, column (d)	2	.533030
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.106606
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	10,224,908.
5 Multiply line 4 by line 3	5	1,090,037.
6 Enter 1% of net investment income (1% of Part IV line 2b)	6	6,458.
7 Add lines 5 and 6	7	1,096,495.
8 Enter qualifying distributions from Part XII, line 4	8	677,664.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax

6a	5,951.
6b	0.
6c	20,000.
6d	0.

1	12,917.
2	0.
3	12,917.
4	0.
5	12,917.
7	25,951.
8	0.
9	
10	13,034.
11	0.

13,034. Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. IL

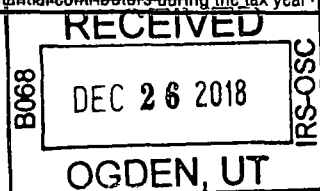
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A



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Part VII-A Statements Regarding Activities (continued)

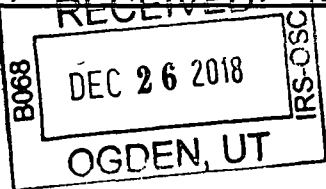
	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of ELLIS GOODMAN Telephone no. 312-565-6558 Located at 69 PARK AVENUE, GLENCOE, IL ZIP+4 60022		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2017, 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. If "Yes," enter the name of the foreign country N/A		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 N/A		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years N/A b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
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 2017 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 2017.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

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

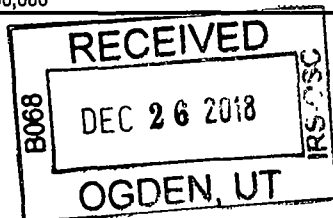
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELLIS M. GOODMAN 69 PARK AVENUE, GLENCOE, IL 60022	PRESIDENT/TREASURER	0.00	0.	0.
GILLIAN GOODMAN 69 PARK AVANUE, GLENCOE, IL 60022	VICE-PRES./SECRETARY	0.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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

0



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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		0.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

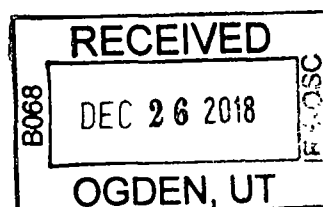
	Expenses
1 NONE	0.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	0.
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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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	10,183,500.
b	Average of monthly cash balances	1b	197,117.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,380,617.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,380,617.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	155,709.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,224,908.
6	Minimum investment return. Enter 5% of line 5	6	511,245.

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.)

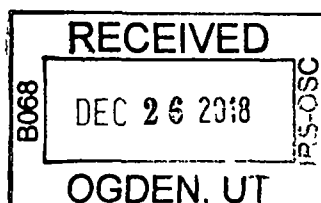
1	Minimum investment return from Part X, line 6	1	511,245.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	12,917.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,917.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	498,328.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	498,328.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	498,328.

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	677,664.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	677,664.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on not investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	677,664.

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.

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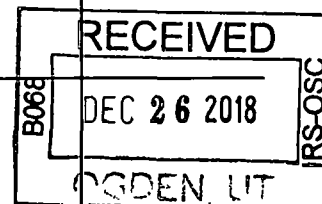


Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				498,328.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	478,206.			
b From 2013	537,135.			
c From 2014	530,986.			
d From 2015	499,167.			
e From 2016	552,441.			
f Total of lines 3a through e	2,597,935.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	677,664.			
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				498,328.
e Remaining amount distributed out of corpus	179,336.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,777,271.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(C), or 4942(b)(3). (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	478,206.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,299,065.			
10 Analysis of line 9:				
a Excess from 2013	537,135.			
b Excess from 2014	530,986.			
c Excess from 2015	499,167.			
d Excess from 2016	552,441.			
e Excess from 2017	179,336.			

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				
SEE ATTACHED STATEMENT				677,664.
Total			3a	677,664.
b Approved for future payment				
NONE				
Total			3b	0.



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

- | | | |
|--|--------------|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | <p>Yes</p> |
| | 1a(1) | |
| | 1a(2) | |
| | | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below? See instr

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self- employed

PTIN

Firm's name

Firm's EIN ▶

Firm's address ►

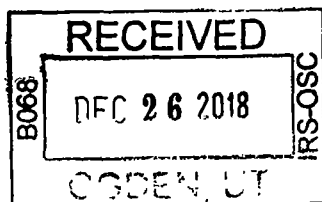
Phone no.

The Goodman Family Foundation
Attachment to 990-PF, Part XV 3(a)
36-3566590
41639

RECIPIENT NAME	ADDRESS	ADDRESS CONT'D	PURPOSE	AMOUNT
Alas-Wings	3023 N Clark St Ste 613	Chicago, IL 60657	Health	\$2,750
American Associates, Ben Gurion Univers	1001 6th Ave	New York, NY 10018	Educational	\$100,000
American Player's Theater	P O Box 819	Spring Green, WI 53588	Arts	\$500
American Society for the Royal Botanic G	c/o Chapel & York Limited 1000 N West Street,	Wilmington, DE 19801	Community	\$25,000
Anti-Defamation League	120 South Lasalle Street # 1150	Chicago, IL 60603	Community	\$30,000
Arbor Day Foundation	100 Arbor Avenue	Nebraska City, NE 68410	Environmental	\$250
Art Institute of Chicago	111 South Michigan Avenue	Chicago, IL 60603	Arts	\$2,500
Brain Research Foundation	111 West Washington Street, Suite 1710	Chicago, Illinois 60602	Health	\$1,000
British Schools & Universities Foundation	575 Madison Avenue, Suite 1006	New York, NY 10022-2511	Educational	\$100
Build, Inc	5100 W Harrison	Chicago IL 60644	Community	\$21,000
Charity Watch	P O Box 578460	Chicago, IL 60657	Community	\$2,000
Chicago Botanical Garden	1000 Lake Cook Road	Glencoe, IL 60022	Community	\$20,000
Chicago Public Radio	848 East Grand Ave	Navy Pier Chicago, IL 60611	Community	\$25,000
Christopher House	5235 W Belden Ave	Chicago, IL 60639	Community	\$50,000
CJE Senior Life	3003 W Touhy Ave	Chicago, IL 60645	Community	\$750
Doctors Without Borders	40 Rector St, 16th Floor	New York, NY 10006	Health	\$500
Eisenhower Medical Center	39000 Bob Hope Drive	Rancho Mirage, CA 92270	Health	\$1,000
Environmental Law & Policy Center	35 East Wacker Dr, Suite 1600	Chicago, IL 60601	Community	\$50,000
Family Farmed org	225 W Hubbard St Suite 650	Chicago, IL 60654	Environmental	\$15,000
FINCA	1201 15th Street, NW, 8th Floor	Washington, DC 20005	Community	\$1,000
Gildas Club Desert Cities	73555 Alessandro Dr	Palm Desert, CA 92260	Health	\$5,000
Greater Chicago Food Depository	4100 W Ann Lane Place	Chicago, IL 60632	Community	\$2,000
Greenpeace	702 H Street, NW Suite 300	Washington, DC 20001	Environmental	\$1,000
Illinois Humanities	125 S Clark St Suite 650	Chicago, IL 60603	Community	\$250
Jewish Care	Amelie House, Maurice and Vivienne Wohl Camp	London NW11 9DQ	Religious	\$7,500
Jewish United Fund	30 S Wells St, Room 3134	Chicago, IL 60606	Religious	\$150,000
Juvenile Diabetes Research Foundation	26 Broadway	New York, NY 10004	Health	\$200
Kol Emeth	5130 W Touhy Ave	Skokie, IL 60077	Religious	\$2,475
Lake Forest College	555 North Sheridan Road	Lake Forest, IL 60045	Educational	\$10,000
Make A Wish Foundation	640 North LaSalle Street, Suite 280	Chicago, IL 60610	Community	\$500
National Geographic	1145 17th St NW	Washington, DC	Community	\$39
North Shore Croquet Club	385 Hazelwood Ter	Buffalo Grove, IL 60089	Community	\$250
Old St Mary's Church	1500 S Michigan Ave	Chicago, IL 60605	Religious	\$250
Planned Parenthood	123 Williams Street	New York NY	Community	\$1,000
Ravinia Festival	418 Sheridan Road	Highland Park, IL 60035	Arts	\$4,000
Respiratory Health Association of Chicago	1440 W Washington Blvd	Chicago, IL 60607	Health	\$1,500
Salvation Army	5040 N Pulaski Rd	Chicago, IL 60630	Community	\$2,000
Shake Rag Alley, Inc	18 Shake Rag Street	Mineral Point, WI 53565	Arts	\$5,000
Smile Train	41 Madison Avenue, 28th Floor	New York, NY 10010	Health	\$250
Special Olympics	605 E Willow Street	Normal, IL 61761	Community	\$500
The Field Museum	1400 S Lake Shore Drive	Chicago, IL 60605-2496	Community	\$25,000
United Way	400 E Illinois	Lake Forest, IL 60045	Community	\$1,000
US Holocaust Museum	100 Raoul Wallenberg Place Southwest	Washington, DC 20024	Community	\$10,000
USC	University Park Campus	Los Angeles, CA 90089-0911	Community	\$250
Washington Institute	1111 19th Street, NW Suite 500	Washington, DC 20036	Educational	\$10,000
World Jewish Congress	501 Madison Avenue	New York, NY 10022	Religious	\$4,000
Writers Theatre	321 Park Ave	Glencoe, IL 60022	Arts	\$85,350

Grand Total

\$677,664



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

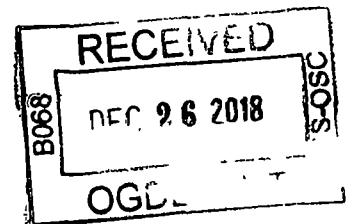
SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
KOVITZ	73,674.	73,674.	
KOVITZ - ACCRUED INTEREST PURCHASED	<26,063.>	<26,063.>	
KOVITZ - BOND PREMIUM AMORT.	<15,427.>	<15,427.>	
KOVITZ - MARKET DISCOUNT	4,824.	4,824.	
KOVITZ - OID	1,771.	1,771.	
KOVITZ - OTHER	2,160.	2,160.	
TOTAL TO PART I, LINE 3	40,939.	40,939.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KOVITZ	165,204.	0.	165,204.	165,204.	
SAFEWAY	727.	0.	727.	727.	
TO PART I, LINE 4	165,931.	0.	165,931.	165,931.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISC. INC	10,381.	10,381.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,381.	10,381.	



FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARITY BUREAU	25.	25.		0.
TO FORM 990-PF, PG 1, LN 18	25.	25.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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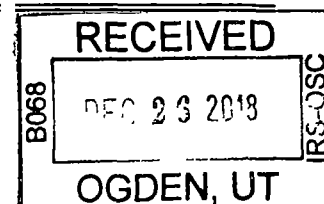
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC. EXPENSE	152.	152.		0.
KOVITZ FEES	58,606.	58,606.		0.
FOREIGN TAXES	4,404.	4,404.		0.
TO FORM 990-PF, PG 1, LN 23	63,162.	63,162.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KOVITZ EQUITIES	7,690,062.	10,426,025.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,690,062.	10,426,025.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORRISON SUPERMARKETS	COST	0.	51,675.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	51,675.



FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

ELLIS M. GOODMAN
GILLIAN GOODMAN

