Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning NOV 1, 2008 , and ending OCT 31, 2009

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE GOODWIN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 30507 L ROAD

City or town, state, and ZIP code: HOTCHKISS, CO 81419

A Employer identification number: 84-6036758

B Telephone number: 970-872-3334

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,241,263.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	52,911.	52,911.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<13,111.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,396,153.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	39,800.	52,911.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,825.	456.		1,369.
	c Other professional fees STMT 4	7,169.	1,792.		5,377.
	17 Interest				
	18 Taxes STMT 5	1,826.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,820.	2,248.		6,746.
	25 Contributions, gifts, grants paid	100,102.			100,102.
	26 **Total expenses and disbursements.** Add lines 24 and 25	110,922.	2,248.		106,848.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<71,122.>			
	b **Net investment income** (if negative, enter -0-)		50,663.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,386,571.	1,214,211.	1,214,211.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 6	1,007,443.	948,648.	969,674.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,159,023.	1,319,056.	1,057,378.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,553,037.	3,481,915.	3,241,263.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,553,037.	3,481,915.	
	30 **Total net assets or fund balances**	3,553,037.	3,481,915.	
	31 **Total liabilities and net assets/fund balances**	3,553,037.	3,481,915.	

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	3,553,037.
2 Enter amount from Part I, line 27a	2	<71,122.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,481,915.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,481,915.

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	LT CAP GAINS - SEE ATTACHED	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,391,166.		1,409,264.	<18,098.>
b	4,987.			4,987.
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				<18,098.>
b				4,987.
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	<13,111.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2007	124,338.	2,276,442.	.054619
2006	112,170.	2,036,192.	.055088
2005	108,690.	1,926,904.	.056407
2004	101,301.	1,871,396.	.054131
2003	98,013.	1,827,153.	.053642

2 **Total** of line 1, column (d)	2	.273887
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	.054777
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	3,090,394.
5 Multiply line 4 by line 3	5	169,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	507.
7 Add lines 5 and 6	7	169,790.
8 Enter qualifying distributions from Part XII, line 4	8	106,848.

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 letter ________ (attach copy of ruling 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)			1	1,013.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,013.
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	1,013.
6 Credits/Payments				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,760.		
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	1,760.
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	747.
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	747.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM ELA Telephone no ▶970-872-3334

Located at ▶30507 L ROAD, HOTCHKISS, CO ZIP+4 ▶81419

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

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 page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	N/A	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 2008?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 — **5b**

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? — **6b** No: X

If you answered "Yes" to 6b, also 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? N/A — **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM ELA 30507 L RD HOTCHKISS, CO 81419	CHAIRMAN 5.00	0.	0.	0.
HERBERT BACON 855 25 RD GRAND JUNCTION, CO 81505	TREASURER 1.00	0.	0.	0.
RUTH GORMLEY 2311 FAIRWOOD PL GRAND JUNCTION, CO 81506	SECRETARY 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	3,137,456.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,137,456.
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	3,137,456.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	47,062.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,090,394.
6	**Minimum investment return.** Enter 5% of line 5		6	154,520.

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	154,520.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 1,013.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,013.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	153,507.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	153,507.
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	153,507.

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	106,848.
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	106,848.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	106,848.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					153,507.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				0.	
b Total for prior years ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2008					
a From 2003	4,412.				
b From 2004	14,039.				
c From 2005	14,673.				
d From 2006	13,672.				
e From 2007	14,008.				
f Total of lines 3a through e		60,804.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 106,848.					
a Applied to 2007, 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 2008 distributable amount					106,848.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)		46,659.			46,659.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,145.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		14,145.			
10 Analysis of line 9					
a Excess from 2004					
b Excess from 2005					
c Excess from 2006	137.				
d Excess from 2007	14,008.				
e Excess from 2008					

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01-02-09

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

THE GOODWIN FOUNDATION, 970-872-3334
PO BOX 1508, GRAND JUNCTION, CO 81502

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

A LETTER OF REQUEST EXPLAINING PROPOSED USE OF THE GRANT.

c Any submission deadlines

NONE

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

WITHIN UNITED STATES - AT DISCRETION OF BOARD OF DIRECTORS

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 STATEMENT 8				
Total			▶ 3a	100,102.
b *Approved for future payment*				
Total SEE STATEMENT 9			▶ 3b	103,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	52,911.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<13,111.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		39,800.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 39,800.

(See worksheet in line 13 instructions to verify calculations)

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

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

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01-02-09

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

W. E. McGla 12/4/10 Chairman

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature: Thad Sr — Date 2/3/10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed) address, and ZIP code: DALBY, WENDLAND & CO., P.C.
P O BOX 430
GRAND JUNCTION, CO 81502

EIN

Phone no (970) 243-1921

823622
01-02-09

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAP GAINS - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,391,166.	1,409,264.	0.	0.	<18,098.>

CAPITAL GAINS DIVIDENDS FROM PART IV	4,987.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<13,111.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMER NATL - CAP GAIN DIV	5,215.	4,987.	228.
AMER NATL - DIVIDENDS	10,385.	0.	10,385.
AMER NATL - INTEREST	42,298.	0.	42,298.
TOTAL TO FM 990-PF, PART I, LN 4	57,898.	4,987.	52,911.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,825.	456.		1,369.
TO FORM 990-PF, PG 1, LN 16B	1,825.	456.		1,369.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	7,169.	1,792.		5,377.
TO FORM 990-PF, PG 1, LN 16C	7,169.	1,792.		5,377.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR EXCISE TAX	66.	0.		0.
CURR YEAR EXCISE TAX	1,760.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,826.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		948,648.	969,674.
TOTAL U.S. GOVERNMENT OBLIGATIONS			948,648.	969,674.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			948,648.	969,674.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITIES	COST	756,788.	549,800.
GLOBAL NATURAL RESOURCES FUND	COST	0.	0.
INTERNATIONAL EQUITIES	COST	310,000.	261,373.
MSCI EMERGING MKTS INDEX	COST	20,574.	23,669.
S&P MIDCAP 400/GR IND FD	COST	53,414.	48,450.
S&P 500/GROWTH INDEX FD	COST	78,247.	59,224.
MSCI EAFE INDEX FUND	COST	100,033.	114,862.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,319,056.	1,057,378.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
RIVERSIDE EDUCATION CENTER, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	7,500.
ST. MARY'S HOSPITAL FOUNDATION, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	15,000.
MUSEUM OF WESTERN COLORADO, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
CENTER FOR ENRICHED COMMUNICATION, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
WESTERN SLOPE ENVIRONMENTAL RESOURCE PAONIA, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.

HOUSING RESOURCES OF WESTERN COLO, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
MESA YOUTH SERVICES, INC., DBA MESA COUNTY PARTNERS GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	15,000.
LOWER VALLEY HOSPITAL ASSN. DBA FAMILY HEALTH WEST FRUITA, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
UNITED WAY OF MESA COUNTY, INC., GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	9,000.
COLORADO RIVERFRONT FOUNDATION, INC. GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,500.
MESA COUNTY RSVP, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
HOSPICE & PALLIATIVE CARE OF WESTERN COLORADO GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
MESA STATE COLLEGE, GRAND JUNCTION, CO	NONE SCHOLARSHIPS	PUBLIC CHARITY	2,102.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			100,102.

FORM 990-PF | GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT | STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
MESA YOUTH SERVICES, INC., DBA MESA COUNTY PARTNERS GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	20,000.
MESA COUNTY LAND CONSERVANCY, INC., DBA MESA LAND TRUST GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	20,000.
ST. MARY'S HOSPITAL FOUNDATION, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	30,000.
LOWER VALLEY HOSPITAL ASSN. DBA FAMILY HEALTH WEST FRUITA, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
SCHUMANN SINGERS, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	1,000.
HILLTOP, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	7,500.
REDLANDS COMMUNITY CENTER, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	10,000.
COLORADO DISCOVERABILITY, GRAND JUNCTION, CO	NONE GENERAL SUPPORT	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			103,500.

S C H E D U L E   D

ACCT# PT-3793 (^GOODWIN FOUNDATION IMA) YR END 10/31/10 TAXPAYER ID 84-6036758 TX O 18
TAX OFFICER# 18 NONE

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S T	NET L T
11/25/08	532 340	SOLD SEI DAILY INCOME TR PRIME OBLIG A	12/19/07	11/25/08	532 34	532 34	0 00	0 00
12/26/08	53 850	SOLD SEI DAILY INCOME TR PRIME OBLIG A	12/19/07	12/26/08	53 85	53.85	0 00	0 00
1/26/09	533 600	SOLD SEI DAILY INCOME TR PRIME OBLIG A	12/19/07	1/26/09	533 60	533 60	0 00	0 00
2/ 9/09	5506 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	12/19/07	2/9/09	5506 00	5506 00	0 00	0 00
2/13/09	1825 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	2/13/09	1825 00	1825 00	0 00	0 00
		ACQUIRED 12/19/07 THROUGH 12/24/07						
******	1671 900	GAIN/LOSS ST 0 00	12/19/07		1671 90	1671.90		
******	153 100	GAIN/LOSS ST 0 00	12/24/07		153 10	153 10		
2/25/09	527 320	SOLD SEI DAILY INCOME TR PRIME OBLIG A	12/24/07	2/25/09	527 32	527 32	0 00	0 00
3/ 2/09	2102 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	12/24/07	3/2/09	2102 00	2102 00	0 00	0 00
3/24/09	440 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	3/24/09	440 00	440 00	0 00	0 00
		ACQUIRED 12/24/07 THROUGH 12/31/07						
******	193.360	GAIN/LOSS ST 0 00	12/24/07		193 36	193 36		
******	246 640	GAIN/LOSS ST 0 00	12/31/07		246 64	246 64		
3/25/09	530 570	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	3/25/09	530 57	530 57	0 00	0 00
		ACQUIRED 12/31/07 THROUGH 1/02/08						
******	229 270	GAIN/LOSS ST· 0 00	12/31/07		229 27	229 27		
******	301 300	GAIN/LOSS ST· 0 00	1/ 2/08		301 30	301 30		
4/15/09	59000 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	4/15/09	59000 00	59000 00	0 00	0 00
		ACQUIRED 1/02/08 THROUGH 1/11/08						
******	24722 320	GAIN/LOSS ST. 0 00	1/ 2/08		24722 32	24722 32		
******	624 000	GAIN/LOSS ST 0 00	1/ 3/08		624.00	624 00		
******	408 830	GAIN/LOSS ST 0 00	1/ 4/08		408 83	408 83		
******	2447 500	GAIN/LOSS ST 0 00	1/10/08		2447.50	2447 50		
******	30797 350	GAIN/LOSS ST· 0 00	1/11/08		30797 35	30797 35		
4/27/09	531.440	SOLD SEI DAILY INCOME TR PRIME OBLIG A	1/11/08	4/27/09	531 44	531 44	0 00	0 00
5/21/09	100000 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	5/21/09	100000 00	100000 00	0 00	0 00
		ACQUIRED 1/11/08 THROUGH 1/31/08						
******	3671 210	GAIN/LOSS ST 0 00	1/11/08		3671 21	3671 21		
******	2015 000	GAIN/LOSS ST 0 00	1/14/08		2015 00	2015 00		
******	2250 000	GAIN/LOSS ST 0 00	1/28/08		2250 00	2250 00		
******	75000 000	GAIN/LOSS ST 0 00	1/29/08		75000 00	75000 00		
******	17063 790	GAIN/LOSS ST 0 00	1/31/08		17063 79	17063 79		
5/26/09	100586 600	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	5/26/09	100586 60	100586 60	0 00	0 00
		ACQUIRED 1/31/08 THROUGH 5/06/08						
******	56894 080	GAIN/LOSS ST 0 00	1/31/08		56894 08	56894 08		
******	612 470	GAIN/LOSS ST 0 00	2/ 4/08		612 47	612 47		
******	765 630	GAIN/LOSS ST 0 00	2/ 7/08		765.63	765 63		
******	406 250	GAIN/LOSS ST 0 00	2/15/08		406 25	406 25		
******	2253 130	GAIN/LOSS ST· 0 00	2/19/08		2253 13	2253 13		
******	463 540	GAIN/LOSS ST· 0 00	3/ 4/08		463.54	463 54		
******	25343.750	GAIN/LOSS ST. 0 00	3/17/08		25343 75	25343 75		
******	7362 960	GAIN/LOSS ST. 0 00	3/31/08		7362 96	7362 96		
******	914 190	GAIN/LOSS ST 0 00	4/ 2/08		914 19	914.19		
******	2 780	GAIN/LOSS ST· 0 00	4/ 8/08		2 78	2 78		
******	515 630	GAIN/LOSS ST 0 00	4/18/08		515 63	515 63		
******	796 010	GAIN/LOSS ST: 0 00	5/ 2/08		796 01	796 01		
******	1921 880	GAIN/LOSS ST 0 00	5/ 5/08		1921 88	1921 88		
******	2334 300	GAIN/LOSS ST 0 00	5/ 6/08		2334 30	2334.30		
6/25/09	537 330	SOLD SEI DAILY INCOME TR PRIME OBLIG A	5/6/08	6/25/09	537 33	537 33	0 00	0 00
7/27/09	552 710	SOLD SEI DAILY INCOME TR PRIME OBLIG A	5/6/08	7/27/09	552 71	552 71	0 00	0 00
8/ 3/09	34000 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	5/6/08	8/3/09	34000 00	34000 00	0 00	0 00
8/25/09	997 110	SOLD SEI DAILY INCOME TR PRIME OBLIG A	5/6/08	8/25/09	997 11	997 11	0 00	0 00
9/18/09	500000.000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	VARIOUS	9/18/09	500000 00	500000 00	0 00	0 00
		ACQUIRED 5/06/08 THROUGH 9/15/08						
******	3791 830	GAIN/LOSS ST. 0.00	5/ 6/08		3791 83	3791 83		
******	609 380	GAIN/LOSS ST 0 00	5/15/08		609 38	609 38		
******	717 270	GAIN/LOSS ST 0.00	5/27/08		717 27	717 27		
******	51562 500	GAIN/LOSS ST 0 00	6/ 2/08		51562 50	51562 50		
******	790 760	GAIN/LOSS ST 0.00	6/ 3/08		790 76	790 76		
******	1395 510	GAIN/LOSS ST 0 00	6/30/08		1395 51	1395 51		
******	883 260	GAIN/LOSS ST 0 00	7/ 2/08		883 26	883 26		
******	1537.500	GAIN/LOSS ST 0 00	7/10/08		1537 50	1537 50		
******	50000 000	GAIN/LOSS ST 0 00	7/11/08		50000 00	50000 00		
******	265 000	GAIN/LOSS ST 0 00	7/14/08		265 00	265 00		
******	65000 000	GAIN/LOSS ST 0 00	7/15/08		65000 00	65000 00		
******	1064 850	GAIN/LOSS ST 0 00	8/ 4/08		1064 85	1064 85		
******	765 630	GAIN/LOSS ST 0 00	8/ 7/08		765 63	765 63		
******	39750 010	GAIN/LOSS ST 0 00	8/ 8/08		39750 01	39750 01		
******	25017 010	GAIN/LOSS ST 0 00	8/12/08		25017 01	25017 01		
******	149204 060	GAIN/LOSS ST· 0 00	8/15/08		149204 06	149204 06		
******	2253 130	GAIN/LOSS ST 0 00	8/18/08		2253 13	2253 13		
******	35000 000	GAIN/LOSS ST 0 00	8/19/08		35000 00	35000 00		
******	1424 230	GAIN/LOSS ST 0 00	9/ 3/08		1424 23	1424 23		
******	68968 070	GAIN/LOSS ST 0 00	9/15/08		68968 07	68968 07		
9/25/09	564.240	SOLD SEI DAILY INCOME TR PRIME OBLIG A	9/15/08	9/25/09	564 24	564 24	0 00	0 00
10/ 9/09	440 000	SOLD SEI DAILY INCOME TR PRIME OBLIG A	9/15/08	10/9/09	440 00	440 00	0 00	0 00
10/26/09	1208 680	SOLD SEI DAILY INCOME TR PRIME OBLIG A	9/15/08	10/26/09	1208 68	1208 68	0 00	0 00
8/17/09	100000 000	SOLD U S TREAS NOTE 3 5% 8/15/09 100,000 PV AT 100 %	8/24/04	8/15/09	100000 00	100136 72	0 00	-136 72
2/17/09	100000 000	SOLD U S TREAS NOTE 4 5% 2/15/09 100,000 PV AT 100 %	2/15/06	2/15/09	100000 00	99539 06	0 00	460 94

S C H E D U L E   D

ACCT# PT-3793 (^GOODWIN FOUNDATION IMA) YR END 10/31/10 TAXPAYER ID 84-6036758 TX O 18
TAX OFFICER# 18 NONE

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T	NET L T
11/17/08	100000 000	SOLD U S TREAS NOTE 3 375% 11/15/08 100,000 PV AT 100 %		11/20/03	11/15/08	100000 00	100878 91	0 00	-878 91
1/15/09	100000 000	SOLD UNITED STATES TREAS 3 25% 1/15/09 100,000 PV AT 100 %		8/24/04	1/15/09	100000 00	99671 88	0 00	328 12
3/16/09	100000 000	SOLD US TREAS NOTE 2 625% 3/15/09 100,000 PV AT 100 %		3/29/04	3/15/09	100000 00	99078 13	0.00	921 87
12/24/08	1111 569	SOLD RS GLOBAL NATURAL RESOURCES FUND ACQUIRED 8/15/06 THROUGH 5/09/07 1,111 569 UNITS AT $18 62		VARIOUS	12/23/08	20697 41	40000 00	0 00	-19302.59
******	568.828	GAIN/LOSS LT	-9408 43	8/15/06		10591 57	20000 00		
******	542 741	GAIN/LOSS LT	-9894 16	5/ 9/07		10105 84	20000 00		
5/27/09	35000 000	SOLD FED FARM CR BKS CONS 6 1% 11/27/15		8/3/06	5/27/09	35000 00	35243 19	0 00	-243 19
2/17/09	25000 000	SOLD FEDERAL NATL MTG ASSN 3 25% 2/15/09 25,000 PV AT 100 %		3/9/07	2/15/09	25000 00	24247 25	0 00	752.75
						1,391,166.20	1,409,263.93	-0-	-18,097.73