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

2009

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

For calendar year 2009, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation THE GOODWIN FOUNDATION			A Employer identification number 22-2882244		
	Number and street (or P O box number if mail is not delivered to street address) 200 COUNTRY CLUB PARKWAY			Room/suite		
	City or town, state, and ZIP code MOUNT LAUREL, NJ 08054			B Telephone number (856) 235-2118		
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____					
► \$ 3,642,067. (Part I, column (d) must be on cash basis)						
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))						
Revenue	1 Contributions, gifts, grants, etc., received	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	48,238.	48,238.		STATEMENT 1	
	4 Dividends and interest from securities	47,402.	47,402.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	-439,365.				
	b Gross sales price for all assets on line 6a	1,293,281.				
	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	-343,725.	95,640.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	10,501.	10,501.	0.	0.
	c Other professional fees	STMT 4	16,171.	16,171.	0.	0.
	17 Interest					
	18 Taxes	STMT 5	-784.	551.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 6	89.	89.	0.	0.
	24 Total operating and administrative expenses (Add lines 13 through 23)		25,977.	27,312.	0.	0.
25 Contributions, gifts, grants paid		124,267.			124,267.	
26 Total expenses and disbursements (Add lines 24 and 25)		150,244.	27,312.	0.	124,267.	
27 Subtract line 26 from line 12:		-493,969.				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)		68,328.				
c Adjusted net income (if negative, enter -0-)				0.		

G14 B3

	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
	1 Cash - non-interest-bearing		12,946.	5,074.	5,074.
	2 Savings and temporary cash investments				
	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 ►	39,974.			
	Less: allowance for doubtful accounts ►		67,407.	39,974.	39,974.
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	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	3,539,790.	3,081,126.	3,597,019.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		3,620,143.	3,126,174.	3,642,067.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		3,620,143.	3,126,174.	
	30 Total net assets or fund balances		3,620,143.	3,126,174.	
	31 Total liabilities and net assets/fund balances		3,620,143.	3,126,174.	

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	3,620,143.
2 Enter amount from Part I, line 27a	2	-493,969.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,126,174.
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	3,126,174.

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					
b	SEE ATTACHED STATEMENT				
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	1,293,281.		1,732,646.	-439,365.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				-439,365.	
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	-439,365.
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 NoIf "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))
2008	187,904.	3,419,052.	.054958
2007	206,775.	3,582,463.	.057719
2006	59,485.	2,272,925.	.026171
2005	16,773.	2,529,971.	.006630
2004	9,925.	1,553,394.	.006389
2 Total of line 1, column (d)			.151867
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			.030373
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			3,287,880.
5 Multiply line 4 by line 3			99,863.
6 Enter 1% of net investment income (1% of Part I, line 27b)			683.
7 Add lines 5 and 6			100,546.
8 Enter qualifying distributions from Part XII, line 4			124,267.

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 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 560.

b Exempt foreign organizations - tax withheld at source

6b

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

6c 700.

d Backup withholding erroneously withheld

6d

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

1,260.

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

10 577.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

577. Refunded ►

11 0.

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?

Yes

No

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

1a X

1b X

1c X

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:

1d

1e

1f

1g

1h

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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 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? Website address ► **N/A** 13 X

14 The books are in care of ► **GOODWIN ENTERPRISES** Telephone no. ► **856-235-3111**

Located at ► **200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ**

ZIP+4 ► **08054**

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.

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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No

Yes **No**

Yes X No

N/A

1b

1c **X**

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)?

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 2009? **N/A**

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)): Yes X No

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes X No

If "Yes," list the years ► _____, _____, _____, _____, _____

N/A

2b

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) **N/A**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No

b If "Yes," did it have excess business holdings in 2009 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 2009.) **N/A**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **3b**

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 2009? **4a** **X**

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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 Yes No Yes No Yes No 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

6b



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

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?

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
RICHARD GOODWIN 385 FAIRWAY DRIVE SNOWMASS VILLAGE, CO 81615	TRUSTEE 0.00	0.	0.	0.
JOANNE GOODWIN-EDLEMAN 5617 OAKMONT AVE BETHESDA, MD 20817	TRUSTEE 0.00	0.	0.	0.
JOHN GOODWIN 111 MOUNTAINVIEW DRIVE MOUNT LAUREL, NJ 08054	TRUSTEE 0.00	0.	0.	0.
ROBERT GOODWIN 1608 VALLEY GLENN ROAD ELKINS PARK, PA 19117	TRUSTEE 0.00	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

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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
NONE		

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

►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

Form 990-PF (2009)

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	0.
b Average of monthly cash balances	1b	3,331,207.
c Fair market value of all other assets	1c	6,742.
d Total (add lines 1a, b, and c)	1d	3,337,949.
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	3,337,949.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,069.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,287,880.
6 Minimum investment return. Enter 5% of line 5	6	164,394.

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	164,394.
2a Tax on investment income for 2009 from Part VI, line 5	2a	683.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	683.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	163,711.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	163,711.
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	163,711.

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	124,267.
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	124,267.
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	683.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	123,584.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				163,711.
2 Undistributed income, if any, as of the end of 2008			0.	
a Enter amount for 2008 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007	22,510.			
e From 2008	18,041.			
f Total of lines 3a through e	40,551.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 124,267.			0.	
a Applied to 2008, 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 2009 distributable amount	0.			124,267.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	39,444.			39,444.
6 Enter the net total of each column as indicated below:	1,107.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,107.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	1,107.			
e Excess from 2009				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 8				
Total			► 3a	124,267.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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				
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				
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.	-343,725.
13 Total. Add line 12, columns (b), (d), and (e)			13	-343,725.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

THE GOODWIN FOUNDATION

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 8952 ETHEL LAWRENCE-SEE ATTACHED	P	VARIOUS	VARIOUS
b	ST 8952 ETHEL LAWRENCE-SEE ATTACHED	P	VARIOUS	VARIOUS
c	ST 4565 HOLOCAUST-SEE ATTACHED	P	VARIOUS	VARIOUS
d	LT 4565 HOLOCAUST-SEE ATTACHED	P	VARIOUS	VARIOUS
e	ST 1234 MAIN-SEE ATTACHED	P	VARIOUS	VARIOUS
f	LT 1234 MAIN-SEE ATTACHED	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(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 9,370.		12,132.	-2,762.
b 19,565.		27,586.	-8,021.
c 32,026.		47,504.	-15,478.
d 17,157.		22,033.	-4,876.
e 637,142.		862,349.	-225,207.
f 577,705.		761,042.	-183,337.
g 316.			316.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-2,762.
b			-8,021.
c			-15,478.
d			-4,876.
e			-225,207.
f			-183,337.
g			316.
h			
i			
j			
k			
l			
m			
n			
o			

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	-439,365.
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

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

SOURCE	AMOUNT
SCHWAB - MAIN ACCOUNT	48,025.
TZEDEC	213.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	48,238.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB - ETHEL LAWRENCE	1,804.	45.	1,759.
SCHWAB - HOLOCAUST ED.	4,524.	76.	4,448.
SCHWAB - MAIN ACCOUNT	41,390.	195.	41,195.
TOTAL TO FM 990-PF, PART I, LN 4	47,718.	316.	47,402.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	10,501.	10,501.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	10,501.	10,501.	0.	0.

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
MANAGEMENT FEES	16,171.	16,171.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	16,171.	16,171.	0.	0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	551.	551.	0.	0.
2008 FEDERAL TAX REFUND	-1,335.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	-784.	551.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	10.	10.	0.	0.
OFFICE SUPPLIES	79.	79.	0.	0.
TO FORM 990-PF, PG 1, LN 23	89.	89.	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	3,081,126.	3,597,019.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,081,126.	3,597,019.

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
THE MEDIA LINE LTD 210 W 70TH ST, STE 1509 NEW YORK, NY 10023	DONATION	501C3	1,000.
STONE SOUP LEADERSHIP INSTITUTE PO BOX 5324 LARKSPUR, CA 94977	DONATION	501C3	1,000.
USO DEPT WS PO BOX 96860 WASHINGTON, DC 20090	DONATION	501C3	100.
ASPEN VALLEY SKI/SNOWBOARD CLUB PO BOX C-3 ASPEN, CO 81612	DONATION	501C3	1,167.
NESHAMA CENTER PO BOX 8064 ASPEN, CO 81612	DONATION	501C3	100.
FOR THE FOREST PO BOX 3346 BASALT, CO 81621	DONATION	501C3	100.
BALTIMORE HEBREW CONGREGATION 7401 PARK HEIGHTS AVE BALTIMORE, MD 21208	DONATION	501C3	1,000.
NEIGHBORHOOD INTERFAITH UNIT 7047 GERMANTOWN AVE PHILADELPHIA, PA 19119	DONATION	501C3	100.

THE GOODWIN FOUNDATION

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JOANN GADDY GRIMES BIG EVENT 3510 BROMLEY WOODS LANE GREENSBORO, NC 27410	DONATION	501C3	250.
ASPEN INSTITUTE SUITE 700 ONE DUPONT CIRCLE NW WASHINGTON, DC 20036	DONATION	501C3	3,500.
KAI MIDDLEBROOK PO BOX 10415 ASPEN, CO 81612	DONATION	501C3	100.
JEWISH COMMUNITY RELATIONS COUNCIL 1301 SPRINGDALE RD CHERRY HILL, NJ 08003	DONATION	501C3	10,000.
ASPEN CAMP SCHOOL FOR THE DEAF PO BOX 1494 ASPEN, CO 81612	DONATION	501C3	500.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER , CO 80206	DONATION	501C3	700.
LEUKEMIA AND LYMPHOMA SOCIETY NAT'L CAPITAL AREA CHAPTER STE 800 5845 RICHMOND HWY ALEXANDRIA, VA 22303	DONATION	501C3	3,500.
MARTIN LUTHER KING JR NATIONAL MONUMENT 1625 L STREET NW WASHINGTON, DC 20036	DONATION	501C3	50.
FRIENDS OF ASPEN ANIMAL SHELTER PO BOX 985 ASPEN, CO 81612	DONATION	501C3	100.
MIDDLE EAST PEACE DIALOGUE NETWORK 200 COUNTRY CLUB LANE MT LAUREL, NJ 08054	DONATION	501C3	100,000.

THE GOODWIN FOUNDATION

22-2882244

ABRAHAM'S VISION
270 CHESTNUT ST, STE 202
REDWOOD CITY, CA 94063

SCHOLARSHIP

501C3

1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

124,267.

New Jersey Office of the Attorney General

Division of Consumer Affairs
Office of Consumer Protection
Charities Registration Section
124 Halsey Street, 7th Floor, P O. Box 45021
Newark, NJ 07101
(973) 504-6215

Form CRI-200
Short-Form Registration/Verification Statement

(Revised April 2008)

All questions must be answered.

Charitable organizations, domiciled or doing business in the State of New Jersey, which receive gross contributions of \$25,000 or less per year, are required to submit an initial registration and to renew registration annually. In both circumstances this form may be used. In the event an organization receives gross contributions of less than \$10,000 per year and does not compensate anyone to solicit or perform fund-raising activities on its behalf, the organization is exempt from registration, but may still choose to register. The registration fee for charities with gross contributions between \$0 and \$25,000 is \$30, whether the fee is for an initial or renewal registration. Payment is to be made by check or money order, made payable to the "New Jersey Division of Consumer Affairs," and is due at the time of submission of the form.

1a This statement is an Initial Renewal Registration (check one only)

1b This statement contains the facts and financial information for the fiscal year ending: 12/31/2009
month day year

2 Federal ID Number (EIN) 22-2882244 2a N.J. Charities Registration Number. CH- 0929000
(Leave blank ONLY if this is an initial registration)

3 Full legal name of the registering organization: THE GOODWIN FOUNDATION

In care of: (if necessary, otherwise leave this line blank) _____

4 Mailing Address: 200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ 08054 Change of Address
Street Address City State ZIP Code

NOTE: If "in care of," a postal, private or rural delivery mail box number is used, the street address of the charity must be given below.

5. The principal street address of the registering organization _____

Same as Mailing Address Street Address City State ZIP Code

6. Does the organization have any offices in New Jersey in addition to the one listed above?

Yes No

If "Yes," attach a list giving the street address and telephone number of each office in New Jersey

6a. If the street address listed above is not where the organization's official records are kept, or if the organization does not maintain an office in New Jersey, indicate the name, full address, phone and fax number of the person having custody of the organization's records, and to whom correspondence should be addressed.

Contact person _____ Street address _____ City _____ State _____ ZIP Code _____

Telephone number (include area code) _____ Fax number (include area code) _____

7. Organization's contact information

(856) 235-2118 Telephone number (include area code) 856-234-9180 Fax number (include area code)

N/A E-mail address _____ Web site _____

8. The organization is eligible to file a Short Form Registration because

- a) It did not receive gross contributions in excess of \$25,000 in the preceding fiscal year, AND all of the organization's functions, including fund-raising, are conducted by volunteers, members, officers or persons who are not compensated for soliciting contributions. Yes No
- b) It is a fraternal, patriotic, social or alumni organization, historical society or similar organization organized under the provisions of Title 15 of the New Jersey Revised Statutes or Title 15A of the New Jersey Statutes, AND solicitation of contributions is confined to the organization's membership and performed by members of the organization. Yes No
- c) It solicits on behalf of a specified individual, and all contributions, without any deductions whatsoever, will be turned over to this beneficiary Yes No
- d) It is a local post, camp, chapter or similarly designated element or county unit, of a bona fide veterans' organization which issues charters to the local elements throughout New Jersey or to any veterans' organization chartered under federal law or a service foundation of such an organization recognized in the organization's by-laws Yes No
- e) It is a private foundation that raised less than \$25,000 in public contributions. Yes No

Note to question 8: If after reviewing the answers to questions 8a through 8e, none of the statements can be answered "Yes," the charity is not eligible to use the Short-Form CRI-200 and instead must use the Long-Form Initial Registration Statement CRI-150-I or the Long-Form Renewal Statement CRI-300R.

9. Have there been changes in the organization's name, address, Internal Revenue Service (I.R.S.) status, etc. since the date of your last reporting? Yes No
If "Yes," please provide the details on a separate sheet of paper, and provide copies of the documentary proof of a name change (example amendment to incorporation) and/or a copy of the letter of determination from the I.R.S. regarding the tax-exempt-status changes.

9a. Is the organization a chapter or local unit of a parent organization? Yes No
If "Yes," write in the full name, address and phone number (include the area code) of the parent organization. Please do not use abbreviations.

10. Purpose for which the organization was created (write in or attach a statement to this registration) TO MAKE CHARITABLE DONATIONS TO TAX EXEMPT ORGANIZATIONS

10a. Does the organization solicit or intend to solicit contributions from the general public in the State of New Jersey (including through the sale of merchandise)? Yes No
If "Yes," explain the purpose for which solicited funds are being raised (write in or attach a statement to this registration):

10b. Does the organization solicit funds under any other name(s)? Yes No
If "Yes," please attach to this registration a list of all other names used:

11. Does the organization register or solicit in other states? Yes No
If "Yes," please indicate other states here or, if necessary, attach to this registration a list of those states

11a. Has the organization ever been enjoined in any jurisdiction from soliciting contributions or has it been found to have engaged in unlawful practices in the solicitation of contributions or the administration of charitable assets? Yes No
If "Yes," list the jurisdiction and attach copies of all the relevant documents

11b. Has the organization's charity registration been denied, suspended or revoked by any jurisdiction or state? Yes No

11c. Has the organization voluntarily entered into an assurance of voluntary compliance agreement or any similar order or legal agreement with any jurisdiction, state or federal agency or officer? Yes No

12 If the answer to 11a, 11b or 11c is "Yes," please attach to this registration a statement that provides the details of the action, together with the reason(s) for that denial, suspension, revocation, injunction, compliance agreement etc , including the state or jurisdiction involved, the dates and full copies of all related documents

Indicate the attachment of documents to this Registration/Verification Statement by checking this box

13. Is the organization currently I.R.S tax-exempt? Yes No
If "Yes," under which section of the code? 501C3

14. Has the organization's tax-exempt status been revoked, changed, or refused by the I R S ? Yes No
If "Yes," please attach to this registration a statement providing an explanation, including all of the facts, dates, and all letters and notices received from the I R S

15. Has the organization used an independent paid fund-raiser, fund-raising counsel or commercial co-venturer? Yes No
If "Yes," for what purpose(s) are funds being raised? _____

15a. If the answer to question 15 is "Yes," write in or provide a separate listing of the name(s) of all independent paid fund-raiser(s), fund-raising counsel and/or commercial co-venturer(s): _____

16. Provide on a separate sheet of paper the name, title, street address, telephone number and salary of each officer, director and trustee, and the five most-highly compensated employees in the organization

Indicate the attachment of documents to this Registration/Verification Statement by checking this box:

SEE STATEMENT 1

16a. Has any person listed in the response to question 16 been adjudged liable in any administrative or civil action, or been convicted in a criminal action involving theft, fraud or deceptive business practices? Yes No
If the response is "Yes," please provide all of the details on a separate sheet and also attach to this registration a copy of the order, judgment or other document(s) indicating final disposition of the matter

Please note: For the purpose of question 16a, a plea of guilty, non vult, nolo contendere or any similar disposition of the alleged activity shall be deemed a conviction. A judgment of liability in an administrative or civil action would include a finding or admission that the individual engaged in an unlawful practice relating to the solicitation of contributions or the administration of charitable assets.

We understand that this registration is being issued at the discretion of the Division of Consumer Affairs and agree that employees of the Division may inspect the records in the possession of this organization in order to ascertain compliance with the statute and all pertinent regulations. We also understand that we may be required to provide additional information if requested.

We hereby certify that the above information and the attached financial schedule(s) and statement(s) are true. We are aware that if any of the above statements are willfully false, we are subject to punishment

Signature _____ Name _____ Title _____ Date _____

Signature _____ Name _____ Title _____ Date _____

This form must be signed by two (2) authorized officers of the organization, including the chief financial officer

CRI-200 Short-Form Registration Verification Financial Statement

Note: If the financial value of a line item = 0, place a zero in the space provided.

Please report all figures as GROSS, not NET

Full legal name and street address of the organization

Full legal name. **THE GOODWIN FOUNDATION**

Fiscal year-end being reported. 12/31/2009 month day year Federal ID Number (EIN) 22-2882244

Mailing address:

200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ 08054
Mailing Address P O Box Number or Suite City State ZIP Code

Street address of the registering organization:

Street Address City State ZIP Code

New Jersey Charities Registration number: CH 0929000 -00 Telephone number (856) 235-2111
(include area code)

A. Revenue

Line A1 Contributions & Donations Includes but is not limited to individual and corporate contributions, donations, legacies, bequests and gross receipts from fundraising
A1a. Direct Public Support _____
A1b. Indirect Public Support (including donations from other charities) _____
A1c. **Gross Contributions** (add lines 1a and 1b) _____

Line A2. Government Grants _____

Line A3. Other Income

A3a. Membership dues and assessments _____
A3b. Interest and dividends _____
A3c. Program service revenue _____
A3d. Gain from sale of assets _____
A3e. Other income (please specify on a separate statement): **STMT 2** _____
A3f. Donations from founder(s) of private foundation _____
A3g. Total other income _____

Line A4. **Total Gross Revenue** (add lines A1c, A2 and A3g) _____

-343,725.

B. Expenses

Line B1 Program _____ **124,267.**
Line B2 Management, office and general expenses _____ **25,977.**
Line B3 Fund-raising expenses _____
Line B4 Payments to state/national affiliates (if applicable) _____

Line B5 **Total Expenses** (add lines B1, B2, B3 and B4) _____ **150,244.**

C. Excess or Deficit

Line C1 Excess or deficit for the year-end noted above (subtract line B5 from A4): _____ **-493,969.**

Please Note: The amount of Gross Contributions (line A1c on this form) determines the registration fee which must be paid and the form which should be used. July 2006 revisions to the Charities Registration Act now require all charities to pay a registration fee, including charities whose Gross Contributions are less than \$10,000. Further information for charity registrants may be found on our Web site <http://www.njconsumeraffairs.gov/ocp/charities.htm>

FORM CRI-200

LIST OF OFFICERS, DIRECTORS, TRUSTEES
AND FIVE MOST HIGHLY PAID EMPLOYEES

STATEMENT 1

NAME OF INDIVIDUAL

TITLE

TELEPHONE NO.

RICHARD GOODWIN

TRUSTEE

ADDRESS

385 FAIRWAY DR
SNOWMASS VILLAGE, CO 81615

SALARY

NAME OF INDIVIDUAL

TITLE

TELEPHONE NO.

JOANNE GOODWIN EDLEMAN

TRUSTEE

ADDRESS

5617 OAKMONT AVE
BETHESDA, MD 20817

SALARY

NAME OF INDIVIDUAL

TITLE

TELEPHONE NO.

JOHN GOODWIN

TRUSTEE

ADDRESS

111 MOUNTAINVIEW DR
MOUNT LAUREL, NJ 08054

SALARY

THE GOODWIN FOUNDATION

22-2882244

NAME OF INDIVIDUAL

TITLE

TELEPHONE NO.

ROBERT GOODWIN

TRUSTEE

ADDRESS

1608 VALLEY GLENN ROAD
ELKINS PARK, PA 19117

SALARY

FORM CRI-200

OTHER SOURCES OF SUPPORT

STATEMENT 2

OTHER SOURCE

AMOUNT

INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS
DIVIDENDS AND INTEREST FROM SECURITIES48,238.
47,402.

TOTAL INCLUDED ON FORM CRI-200, LINE A3E

95,640.

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization THE GOODWIN FOUNDATION	Employer identification number 22-2882244
	Number, street, and room or suite no. If a P O box, see instructions 200 COUNTRY CLUB PARKWAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOUNT LAUREL, NJ 08054	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

GOODWIN ENTERPRISES

- The books are in the care of ► **200 COUNTRY CLUB PARKWAY - MOUNT LAUREL, NJ 08054**

Telephone No. ► **856-235-3111**FAX No ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension

is for the organization's return for.

► calendar year **2009** or► tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return

 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,260.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 560.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 700.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2011)