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

2010

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

For calendar year 2010, 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

Name of foundation **THE GOODWIN FOUNDATION** A Employer identification number **22-2882244**Number and street (c P O box number if mail is not delivered to street address) **385 FAIRWAY DRIVE** Room/suite _____ B Telephone number **(856) 235-2118**City or town, state, and ZIP code **SNOWMASS VILLAGE, CO 81611** 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: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,060,656.** J Accounting method: Cash Accrual
 Other (specify) _____

E If private foundation status was terminated under section 507(b)(1)(A), check here ►
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		7,750.			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		48,643.	48,643.		STATEMENT 1
4 Dividends and interest from securities		69,196.	69,196.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		95,107.			
b Gross sales price for all assets on line 6a		1,046,873.			
7 Capital gain net income (from Part IV, line 2)			95,107.		
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		220,696.	212,946.	0.	
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	4,800.	4,800.	0.	0.
c Other professional fees	STMT 4	18,146.	18,146.	0.	0.
17 Interest					
18 Taxes	STMT 5	1,532.	777.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	100.	0.	0.	100.
24 Total operating and administrative expenses. Add lines 13 through 23		24,578.	23,723.	0.	100.
25 Contributions, gifts, grants paid		102,950.			102,950.
26 Total expenses and disbursements. Add lines 24 and 25		127,528.	23,723.	0.	103,050.
27 Subtract line 26 from line 12:		93,168.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			189,223.		
c Adjusted net income (if negative, enter -0-)				0.	

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		5,074.	1,202.	1,202.
	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 ►	0.	39,974.	39,974.	39,974.
Assets	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	3,081,126.	3,178,166.	4,019,480.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		3,126,174.	3,219,342.	4,060,656.
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 ► <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		3,126,174.	3,219,342.	
	30 Total net assets or fund balances		3,126,174.	3,219,342.	
	31 Total liabilities and net assets/fund balances		3,126,174.	3,219,342.	

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	3,126,174.
2 Enter amount from Part I, line 27a	2	93,168.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,219,342.
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	3,219,342.

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 MAIN ST GAIN SEE ATTACHED		P	VARIOUS	VARIOUS		
b MAIN LT GAIN SEE ATTACHED		P	VARIOUS	VARIOUS		
c HOLOCAUST LT GAIN SEE ATTACHED		P	VARIOUS	VARIOUS		
d ETHEL LAWRENCE LT GAIN SEE ATTACHED		P	VARIOUS	VARIOUS		
e CAPITAL GAINS DIVIDENDS						
(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 352,973.		331,538.	21,435.			
b 656,240.		599,773.	56,467.			
c 17,583.		16,211.	1,372.			
d 4,587.		4,244.	343.			
e 15,490.			15,490.			
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			
a			21,435.			
b			56,467.			
c			1,372.			
d			343.			
e			15,490.			
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	95,107.		
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))
2009	123,584.	3,287,880.	.037588
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

2 Total of line 1, column (d)

2 .183066

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 .036613

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 3,648,237.

5 Multiply line 4 by line 3

5 133,573.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,892.

7 Add lines 5 and 6

7 135,465.

8 Enter qualifying distributions from Part XII, line 4

8 103,050.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	3,784.		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 577.	6b	6c 4,000.		
b Exempt foreign organizations - tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld					
7 Total credits and payments. Add lines 6a through 6d					
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached					
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►	791. 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)? <i>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</i>	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	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.	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	3	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? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ	8b	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	9	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	10	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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

► 15N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

<input type="checkbox"/> <u>16</u>	<input type="checkbox"/> <u>Yes</u>	<input type="checkbox"/> <u>No</u>
	<input checked="" type="checkbox"/> X	

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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 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 X No Yes X No Yes X No Yes X No Yes X No

N/A

1b Yes X No Yes X No Yes X No

N/A

2b

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 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

 Yes X No Yes X No Yes X No

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 2010?

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 Yes X No Yes X No Yes X No Yes X No

N/A

3b Yes X No Yes X No Yes X No

N/A

3b Yes X No Yes X No

N/A

4a Yes X No Yes X No

N/A

4b

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

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

If "Yes" to 6b, file Form 8870

 Yes No

6b

X

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.
JOANNA GOODWIN 11 CLIFTON CT PIKESVILLE, MD 21208	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

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		
Total. Add lines 1 through 3		0.

Form 990-PF (2010)

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	3,698,737.
b Average of monthly cash balances	1b	5,057.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	3,703,794.
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	3,703,794.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,557.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,648,237.
6 Minimum investment return Enter 5% of line 5	6	182,412.

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	182,412.
2a Tax on investment income for 2010 from Part VI, line 5	2a	3,784.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,784.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	178,628.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	178,628.
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	178,628.

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	103,050.
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	103,050.
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	103,050.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				178,628.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	1,107.			
e From 2009				
f Total of lines 3a through e	1,107.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 103,050.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				103,050.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	1,107.			1,107.
6 Enter the net total of each column as indicated below:	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				74,471.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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	102,950.
<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.

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.	212,946.
13 Total. Add line 12, columns (b), (d), and (e)			13	212,946.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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) <input checked="" type="checkbox"/>	X
(2) Other assets	1a(2) <input checked="" type="checkbox"/>	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1) <input checked="" type="checkbox"/>	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2) <input checked="" type="checkbox"/>	X
(3) Rental of facilities, equipment, or other assets	1b(3) <input checked="" type="checkbox"/>	X
(4) Reimbursement arrangements	1b(4) <input checked="" type="checkbox"/>	X
(5) Loans or loan guarantees	1b(5) <input checked="" type="checkbox"/>	X
(6) Performance of services or membership or fundraising solicitations	1b(6) <input checked="" type="checkbox"/>	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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.		

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		

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.

**Sign
Here**

and complete. Declaration of preparer (other than taxpayer or fiduciary) is based

Signature of officer or trustee

8/8/11
Date

TRUSTEE

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Dat

Check if PTIN

self-employed

P00051704

MICHAEL VALUCCI, CPA

Firm's name ► LARSON ALLEN LLP

Firm's FIN ►

Firm's address ► 18 SENTRY PARK WEST, SUITE 300
ELIJAH BELL, PA 19422-2240

Phone no. 215-643-3900

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

SOURCE	AMOUNT
SCHWAB - MAIN ACCOUNT	48,643.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	48,643.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB - ETHEL LAWRENCE	3,559.	1,067.	2,492.
SCHWAB - HOLOCAUST ED.	7,775.	1,505.	6,270.
SCHWAB - MAIN ACCOUNT	73,352.	12,918.	60,434.
TOTAL TO FM 990-PF, PART I, LN 4	84,686.	15,490.	69,196.

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	4,800.	4,800.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,800.	4,800.	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	18,129.	18,129.	0.	0.
BANK FEES	17.	17.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	18,146.	18,146.	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	777.	777.	0.	0.
FEDERAL TAXES	700.	0.	0.	0.
NJ REGISTRATION	55.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,532.	777.	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
BENEFIT DINNER	100.	0.	0.	100.
TO FORM 990-PF, PG 1, LN 23	100.	0.	0.	100.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	3,178,166.	4,019,480.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,178,166.	4,019,480.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	8
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AARP FOUNDATION PO BOX 93207 LONG BEACH, CA 90809	DONATION	501C3	100.
ACTION AIDS 1216 ARCH ST, 6TH FLOOR PHILADELPHIA, PA 19107	DONATION	501C3	100.
ASPEN CAMP SCHOOL FOR THE DEAF PO BOX 1494 ASPEN, CO 81612	DONATION	501C3	200.
ASPEN INSTITUTE SUITE 700 ONE DUPONT CIRCLE NW WASHINGTON, DC 20036	DONATION	501C3	2,500.
ASPEN VALLEY SKI/SNOWBOARD CLUB PO BOX C-3 ASPEN, CO 81612	DONATION	501C3	2,500.
ALZHEIMERS DISEASE RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG, MD 20871	DONATION	501C3	100.
AMERICAN CIVIL LIBERTIES UNION 125 BROAD ST, 18TH FLOOR NEW YORK, NY 10004	DONATION	501C3	50.
ANTI DEFAMATION LEAGUE ONE PENN CTR, STE 1160 1617 JFK BLVD PHILADELPHIA, PA 19103	DONATION	501C3	50.

THE GOODWIN FOUNDATION

22-2882244

ARC OF BURLINGTON COUNTY 115 E BROAD ST BURLINGTON, NJ 08016	DONATION	501C3	100.
ASPCA 424 E 92ND ST NEW YORK, NY 10128	DONATION	501C3	250.
ASPEN COMMUNITY FOUNDATION 110 EAST HALLAM ST STE 126 ASPEN, CO 81611	DONATION	501C3	1,000.
ASPEN JEWISH CONGREGATION 77 MEADOWOOD DRIVE ASPEN, CO 81611	DONATION	501C3	1,200.
ASPEN MUSIC FESTIVAL & SCHOOL 2 MUSIC SCHOOL ROAD ASPEN, CO 81611	DONATION	501C3	5,000.
MIDDLE EAST PEACE DIALOGUE NETWORK 200 COUNTRY CLUB LANE MT LAUREL, NJ 08054	DONATION	501C3	26,000.
BLUE AND GOLD NAVAL ACADEMY 566 BROWNSON ROAD ANNAPOLIS, MD 21402	DONATION	501C3	100.
BRADY CENTER 1225 EYE ST NW STE 1100 WASHINGTON, DC 20005	DONATION	501C3	100.
BUDDY PROGRAM 110 EAST HALLAM ST STE 126 ASPEN, CO 81611	DONATION	501C3	1,250.
CARTER CENTER ONE COPENHILL 453 FREEDOM PKWY ATLANTA, GA 30307	DONATION	501C3	100.

THE GOODWIN FOUNDATION

22-2882244

CENTRAL ASIA INSTITUTE PO BOX 7209	BOZEMAN, MT 59771	DONATION	501C3	50.
USO DEPT WS PO BOX 96860 WASHINGTON, DC 20090		DONATION	501C3	50.
DOCTORS WITHOUT BORDERS PO BOX 5023	HAGERSTOWN, MD 21741	DONATION	501C3	100.
DOWNTOWN UNITED PRESBYTERIAN CHURCH 121 N FITZHUGH ST	ROCHESTER, NY 14614	DONATION	501C3	100.
DWIGHT SCHOOL FOUNDATION 291 CENTRAL PARK W FLOOR 1	NEW YORK, NY 10132	DONATION	501C3	500.
FAMILY SERVICE 770 WOODLANE RD	MT HOLLY, NJ 08060	DONATION	501C3	500.
FRIENDS OF NEW ORLEANS 4536 N 25TH ROAD	ARLINGTON, VA 22207	DONATION	501C3	450.
FRITZ INSTITUTE 50 FREMONT ST STE 1150	SAN FRANCISO, CA 94105	DONATION	501C3	500.
FULLER CENTER FOR HOUSING PO BOX 523	AMERICUS, GA 31709	DONATION	501C3	100.
JEWISH FEDERATION OF SOUTHERN NJ 1301 SPRINGDALE RD STE 200 CHERRY HILL, NJ 08003		DONATION	501C3	10,500.

THE GOODWIN FOUNDATION

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HAITICHOILDREN.ORG 201 NORTH MILL ST STE 201 ASPEN, CO 81611	DONATION	501C3	200.
HUGSS PO BOX 5773 FORT HOOD, TX 76544	DONATION	501C3	1,000.
INSTITUTE OF NOETIC SCIENCES 101 SAN ANTONIO RD PETALUMA, CA 94952	DONATION	501C3	100.
J STREET EDUCATION FUND 1828 L STREET NEW STE 240 WASHINGTON, DC 20036	DONATION	501C3	25,300.
JEWISH COMMUNITY VOICE 1301 SPRINGDALE RD STE 200 CHERRY HILL, NJ 08003	DONATION	501C3	100.
JEWISH DEAF CONGRESS 12 WEDGEWOOD LANE ST LOUIS, MO 63141	DONATION	501C3	500.
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 SEVENTH AVE 19TH FLOOR NEW YORK, NY 10001	DONATION	501C3	50.
JDRF 1415 RT 70 E STE 311 CHERRY HILL, NJ 08034	DONATION	501C3	250.
KIMMEL CANCER CENTER 233 S 10TH ST PHILADELPHIA, PA 19107	DONATION	501C3	5,000.
LITTLE SISTERS OF THE POOR 3629 W 29TH AVE DENVER, CO 80211	DONATION	501C3	200.

THE GOODWIN FOUNDATION

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LITTLE STAR FOUNDATION 256 RANCHO MILAGRO WAY HESPERUS, CO 81326	DONATION	501C3	100.
MAKE A WISH FOUNDATION 7951 MAPLEWOOD AVE STE 126 GREENWOOD VILLAGE, CO 80111	DONATION	501C3	100.
MOUNTAIN RESCUE ASPEN 630 WEST MAIN ST ASPEN, CO 81611	DONATION	501C3	50.
MUSCULAR DISTROPHY 3300 E SUNRISE DR TUSCON, AZ 85718	DONATION	501C3	50.
NEIGHBOR TO NEIGHBOR PO BOX 1639 ASPEN, CO 81612	DONATION	501C3	300.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206	DONATION	501C3	1,000.
NATIONAL INSTITUTE FOR SCIENCE 2475 BROADWAY #207 BOULDER, CO 80304	DONATION	501C3	500.
NORTHWEST CO VISITING NURSES 940 CENTRAL PARK DRIVE STEAMBOAT SPRINGS, CO 80487	DONATION	501C3	100.
PA BALLET 1101 SOUTH BROAD ST PHILADELPHIA, PA 19147	DONATION	501C3	50.
PLANNED PARENTHOOD 317 BROADWAY CAMDEN, NJ 08103	DONATION	501C3	200.

THE GOODWIN FOUNDATION

22-2882244

PROJECT HOPE 255 CARTER HALL LANE VA 22646	DONATION	501C3	50.
RESOURCE FIRST FOUNDATION 189 MAIN ST 04096	DONATION	501C3	1,000.
ROCKING THE BOAT 812 EDGEWATER ROAD 10474	DONATION	501C3	200.
ROCKY MOUNTAIN INSTITUTE 1739 SNOWMASS CREEK ROAD SNOWMASS, CO 81654	DONATION	501C3	100.
RUTGERS UNIVERSITY 401 COOPER ST 2ND FL 08102	DONATION	501C3	1,000.
SIMON WEISENTHAL CENTER 1399 ROXBURY DR 90035	DONATION	501C3	50.
SMILE TRAIN 41 MADISON AVE 28TH FLOOR YORK, NY 10010	DONATION	501C3	200.
SNOWMASS WILDCAT FIRE PROTECTIONS PO BOX 6436 SNOWMASS, CO 81615	DONATION	501C3	1,000.
SURVIVOR CORP 2100 M ST NW STE 302 WASHINGTON, DC 20037	DONATION	501C3	500.
SYRACUSE CANCER RESEARCH 600 E GENESEE ST SYRACUSE, NY 13202	DONATION	501C3	1,200.

THE GOODWIN FOUNDATION

22-2882244

TRICKLE UP PROGRAM 104 W 27TH ST 12TH FLOOR NEW YORK, NY 10001	DONATION	501C3	50.
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	DONATION	501C3	50.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	DONATION	501C3	3,000.
UNITED JEWISH APPEAL ASPEN PO BOX 8590 ASPEN, CO 81615	DONATION	501C3	600.
URIAH P LEVY CENTER & JEWISH CHAPEL 326 FIRST ST, STE 11 ANNAPOLIS, MD 21403	DONATION	501C3	2,500.
TOUR FOR THE CURE 1020 WALNUT STREET PHILADELPHIA, PA 19107	DONATION	501C3	2,750.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>102,950.</u>

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	Name of exempt organization THE GOODWIN FOUNDATION	Employer identification number 22-2882244
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 385 FAIRWAY DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SNOWMASS VILLAGE, CO 81611	

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

0 4

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
AUGUST 15, 2011 to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► calendar year 2010 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	\$ 4,577.
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	\$ 577.
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	\$ 4,000.

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)