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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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE GOODWIN FOUNDATION

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

P.O. 943

Room/suite

City or town, state, and ZIP code

ATCO, NJ 08004

G Check all that apply:

Initial return       Initial return of a former public charity  
 Final return       Amended return  
 Address change       Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust       Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16)      J Accounting method:  Cash       Accrual  
 (from Part II, col. (c), line 16)       Other (specify) \_\_\_\_\_

► \$ 3,696,618. (Part I, column (d) must be on cash basis)

A Employer identification number

22-2882244

B Telephone number

(856) 235-2118

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	30,277.	30,277.		STATEMENT 1
	4 Dividends and interest from securities	59,258.	59,258.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	295,845.			
	b Gross sales price for all assets on line 6a	2,559,717.			
	7 Capital gain net income (from Part IV, line 2)		295,845.		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	710.	710.	0.	STATEMENT 3
	12 Total Add lines 1 through 11	386,090.	386,090.	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 4	5,475.	5,475.	0.
	c Other professional fees	STMT 5	20,126.	20,126.	0.
	17 Interest	STMT 6	8,285.	1,276.	0.
	18 Taxes	STMT 7	47.	47.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 8	33,933.	26,924.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		54,074.		54,074.
	25 Contributions, gifts, grants paid				
	26 Total expenses and disbursements. Add lines 24 and 25		88,007.	26,924.	0.
	27 Subtract line 26 from line 12:		298,083.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		359,166.		
	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		1,202.	5,317.	5,317.
	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.		0.	39,974.	39,974.
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	3,178,166.	3,472,134.	3,651,327.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		3,219,342.	3,517,425.	3,696,618.
	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		3,219,342.	3,517,425.	
	30 Total net assets or fund balances		3,219,342.	3,517,425.	
	31 Total liabilities and net assets/fund balances		3,219,342.	3,517,425.	

## 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 3,219,342.
2 Enter amount from Part I, line 27a	2 298,083.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 3,517,425.
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 3,517,425.

**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.)
a					
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 2,559,717.		2,263,872.	295,845.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e			295,845.		
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	295,845.	
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.

 Yes  No

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

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))
2010	103,050.	3,648,237.	.028247
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

2 Total of line 1, column (d)

2 .204683

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 .040937

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 3,912,135.

5 Multiply line 4 by line 3

5 160,151.

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

6 3,592.

7 Add lines 5 and 6

7 163,743.

8 Enter qualifying distributions from Part XII, line 4

8 54,074.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	}	1	7,183.																																																																																																																																																																																																																																																																																																																																																
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 ► <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-)	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115	116	117	118	119	120	121	122	123	124	125	126	127	128	129	130	131	132	133	134	135	136	137	138	139	140	141	142	143	144	145	146	147	148	149	150	151	152	153	154	155	156	157	158	159	160	161	162	163	164	165	166	167	168	169	170	171	172	173	174	175	176	177	178	179	180	181	182	183	184	185	186	187	188	189	190	191	192	193	194	195	196	197	198	199	200	201	202	203	204	205	206	207	208	209	210	211	212	213	214	215	216	217	218	219	220	221	222	223	224	225	226	227	228	229	230	231	232	233	234	235	236	237	238	239	240	241	242	243	244	245	246	247	248	249	250	251	252	253	254	255	256	257	258	259	260	261	262	263	264	265	266	267	268	269	270	271	272	273	274	275	276	277	278	279	280	281	282	283	284	285	286	287	288	289	290	291	292	293	294	295	296	297	298	299	300	301	302	303	304	305	306	307	308	309	310	311	312	313	314	315	316	317	318	319	320	321	322	323	324	325	326	327	328	329	330	331	332	333	334	335	336	337	338	339	34

## Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► GOODWIN ENTERPRISES Located at ► 200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ	Telephone no. ► 856-235-3111	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
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X

## Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 2010	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b X	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b N/A	
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 2011?	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,968,788.
b	Average of monthly cash balances	1b	2,923.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,971,711.
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	3,971,711.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,576.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,912,135.
6	Minimum investment return. Enter 5% of line 5	6	195,607.

**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	195,607.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,183.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,183.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	188,424.
4	Recoveries of amounts treated as qualifying distributions	4	20,397.
5	Add lines 3 and 4	5	208,821.
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	208,821.

**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	54,074.
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	54,074.
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	54,074.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				208,821.
2 Undistributed income, if any, as of the end of 2011			74,471.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 54,074.			54,074.	
a Applied to 2010, 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 2011 distributable amount				0.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3i, 4c, and 4e Subtract line 5		0.		
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				20,397.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				208,821.
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 2006 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

**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 2011, enter the date of the ruling .. ►  4942(j)(3) or  4942(j)(5)

**b** Check box to indicate whether the foundation is a private operating foundation described in section

		Prior 3 years				(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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	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 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:

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

c. Any submission deadlines:

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

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
<b>a Paid during the year</b>				
AMERICAN FRIENDS OF UNRWA 1889 F STREET NW 3RD FLOOR <u>WASHINGTON, DC 20006</u>		501C3	DONATION	200.
ASPEN INSTITUTE SUITE 700 ONE DUPONT CIRCLE NW <u>WASHINGTON, DC 20036</u>		501C3	DONATION	3,500.
ASPEN VALLEY SKI/SNOWBOARD CLUB PO BOX C-3 <u>ASPEN, CO 81612</u>		501C3	DONATION	499.
CONGREGATION BETH EL 8000 MAIN ST <u>VOORHEES, NJ 08043</u>		501C3	DONATION	500.
FRIENDS OF JEWISH CHAPEL 326 FIRST ST, STE 22 <u>ANNAPOLIS, MD 21403</u>		501C3	DONATION DONATION	4,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 54,074.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## 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		
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			14	30,277.
4 Dividends and interest from securities			14	59,258.
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			03	710.
8 Gain or (loss) from sales of assets other than inventory			18	295,845.
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.	386,090.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	386,090.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



## THE GOODWIN FOUNDATION

22-2882244

## Part XV | Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
JAPAN SOCIETY 333 EAST 47TH ST NEW YORK, NY 10017		501C3	DONATION	5,000.
J STREET EDUCATION FUND 1828 L STREET NEW STE 240 WASHINGTON, DC 20036		501C3	DONATION	25,000.
LEUKEMIA AND LYMPHOMA 1311 MAMARONECK AVE, STE 310 WHITE PLAINS, NY 10605		501C3	DONATION	1,250.
MOUNTAIN RESCUE ASPEN 630 WEST MAIN ST ASPEN, CO 81611		501C3	DONATION	100.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206		501C3	DONATION	1,000.
NATIONAL MUSEUM AMERICAN JEWISH HISTORY 101 S. INDEPENDENCE MALL EAST PHILADELPHIA, PA 19106		501C3	DONATION	1,500.
ONE MILLION ACTS OF KINDNESS PO BOX 1000 GATES MILLS, OH 44040		501C3	DONATION	200.
ROCKING THE BOAT 812 EDGEWATER ROAD BRONX, NY 10474		501C3	DONATION	1,300.
SHARE OUR STRENGTH 1730 M STREET NW, STE 700 WASHINGTON, DC 20036		501C3	DONATION	250.
SISTER SOMALIA PO BOX 28427 PORTLAND, OR 97228		501C3	DONATION	500.
<u>Total from continuation sheets</u>				45,375.

## THE GOODWIN FOUNDATION

22-2882244

## Part XV | Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
SOUTHERN POVERTY 400 WASHINGTON AVE MONTGOMERY, AL 36104		501C3	DONATION	25.
SYRACUSE CANCER RESEARCH 600 E GENESEE ST SYRACUSE, NY 13202		501C3	DONATION	3,000.
TANENBAUM 254 W 31ST ST, 7TH FLOOR NEW YORK, NY 10001		501C3	DONATION	2,500.
THEATRE ASPEN 110 E HALLAM ST ASPEN, CO 81611		501C3	DONATION	850.
UNITED JEWISH APPEAL ASPEN PO BOX 8590 ASPEN, CO 81615		501C3	DONATION	500.
UNITED WAY WORLDWIDE 701 N FAIRFAX ST ALEXANDRIA, VA 22314		501C3	DONATION	750.
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024		501C3	DONATION	50.
USO DEPT WS PO BOX 96860 WASHINGTON, DC 20090		501C3	DONATION	100.
GLOBAL ABILITIES FOUNDATION TWO COPPER TREE COURT MOUNT LAUREL, NJ 08054		501C3	DONATION	500.
ZERO (PROJECT TO END PROSTATE CANCER) 10 G STREET NE ST 601 WASHINGTON, DC 20002		501C3	DONATION	1,000.
<b>Total from continuation sheets</b>				

## 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	MAIN (1234) ST SEE ATTACHED	P	VARIOUS	VARIOUS
b	MAIN (1234) LT SEE ATTACHED	P	VARIOUS	VARIOUS
c	MAIN (1234) LT SEE ATTACHED	P	VARIOUS	VARIOUS
d	ETHEL LAWRENCE (8952) LT SEE ATTACHED	P	03/19/09	09/23/11
e	HOLOCAUST (4565) LT SEE ATTACHED	P	03/19/09	09/23/11
f	CAPITAL GAINS DIVIDENDS			
g				
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 840,628.		867,149.	-26,521.
b 1,630,760.		1,362,738.	268,022.
c 48,087.		23,985.	24,102.
d 9,401.		5,000.	4,401.
e 9,401.		5,000.	4,401.
f 21,440.			21,440.
g			
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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-26,521.
b			268,022.
c			24,102.
d			4,401.
e			4,401.
f			21,440.
g			
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	295,845.
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	30,277.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	30,277.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB - ETHEL LAWRENCE	3,479.	1,490.	1,989.
SCHWAB - HOLOCAUST ED.	6,856.	1,351.	5,505.
SCHWAB - MAIN ACCOUNT	70,363.	18,599.	51,764.
TOTAL TO FM 990-PF, PART I, LN 4	80,698.	21,440.	59,258.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	710.	710.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	710.	710.	0.

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	5,475.	5,475.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,475.	5,475.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	20,085.	20,085.	0.	0.
BANK FEES	41.	41.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	20,126.	20,126.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,276.	1,276.	0.	0.
FEDERAL TAXES	7,009.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	8,285.	1,276.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	47.	47.	0.	0.
TO FORM 990-PF, PG 1, LN 23	47.	47.	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	3,472,134.	3,651,327.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,472,134.	3,651,327.

**Goodwin Foundation  
(Ethel Lawrence Trust Fund)  
REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

**Account # \*\*\*\*- 8952**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
<b>Long Term Gain/Loss</b>							
325.733	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-19-09	09-23-11	9,400.65	5,000.00		4,400.65
	<b>TOTAL PROCEEDS</b>			9,400.65	5,000.00		

**IMPORTANT:**

*For securities transferred into the account, Obermeyer Asset Management attempts to ascertain and verify cost basis information from the client or third party but cannot guarantee its accuracy. Therefore, please review this report carefully prior to filing any tax return using this data. Gains and losses are generally calculated on a minimum gain basis.*

*Please see 1099 report for dividend, interest, mutual fund distributions and other tax related information. 1099 reports are supplied by the custodian and are subject to revisions.*

*Please feel free to contact Obermeyer at (970) 925-8747 with any questions.*

**Goodwin Foundation**  
**(Richard Goodwin Holocaust Education Trust Fund)**  
**REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

*Account # \*\*\*\*- 4565*

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
<b>Long Term Gain/Loss</b>							
325 733	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-19-09	09-23-11	9,400.65	5,000.00		4,400.65
<b>TOTAL PROCEEDS</b>				9,400.65	5,000.00		

**IMPORTANT:**

*For securities transferred into the account, Obermeyer Asset Management attempts to ascertain and verify cost basis information from the client or third party but cannot guarantee its accuracy. Therefore, please review this report carefully prior to filing any tax return using this data. Gains and losses are generally calculated on a minimum gain basis.*

*Please see 1099 report for dividend, interest, mutual fund distributions and other tax related information. 1099 reports are supplied by the custodian and are subject to revisions.*

*Please feel free to contact Obermeyer at (970) 925-8747 with any questions.*

**Goodwin Foundation  
Josiah DuBois Memorial Trust Fund  
REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

**Account # \*\*\*\*- 5566**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

*Account # \*\*\*\*- 1234*

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
<b>Short Term Gain/Loss</b>							
13,756 885	ABERDEEN FDS ASIA BD INSTL	08-16-10	02-08-11	149,074.68	150,000.00	-925.32	
50,000	ALTRIA GROUP INC 8 500% Due 11-10-13	07-28-10	02-09-11	58,575.00	59,495.50	-920.50	
75,000	WELLS FARGO CO MTN BE 3 750% Due 10-01-14	02-01-11	02-09-11	78,068.00	79,114.00	-1,046.00	
50,000	LUBRIZOL CORP 5.500% Due 10-01-14	11-03-10	02-24-11	53,650.00	56,233.50	-2,583.50	
100,000	WESTERN UN CO 6 500% Due 02-26-14	08-04-10	02-24-11	110,875.00	113,812.00	-2,937.00	
50,000	PRESIDENT&FELLOW HARVARD COLL 6 300% Due 10-01-37	07-22-10	03-02-11	53,487.50	56,275.00	-2,787.50	
50,000	REYNOLDS AMERICAN INC 7 300% Due 07-15-15	07-19-10	03-02-11	56,475.00	57,069.50	-594.50	
945 000	RALCORP HOLDINGS INC NEW	02-09-11	05-05-11	84,435.95	60,416.19	24,019.76	
718 901	OPPENHEIMER DEVELOPING MARKETS FUND CL A	02-24-11	08-11-11	22,954.51	24,277.29	-1,322.78	
325 000	BHP BILLITON LTD	03-02-11	09-23-11	22,091.16	30,794.90	-8,703.74	
115,000	CHICAGO MERCANTILE EXCHANGE	02-09-11	09-23-11	29,723.67	34,971.48	-5,247.81	
2,242 307	OPPENHEIMER DEVELOPING MARKETS FUND CL A	02-24-11	09-23-11	64,712.98	75,722.71	-11,009.73	
1,418 037	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-03-11	09-23-11	40,924.55	50,000.00	-9,075.45	
510,000	POTLATCH CORPORATION NEW	02-24-11	09-23-11	15,580.37	18,966.67	-3,386.30	
				840,628.37	867,148.74	-26,520.37	
<b>Long Term Gain/Loss</b>							
7,261 49	FNMA REMIC TR 1997-M9 6 520% Due 07-25-16	05-12-09	01-25-11	7,261.49	7,642.72	-381.23	
850 000	DEERE & CO	03-19-09	01-28-11	76,705.40	27,293.10	49,412.30	
50,000	WELLS FARGO BK N A 6 450% Due 02-01-11	04-16-09	02-01-11	50,000.00	51,025.00	-1,025.00	
75,000	DEVON FING CORP U L C 6 875% Due 09-30-11	03-10-09	02-08-11	77,825.00	78,529.00	-704.00	
5,810 056	CALAMOS CONVERTIBLE FUND CLASS A	01-14-09	02-08-11	118,931.85	83,200.00	35,731.85	
2,440 513	CALAMOS CONVERTIBLE FUND CLASS A	05-28-09	02-08-11	49,957.30	40,000.00	9,957.30	
17,269 597	LORD ABBETT INCT TR SH DURA INCM I	05-18-09	02-08-11	79,217.50	75,000.00	4,217.50	
5,872 483	OPPENHEIMER INTL BOND FUND	12-16-04	02-08-11	37,877.52	35,000.00	2,877.52	
4,159.734	OPPENHEIMER INTL BOND FUND	12-20-04	02-08-11	26,830.28	25,000.00	1,830.28	
12,396 694	OPPENHEIMER INTL BOND FUND	12-28-04	02-08-11	79,958.68	75,000.00	4,958.68	
6,216.216	OPPENHEIMER INTL BOND FUND	08-12-05	02-08-11	40,094.59	36,800.00	3,294.59	

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

**Account # \*\*\*\*- 1234**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
4,222.973	OPPENHEIMER INTL BOND FUND	01-17-07	02-08-11	27,238 18	25,000 00		2,238 18
3,273.906	OPPENHEIMER INTL BOND FUND	06-11-07	02-08-11	21,116 69	20,200 00		916 69
1,775.000	SPDR INTL INFLATION GOVT ETF	01-14-09	02-08-11	103,485 76	82,923 28		20,562 48
75,000	HYDRO-QUEBEC (US\$) 4 200% Due 08-15-31	09-12-06	02-08-11	88,591 64	78,444 76		10,146 88
100,000	AVNET INC 5 875% Due 03-15-14	01-28-10	02-24-11	107,275 00	107,302.00		-27 00
174.03	FNMA REMIC TR 1997-M9 6.520% Due 07-25-16	05-12-09	02-25-11	174.03	183.17		-9.14
283.86	FNMA POOL #255175 4 500% Due 03-01-14	03-18-04	02-25-11	283.86	294.29		-10.43
211.35	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	02-25-11	211.35	221.19		-9.84
43.66	FNMA POOL 888244 FLT 2 588% Due 06-01-35	08-13-09	02-25-11	43.66	43.93		-0.27
50,000	PRESIDENT&FELLOW HARVARD COLL 6 300% Due 10-01-37	02-26-10	03-02-11	53,487 50	53,393 25		94.25
2,169.152	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-19-09	03-18-11	74,185 00	33,296 48		40,888.52
175.15	FNMA REMIC TR 1997-M9 6 520% Due 07-25-16	05-12-09	03-25-11	175.15	184.35		-9.20
277.65	FNMA POOL #255175 4 500% Due 03-01-14	03-18-04	03-25-11	277.65	287.85		-10.20
173.66	FNMA POOL #545563 5.500% Due 11-01-13	04-10-03	03-25-11	173.66	181.75		-8.09
38.25	FNMA POOL 888244 FLT 2 588% Due 06-01-35	08-13-09	03-25-11	38.25	38.49		-0.24
50,000	WESTERN OIL SANDS INC - MARATHON OIL 8 375% Due 05-01-12	01-22-09	03-31-11	54,025 50	51,525 00		2,500.50
10,440.98	FNMA REMIC TR 1997-M9 6.520% Due 07-25-16	05-12-09	04-25-11	10,440.98	10,989.13		-548.15
309.18	FNMA POOL #255175 4 500% Due 03-01-14	03-18-04	04-25-11	309.18	320.54		-11.36
182.77	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	04-25-11	182.77	191.28		-8.51
55.01	FNMA POOL 888244 FLT 2 588% Due 06-01-35	08-13-09	04-25-11	55.01	55.35		-0.34
758.89	FNMA REMIC TR 1997-M9 6 520% Due 07-25-16	05-12-09	05-25-11	758.89	798.73		-39.84
302.97	FNMA POOL #255175 4 500% Due 03-01-14	03-18-04	05-25-11	302.97	314.11		-11.14
194.54	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	05-25-11	194.54	203.60		-9.06
34.44	FNMA POOL 888244 FLT 2.588% Due 06-01-35	08-13-09	05-25-11	34.44	34.66		-0.22
75,000	AUSTRALIAN GOVT (5 75%) 5 750% Due 06-15-11	12-15-09	06-15-11	79,957 50	69,557 94		10,399.56

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

**Account # \*\*\*\*- 1234**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
45,210 61	FNMA POOL 888244 FLT 2 588% Due 06-01-35	08-13-09	06-21-11	46,086.50	45,493.17		593.33
5,309 59	FNMA POOL #255175 4.500% Due 03-01-14	03-18-04	06-22-11	5,574.22	5,504.74		69.48
2,655 67	FNMA REMIC TR 1997-M9 6 520% Due 07-25-16	05-12-09	06-25-11	2,655.68	2,795.09		-139.41
154 98	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	06-25-11	154.98	162.20		-7.22
278 47	FNMA POOL #255175 4 500% Due 03-01-14	03-18-04	06-25-11	278.47	288.70		-10.23
745 43	FNMA POOL 888244 FLT 2 588% Due 06-01-35	08-13-09	06-25-11	745.43	750.09		-4.66
161 39	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	07-25-11	161.39	168.90		-7.51
1,088 177	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-19-09	08-11-11	34,745.49	16,703.52		18,041.97
435 000	BHP BILLITON LTD	05-12-09	08-12-11	35,225.37	22,556.55		12,668.82
160 67	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	08-25-11	160.67	168.15		-7.48
125,000	CANADA GOVT (US\$) 1.000% Due 09-01-11	08-11-09	09-01-11	127,854.09	112,624.02		15,230.07
110 000	BHP BILLITON LTD	05-12-09	09-23-11	7,477.01	5,703.95		1,773.06
85 000	CHICAGO MERCANTILE EXCHANGE	04-22-10	09-23-11	21,969.67	27,907.35		-5,937.68
445 000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	13,594.62	9,699.74		3,894.88
200 000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	6,109.94	4,359.44		1,750.50
200 000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	6,109.94	4,358.64		1,751.30
100.000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	3,054.97	2,179.66		875.31
100 000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	3,054.97	2,178.72		876.25
100 000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	3,054.97	2,178.72		876.25
100 000	POTLATCH CORPORATION NEW	03-19-09	09-23-11	3,054.97	2,178.72		876.25
890 000	POTASH CORP SASK INC	03-19-09	09-23-11	41,279.85	23,593.92		17,685.93
171 75	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	09-25-11	171.75	179.75		-8.00
158 72	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	10-25-11	158.72	166.11		-7.39
196 76	FNMA POOL #545563 5.500% Due 11-01-13	04-10-03	11-25-11	196.76	205.92		-9.16
150.55	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	12-25-11	150.55	157.56		-7.01
				1,630,759.75	1,362,738.29		268,021.46
<b>Gain/Loss on Collectibles</b>							
290	STREETTRACKS GOLD TR	10-03-08	11-01-11	48,087.41	23,985.24		24,102.17
				48,087.41	23,985.24		24,102.17

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**

*From 01-01-11 Through 12-31-11*

**Account # \*\*\*\*- 1234**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
TOTAL PROCEEDS				2,519,475 53	2,253,872 27		

**IMPORTANT:**

*For securities transferred into the account, Obermeyer Asset Management attempts to ascertain and verify cost basis information from the client or third party but cannot guarantee its accuracy. Therefore, please review this report carefully prior to filing any tax return using this data. Gains and losses are generally calculated on a minimum gain basis.*

*Please see 1099 report for dividend, interest, mutual fund distributions and other tax related information. 1099 reports are supplied by the custodian and are subject to revisions.*

*Please feel free to contact Obermeyer at (970) 925-8747 with any questions.*

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  X
- 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](http://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  X*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 or other filer, see instructions  <b>THE GOODWIN FOUNDATION</b>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> <b>22-2882244</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.  <b>P.O. 943</b>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions  <b>ATCO, NJ 08004</b>	

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	01	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  X
- 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, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

►  calendar year **2011** 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	\$ <b>9,200.</b>
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	\$ <b>3,800.</b>
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	\$ <b>5,400.</b>

**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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)