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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		A Employer identification number 22-2882244
Number and street (or P.O. box number if mail is not delivered to street address) P.O. 943	Room/suite	B Telephone number (856) 235-2118
City or town, state, and ZIP code ATCO, NJ 08004		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,696,618.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				
	10a 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.	0.
	c Other professional fees STMT 5	20,126.	20,126.	0.	0.
	17 Interest				
	18 Taxes STMT 6	8,285.	1,276.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	47.	47.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	33,933.	26,924.	0.	0.
	25 Contributions, gifts, grants paid	54,074.			54,074.
26 Total expenses and disbursements. Add lines 24 and 25	88,007.	26,924.	0.	54,074.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	298,083.				
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

Assets	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.			
		Less: allowance for doubtful accounts ▶ 0.	39,974.	39,974.	39,974.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	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			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	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	3,219,342.	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.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 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.

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))
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. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	7,183.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	7,183.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	7,183.
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 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,400.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	11.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,006.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 2,006. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>GOODWIN ENTERPRISES</u> Located at ► <u>200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ</u> Telephone no. ► <u>856-235-3111</u> ZIP+4 ► <u>08054</u>			
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 ► <u>15</u> <u>N/A</u>			
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 ► <u>N/A</u>	1b	
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 ► <u>2010</u>	<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:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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

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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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				
a Enter amount for 2010 only			74,471.	
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.				
a Applied to 2010, but not more than line 2a			54,074.	
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 3f, 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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(e) Total

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:

d 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN FRIENDS OF UNRWA 1889 F STREET NW 3RD FLOOR WASHINGTON, DC 20006		501C3	DONATION	200.
ASPEN INSTITUTE SUITE 700 ONE DUPONT CIRCLE NW WASHINGTON, DC 20036		501C3	DONATION	3,500.
ASPEN VALLEY SKI/SNOWBOARD CLUB PO BOX C-3 ASPEN, CO 81612		501C3	DONATION	499.
CONGREGATION BETH EL 8000 MAIN ST VOORHEES, NJ 08043		501C3	DONATION	500.
FRIENDS OF JEWISH CHAPEL 326 FIRST ST, STE 22 ANNAPOLIS, MD 21403		501C3	DONATION	4,000.
Total	SEE CONTINUATION SHEET(S)			54,074.
b Approved for future payment				
NONE				
Total				0.

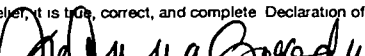
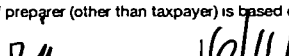
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		10/11/12 Date		TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name MICHAEL VALUCCI, CPA		Preparer's signature 		Check <input type="checkbox"/> if self-employed	
	Firm's name CLIFTONLARSONALLEN LLP		Date 6-06-12		PTIN P00051704	
	Firm's address 610 W. GERMANTOWN PIKE, STE 400 PLYMOUTH MTG, PA 19462				Firm's EIN 23-2932984	
					Phone no. 215-643-3900	

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
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.
Total from continuation sheets				45,375.

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.
Total from continuation sheets				

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
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
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
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
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
Long Term Gain/Loss							
325.733	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-19-09	09-23-11	9,400 65	5,000 00		4,400 65
TOTAL PROCEEDS				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**

						Gain Or Loss	
Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Short Term	Long Term
Long Term Gain/Loss							
325 733	OPPENHEIMER DEVELOPING MARKETS FUND CL A	03-19-09	09-23-11	9,400 65	5,000 00		4,400 65
TOTAL PROCEEDS				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

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

OMB No 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE GOODWIN FOUNDATION	<input checked="" type="checkbox"/> 22-2882244
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. 943	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ATCO, NJ 08004	

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

04

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 ☐
- 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	\$ 9,200.
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	\$ 3,800.
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	\$ 5,400.

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)