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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 11/01, 2011, and ending 10/31, 2012

LEO GOODWIN FOUNDATION, INC.
800 CORPORATE DRIVE #500
FORT LAUDERDALE, FL 33334A Employer identification number
52-6054098B Telephone number (see the instructions)
954-772-6863C 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 ☐G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH 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, column (c), line 16)
\$ 15,549,757.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (att sch)	25,000.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	574.	574.		
	4 Dividends and interest from securities	284,895.	284,895.		
	5a Gross rents	60,346.	60,346.		
	b Net rental income or (loss) -34,580.				
	6a Net gain/(loss) from sale of assets not on line 10	-195,562.			
	b Gross sales price for all assets on line 6a 2,859,323.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	SEE STATEMENT 1	-180,382.	-180,382.		
12 Total. Add lines 1 through 11		-5,129.	165,433.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	450,000.	150,000.		300,000.
	14 Other employee salaries and wages	94,600.	62,400.		32,200.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	12,750.			
	c Other prof fees (attach sch) SEE ST 3	134,245.	134,245.		
	17 Interest	60,548.	60,548.		
	18 Taxes (attach schedule) (see instructions) SEE STM 4	24,593.	21,044.		3,549.
	19 Depreciation (attach sch) and depletion	56,228.	55,799.		
	20 Occupancy	27,825.			
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	77,338.	39,127.		
	24 Total operating and administrative expenses. Add lines 13 through 23	938,127.	523,163.		335,749.
	25 Contributions, gifts, grants paid PART XV	530,580.			530,580.
26 Total expenses and disbursements. Add lines 24 and 25	1,468,707.	523,163.	0.	866,329.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,473,836.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	150,366.	63,550.	63,550.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule) STATEMENT 6	824,998.	757,572.	709,525.
	b Investments — corporate stock (attach schedule) STATEMENT 7	4,867,225.	5,129,344.	5,217,056.
	c Investments — corporate bonds (attach schedule) STATEMENT 8	1,403,680.	1,520,674.	1,704,963.
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 9	10,822,896.	8,917,034.	7,852,231.
	14 Land, buildings, and equipment: basis 6,146.			
	Less: accumulated depreciation (attach schedule) SEE STMT 10 3,714.		2,432.	2,432.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	18,069,165.	16,390,606.	15,549,757.
	17 Accounts payable and accrued expenses			
FUND ASSETS	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 11)	1,350,805.	1,393,651.	
	23 Total liabilities (add lines 17 through 22)	1,350,805.	1,393,651.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
FUND ASSETS	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,718,360.	14,996,955.	
	30 Total net assets or fund balances (see instructions).	16,718,360.	14,996,955.	
FUND ASSETS	31 Total liabilities and net assets/fund balances (see instructions)	18,069,165.	16,390,606.	

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	16,718,360.
2	Enter amount from Part I, line 27a	2	-1,473,836.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	15,244,524.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	247,569.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,996,955.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
b				
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			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-195,562.
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) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 the 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 (column (b) divided by column (c))
2010	955,273.	15,399,863.	0.062031
2009	905,630.	16,162,875.	0.056031
2008	732,112.	16,170,061.	0.045276
2007	787,736.	20,034,451.	0.039319
2006	858,000.	22,086,827.	0.038847

2 Total of line 1, column (d)	2	0.241504
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	0.048301
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,349,146.
5 Multiply line 4 by line 3	5	693,078.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	693,078.
8 Enter qualifying distributions from Part XII, line 4	8	866,329.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	6,860.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,860.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,860.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 6,860. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		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
4 a 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?		N/A
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MD FL		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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>HELEN M. FURIA</u> Telephone no. <u>954-772-6863</u> Located at <u>800 CORPORATE DR, #500 FT LAUDERDALE FL</u> ZIP + 4 <u>33334</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>N/A</u>	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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ 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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 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

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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)? (see instructions)

☒ 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)?

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?☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

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

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 (see instructions).

(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
HELEN M. FURIA 3711 NE 27TH STREET FT. LAUDERDALE, FL 33317	PRESIDENT 30.00	150,000.	0.	0.
ELLIOT P. BORKSON 2970 WESTBROOK FT. LAUDERDALE, FL 33332	VICE PRESIDE 20.00	150,000.	0.	0.
ALAN J. GOLDBERG 404 DEERCREEK RUN DEERFIELD BEACH, FL 33442	TREASURER 20.00	150,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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 (see instructions). 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 (see instructions)

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	15,853,138.
b Average of monthly cash balances	1b	106,958.
c Fair market value of all other assets (see instructions)	1c	1,216.
d Total (add lines 1a, b, and c)	1d	15,961,312.
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	1,393,651.
3 Subtract line 2 from line 1d	3	14,567,661.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	218,515.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,349,146.
6 Minimum investment return. Enter 5% of line 5	6	717,457.

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	717,457.
2a Tax on investment income for 2011 from Part VI, line 5	2a	
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	717,457.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	717,457.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	717,457.

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	866,329.
b Program-related investments — total from Part IX-B	1b	
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	866,329.
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 (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	866,329.

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				717,457.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			200,070.	
b Total for prior years: 20____, 20____, 20____		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: ▶ \$ 866,329.				
a Applied to 2010, but not more than line 2a			200,070.	
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				666,259.
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 instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				51,198.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year			SEE ATTACHMENT PF 1	530,580.
Total			3a	530,580.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	574.	
4 Dividends and interest from securities			14	284,895.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	-154.	
b Not debt-financed property			16	-34,426.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-195,562.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 15				-180,382.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-125,055.	
13 Total. Add line 12, columns (b), (d), and (e)				13	-125,055.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization

LEO GOODWIN FOUNDATION, INC.

Employer identification number

52-6054098

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

LEO GOODWIN FOUNDATION, INC.

52-6054098

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EMERALD ASSET ADVISORS, INC. 2843 EXECUTIVE PARK DRIVE WESTON, FL 33331	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LEO GOODWIN FOUNDATION, INC.

52-6054098

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

LEO GOODWIN FOUNDATION, INC.

Employer identification number

52-6054098

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10)**organizations that total more than \$1,000 for the year.** Complete cols (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.).

► \$ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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FEDERAL STATEMENTS

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LEO GOODWIN FOUNDATION, INC.

52-6054098

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS LP	\$ -1,424.		
EL PASO PIPELINE PARTNERS	-569.		
ENERGY TRANSFER EQUITY LP	-3,868.		
ENERGY TRANSFER PTNRS LP	-2,378.		
ENTERPRISE PROD PTNRS LP	-8,834.		
GENESIS ENERGY LP	-192.		
INERGY LP	-410.		
KINDER MORGAN EN PTNRS LP	-3,782.		
LINN ENERGY LP	808.		
MAGELLAM MID PTNRS LP	-242.		
MARKWEST ENERGY PTNRS LP	-708.		
MCDONALD US LP 27-4266771	-253.		
ML SYS MOM LLC 30-0408280	-129,108.		
ML WINTON LLC 20-1227904	-1,766.		
NUSTAR ENERGY LP	-457.		
ONEOK PARTNERS LP	-1,809.		
OPPENHEIMER FD 13-4324770	-12,416.		
OPPENHEIMER LP 83-0480572	-9,609.		
P&A MULTI FD 20-2970615	-14,541.		
PEAK SELECT FD 20-3420757	-5,673.		
PLAINS ALL AMER PIPE LP	-184.		
REGENCY ENERGY PTNRS LP	-2,337.		
RYE SELECT FD 13-3771103	1,999.		
WHISTLER PTNR- 13-4068791	-20,132.		
WILLIAMS PARTNERS LP	-896.		
XANTHUS PTNR - 13-4038889	38,399.		
TOTAL	\$ -180,382.	\$ 0.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 12,750.			
TOTAL	\$ 12,750.	\$ 0.	\$ 0.	\$ 0.

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FEDERAL STATEMENTS

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LEO GOODWIN FOUNDATION, INC.

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STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 134,245.	\$ 134,245.		
TOTAL	<u>\$ 134,245.</u>	<u>\$ 134,245.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHOLDING	\$ 4,649.	\$ 4,649.		
FOREIGN TAX WITHHOLDING K-1	609.	609.		
PAYROLL TAXES	10,438.	6,889.		\$ 3,549.
TAX ON INVESTMENT INCOME...	8,897.	8,897.		
TOTAL	<u>\$ 24,593.</u>	<u>\$ 21,044.</u>	<u>\$ 0.</u>	<u>\$ 3,549.</u>

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORPORATE FILING FEE	\$ 345.			
OFFICE EXPENSE	30,426.			
PUBLIC RELATIONS	5,798.			
RENTAL EXPENSES	39,127.	\$ 39,127.		
RENTAL EXPENSES - STORAGE	1,642.			
TOTAL	<u>\$ 77,338.</u>	<u>\$ 39,127.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOND GOVT AGENCY CIBC S/T - OIA	COST	\$ 337,991.	\$ 430,595.
U.S. TREASURY NOTES CIBC S/T	COST	419,581.	278,930.
		<u>\$ 757,572.</u>	<u>\$ 709,525.</u>
TOTAL		<u>\$ 757,572.</u>	<u>\$ 709,525.</u>

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STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MUTUAL FUND EMERALD - E6 GATEWAY	COST	\$ 1,561,409.	\$ 1,422,901.
MUTUAL FUND - M/L GENERAL A/C	COST	97,364.	8,000.
STOCK EMERALD CONCENTRATED EQUITY CE1	COST	1,547,191.	1,365,437.
STOCK EMERALD CONCENTRATED EQUITY CE2	COST	579,500.	1,033,388.
M/L OFI BARING/ALLIANCE BERNSTEIN M7BAB	COST	717,927.	688,900.
M/L RENAISSANCE/THORNBERG ADRS M7RTH	COST	625,953.	698,430.
	TOTAL	<u>\$ 5,129,344.</u>	<u>\$ 5,217,056.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BOND CORPORATE CIBC S/T - OIA	COST	\$ 1,520,674.	\$ 1,704,963.
	TOTAL	<u>\$ 1,520,674.</u>	<u>\$ 1,704,963.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
WHISTLER FUND PARTNERSHIP	COST	\$ -3,214.	\$ 92,068.
XANTHUS FUND PARTERSHIP	COST	871,947.	1,047,579.
DEFERRED COMPENSATION TRUST	COST	61,222.	61,222.
PEAK SELECT ACCESS PARTNERSHIP	COST	273,427.	311,390.
IRONWOOD INTERNATIONAL PARTNERSHIP	COST	91,152.	129,941.
P&A MULTI-SECTOR II PARTNERSHIP	COST	122,364.	130,029.
OPCO PRIVATE EQUITY FD 1 LP	COST	379,167.	379,166.
TREMONT RYE PARTNERSHIP	COST	1,085.	1,085.
OPCO DISTRESSED OPPORTUNITIES LP	COST	582,077.	595,615.
LGF INVESTMENTS, LLC	COST	3,597,192.	1,940,067.
PTRSHP SYSTEMATIC MOMENT FUT ML M9ALT	COST	0.	0.
MCDONALD USAF, LP	COST	227,588.	332,533.
MILLER / HOWARD LLC	COST	688,198.	913,409.
OPP DRILLING PARTNERS LP	COST	290,000.	290,000.
ML ASPECT FUTURES ACCESS LLC	COST	214,000.	186,735.
ML HIGHBRIDGE COMMODITIES LLC	COST	264,000.	216,678.
ML ORTUS CURRENCY FUTURES LLC	COST	214,000.	196,521.
ML PARTNERS GROUP PRIVATE EQUITY LLC	COST	300,000.	300,651.
ML WINTON FUTURES ACCESS LLC	COST	214,000.	198,713.
	TOTAL OTHER INVESTMENTS	<u>\$ 8,388,205.</u>	<u>\$ 7,323,402.</u>

OTHER SECURITIES

CERTIFICATE OF DEPOSIT - STONEGATE	COST	50,000.	50,000.
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LEO GOODWIN FOUNDATION, INC.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES

INVESTMENT MANAGEMENT CASH FUND	COST	\$	45.	\$	45.
INVESTMENT MANAGEMENT MONEY FUND	COST		478,784.		478,784.
TOTAL OTHER SECURITIES		\$	528,829.	\$	528,829.
	TOTAL	\$	8,917,034.	\$	7,852,231.

STATEMENT 10
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 1,249.	\$ 1,249.	\$ 0.	\$ 0.
MACHINERY AND EQUIPMENT	4,897.	2,465.	2,432.	2,432.
TOTAL	\$ 6,146.	\$ 3,714.	\$ 2,432.	\$ 2,432.

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

OPPENHEIMER MARGIN LOANS PAYABLE	\$ 1,393,651.
TOTAL	\$ 1,393,651.

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

K-1 BOOK TAX ADJUSTMENTS.	\$ 247,569.
TOTAL	\$ 247,569.

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	AA WHISTLER FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
2	AA WHISTLER FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
3	AA WHISTLER FD K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS
4	OPPENHEIMER PRIVATE EQ FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
5	OPPENHEIMER PRIVATE EQ FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
6	OPPENHEIMER PRIVATE EQ FD K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
7	OPPENHEIMER PRIVATE EQ FD K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS

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LEO GOODWIN FOUNDATION, INC.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
8	P&A MULTI SECTOR FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
9	P&A MULTI SECTOR FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
10	P&A MULTI SECTOR FD K-1 COLLECTIBLES	PURCHASED	VARIOUS	VARIOUS
11	P&A MULTI SECTOR FD K-1 SEC 1250	PURCHASED	VARIOUS	VARIOUS
12	P&A MULTI SECTOR FD K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
13	P&A MULTI SECTOR FD K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS
14	PEAK SELECT ACCESS FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
15	PEAK SELECT ACCESS FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
16	PEAK SELECT ACCESS FD K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS
17	ML WINTON FUTURE ACCESS LLC SEC 1256	PURCHASED	VARIOUS	VARIOUS
18	OPPENHEIMERDISTRESSED OPP LP K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
19	OPPENHEIMERDISTRESSED OPP LP K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
20	STAR MILLER HOWARD MLP STRATEGY L/T C/G	PURCHASED	VARIOUS	VARIOUS
21	STAR MILLER HOWARD MLP STRATEGY SEC 1231	PURCHASED	VARIOUS	VARIOUS
22	GL 6060 M9ALT ML SYSTEMATIC MOMENTUM FUTURESACCESS LLC	PURCHASED	VARIOUS	VARIOUS
23	MUTUAL FUND CAP GAIN L/T	PURCHASED	VARIOUS	VARIOUS
24	OPP 0102638 SEE ATTACHMENT C-1	PURCHASED	VARIOUS	VARIOUS
25	OPP 0220216 SEE ATTACHMENT C-2	PURCHASED	VARIOUS	VARIOUS
26	SCHWAB 9084 SEE ATTACHMENT C-3	PURCHASED	VARIOUS	VARIOUS
27	SCHWAB 6932 SEE ATTACHMENT C-4	PURCHASED	VARIOUS	VARIOUS
28	SCHWAB 2022 SEE ATTACHMENT C-5	PURCHASED	VARIOUS	VARIOUS
29	ML 04007 SEE ATTACHMENT C-6	PURCHASED	VARIOUS	VARIOUS
30	ML 04007 SEE ATTACHMENT C-6	PURCHASED	VARIOUS	VARIOUS
31	ML 04008 SEE ATTACHMENT C-7	PURCHASED	VARIOUS	VARIOUS
32	ML 04008 SEE ATTACHMENT C-7	PURCHASED	VARIOUS	VARIOUS
33	ML CASH IN LIEU	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	0.		249.	-249.				\$ -249.
2	917.		0.	917.				917.
3	0.		6,733.	-6,733.				-6,733.
4	2,450.		0.	2,450.				2,450.
5	14,852.		0.	14,852.				14,852.
6	0.		1,016.	-1,016.				-1,016.
7	14.		0.	14.				14.
8	1,931.		0.	1,931.				1,931.
9	10,181.		0.	10,181.				10,181.
10	78.		0.	78.				78.
11	1.		0.	1.				1.
12	1.		0.	1.				1.
13	0.		731.	-731.				-731.
14	0.		24,872.	-24,872.				-24,872.
15	2,193.		0.	2,193.				2,193.
16	0.		65,970.	-65,970.				-65,970.
17	10,081.		0.	10,081.				10,081.
18	0.		15,396.	-15,396.				-15,396.
19	10,041.		0.	10,041.				10,041.
20	29.		0.	29.				29.
21	0.		1,168.	-1,168.				-1,168.
22	132,503.		163,652.	-31,149.				-31,149.
23	24,532.		0.	24,532.				24,532.
24	307,954.		301,981.	5,973.				5,973.

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LEO GOODWIN FOUNDATION, INC.

52-6054098

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
25	16,201.		24,646.	-8,445.				\$ -8,445.
26	720,490.		713,561.	6,929.				6,929.
27	779,597.		799,232.	-19,635.				-19,635.
28	823,076.		876,946.	-53,870.				-53,870.
29	0.		19,220.	-19,220.				-19,220.
30	0.		25,171.	-25,171.				-25,171.
31	0.		14,341.	-14,341.				-14,341.
32	2,160.		0.	2,160.				2,160.
33	41.		0.	41.				41.
							TOTAL	<u>\$ -195,562.</u>

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

HELEN FURIA

CARE OF:

LEO GOODWIN FOUNDATION

STREET ADDRESS:

800 CORPORATE DR SUITE 500

CITY, STATE, ZIP CODE:

FORT LAUDERDALE, FL 33327

TELEPHONE:

954-772-6863

FORM AND CONTENT:

1. LETTER STATING PURPOSE OF PROGRAM AND AMOUNT REQUESTED.

2. OBJECTIVES: SPECIFIC PROGRAM DESCRIPTION; TYPE OF PERSON REACHED (AGE, GEOGRAPHIC LOCATION, SOCIAL AND ECONOMIC STATUS), NUMBER OF PERSONS TO BE REACHED. PRIORITY GIVEN TO RESIDENT OF BROWARD COUNTY AND FLORIDA.

3. HOW WILL FUNDS BE USED.

4. LINE ITEM OPERATING BUDGET AND AUDITED STATEMENTS AND TAX RETURN.

5. IRS DETERMINATION LETTER OF 501(C)(3) STATUS AND VERIFICATION THAT IT HAS NOT BEEN REVOKED.

6. FUNDING SOURCES WITH DOLLAR AMOUNTS OR RECEIVED.

7. NAMES OF GOVERNING BOARD MEMBERS.

SUBMISSION DEADLINES:

ACCEPTED ANYTIME PROVIDED SUFFICIENT TIME TO REVIEW.

RESTRICTIONS ON AWARDS:

NONE, OTHER THAN QUALIFICATION FOR CHARITABLE PURPOSES.

2011

FEDERAL STATEMENTS

PAGE 7

CLIENT GDWINFOU

LEO GOODWIN FOUNDATION, INC.

52-6054098

1/11/13

02:47PM

STATEMENT 15
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
AMERIGAS PARTNERS LP			1	\$ -1,424.	
EL PASO PIPELINE PARTNERS			1	-569.	
ENERGY TRANSFER EQUITY LP			1	-3,868.	
ENERGY TRANSFER PTNRS LP			1	-2,378.	
ENTERPRISE PROD PTNRS LP			1	-8,834.	
GENESIS ENERGY LP			1	-192.	
INERGY LP			1	-410.	
KINDER MORGAN EN PTNRS LP			1	-3,782.	
LINN ENERGY LP			1	808.	
MAGELLAM MID PTNRS LP			1	-242.	
MARKWEST ENERGY PTNRS LP			1	-708.	
MCDONALD US LP 27-4266771			1	-253.	
ML SYS MOM LLC 30-0408280			1	-129,108.	
ML WINTON LLC 20-1227904			1	-1,766.	
NUSTAR ENERGY LP			1	-457.	
ONEOK PARTNERS LP			1	-1,809.	
OPPENHEIMER FD 13-4324770			1	-12,416.	
OPPENHEIMER LP 83-0480572			1	-9,609.	
P&A MULTI FD 20-2970615			1	-14,541.	
PEAK SELECT FD 20-3420757			1	-5,673.	
PLAINS ALL AMER PIPE LP			1	-184.	
REGENCY ENERGY PTNRS LP			1	-2,337.	
RYE SELECT FD 13-3771103			1	1,999.	
WHISTLER PTNR- 13-4068791			1	-20,132.	
WILLIAMS PARTNERS LP			1	-896.	
XANTHUS PTNR - 13-4038889			1	38,399.	
TOTAL		\$ 0.		\$ -180,382.	\$ 0.

2011

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

CLIENT GDWINFOU

LEO GOODWIN FOUNDATION, INC.

52-6054098

1/11/13

02 47PM

FORM 990-PF, PART V11-B, LINE 5C

PLEASE SEE ATTACHED LETTER FROM GEICO DIRECT - SEE ATTACHMENT PF-2

2011

FEDERAL SUPPORTING DETAIL

PAGE 1

CLIENT GDWINFOU

LEO GOODWIN FOUNDATION, INC.

52-6054098

1/11/13

02:47PM

CONTRIBUTIONS, GIFTS, AND GRANTS
OTHER CONTRIBUTIONS, GIFTS, GRANTS, ETC.

EMERALD ASSET ADVISORS

TOTAL \$ 25,000.
\$ 25,000.



LEO GOODWIN FOUNDATION INC
HELEN FURIA TTEE
OIA MANAGED ACCOUNT
800 CORPORATE DR STE 500
FT LAUDERDALE FL 33334-3621
H: 954-772-6863

Realized Gain/(Loss)
Held at Oppenheimer & Co. Inc.
From 11/1/2011 To 10/31/2012
Report Printed on 11/13/2012 8 58.37 AM

FA: Bjelajac, N/Hord,
FA# M7M

ATTACHMENT C-1

Account Number G52-0102638

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct. Gain/(Loss)	Term Of
MARGIN										
60,000	AT&T INC B/E 2.5% DUE 08/15/15 NOTE	99.9430	07/28/2010	59,965.80	105.0680	08/07/2012	63,040.80	3,075.00	5.13%	L
4,000	BON TON DEPT STORES INC B/E 10.25% DUE 03/15/14 NOTE	102.1250	12/20/2010	4,085.00	87.7510	04/02/2012	3,510.04	(574.96)	-14.07%	L
30,000	FILMC REMIC SERIES R001 CLAE 4.375% DUE 04/15/15 CMO	97.8281	04/12/2007	0.00	0.6653	01/17/2012	199.59	199.59	N/A	L
55,000	GENERAL ELEC CAP CORP MTN BE B/E 5.9% DUE 05/13/14 MTN	109.2170	12/29/2009	60,069.35	110.6010	02/01/2012	60,830.55	761.20	1.27%	L
40,000	HEWLETT PACKARD CO B/E 4.75% DUE 06/02/14 NOTE	106.9940	12/29/2009	42,797.60	105.2860	10/05/2012	42,114.40	(683.20)	-1.60%	L
50,000	HOME DEPOT INC B/E 4.4% DUE 04/01/21 NOTE CALL 01/01/21 @100	102.7600	07/15/2011	51,380.00	113.6770	02/16/2012	56,838.50	5,458.50	10.62%	S
40,000	MERCK & CO INC B/E 4% DUE 06/30/15 NOTE	104.9950	12/29/2009	41,998.00	110.0480	07/25/2012	44,019.20	2,021.20	4.81%	L
40,000	TELEFONICA EMISIONES S A U FGN 5.877% DUE 07/15/19 NOTE	104.2120	02/11/2010	41,684.80	94.0000	08/01/2012	37,600.00	(4,084.80)	-9.80%	L
TOTAL							301,980.55	308,153.08		

Positions and/or balances marked with an * have been posted to a non-U.S. currency account.
This report is for illustration purposes only; it is not and should not be construed as a substitute for your Oppenheimer & Co. Inc. trade confirmation, account statement, or Form 1099 and should not be relied upon for tax reporting purposes.
The information reflected is from sources believed to be reliable and is subject to change. Past performance is not indicative of future results.



Account Number G52-0102638

Realized Gain/(Loss)
Held at Oppenheimer & Co. Inc.
From 11/1/2011 To 10/31/2012
Report Printed on 11/13/2012 8:58:37 AM

LEO GOODWIN FOUNDATION INC

FA: Bjelajac, N/Hord,

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Net Gain/(Loss)	Term Or Gain/(Loss)
----------	-------------	----------------	---------------	---------------	------------	-----------	---------------	----------------------	-----------------	---------------------

TOTAL ST COST	51,380.00	TOTAL ST PROCEEDS	56,838.50
TOTAL LT COST	250,600.55	TOTAL LT PROCEEDS	251,314.58
TOTAL COST	301,980.55	TOTAL PROCEEDS	308,153.08
TOTAL SHORT TERM GAIN/(LOSS)	5,458.50		
TOTAL LONG TERM GAIN/(LOSS)	714.03		
TOTAL REALIZED GAIN/(LOSS)	6,172.53		

1997 = 307,954
(A)

(A) Return of Capital



ATTACHMENT C-2

Account Number G52-0220216

Realized Gain/(Loss)

Held at Oppenheimer & Co. Inc.

From 11/1/2011 To 10/31/2012

Report Printed on 11/13/2012 9 03 34 AM

LEO GOODWIN FOUNDATION INC
STAR-MILLER HOWARD MLP STRATEGY
HELEN FURIA TTEE
800 CORPORATE DR STE 500
FT LAUDERDALE FL 33334
H: 954-772-6863

FA Bjelajac, N/Hord,
FA# M7M

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct. Gain/(Loss)	Term or
----------	-------------	----------------	---------------	---------------	------------	-----------	---------------	----------------------	------------------	---------

CASH

480 INERGY L P
UNIT LTD PTNR
SBI/CBI

24.2580 10/13/2011 11,643.84 15.7400 04/19/2012 7,555.03 (4,088.81) -35.12% S

536 INERGY L P
UNIT LTD PTNR
SBI/CBI

24.2580 10/13/2011 13,002.29 15.8410 04/19/2012 8,490.58 (4,511.71) -34.70% S

MARGIN

KINDER MORGAN MANAGEMENT LLC
KINDER MORGAN MANAGEMENT LLC
KINDER MORGAN MANAGEMENT LLC
KINDER MORGAN MANAGEMENT LLC

0.0000 11/14/2011 0.00 0.0000 11/14/2011 24.52 24.52 N/A S
0.0000 02/14/2012 0.00 0.0000 02/14/2012 15.08 15.08 N/A S
0.0000 05/17/2012 0.00 0.0000 05/17/2012 61.80 61.80 N/A S
0.0000 08/14/2012 0.00 0.0000 08/14/2012 54.30 54.30 N/A S
TOTAL 24,646.13 16,201.31

TOTAL ST COST
TOTAL LT COST
TOTAL COST

24,646.13 TOTAL ST PROCEEDS 16,201.31
0.00 TOTAL LT PROCEEDS 0.00
24,646.13 TOTAL PROCEEDS 16,201.31

TOTAL SHORT TERM GAIN/(LOSS)
TOTAL LONG TERM GAIN/(LOSS)
TOTAL REALIZED GAIN/(LOSS)

-8,444.82
0.00
-8,444.82

Schwab

Print This Page Close

Accounts > History

Print in landscape for best results.

History

Transactions Statements & Reports Realized Gain / Loss

View Unrealized Gain/Loss

Select Date Range:

From: 11/01/2011

To:

10/31/2012

Search

Reporting Period: 01 Nov, 2011 to 31 Oct, 2012

Cost Basis Calculator
Trades made today will not appear until tomorrow.
Rules & Assumptions

Gateway-Mutuals 4126-9084	Proceeds	Cost Basis	Total Gain/Loss (\$ %)	Long Term Gain/Loss (\$ %)	Short Term Gain/Loss (\$ %)
Total	\$720,490.51	\$713,561.20	+\$6,966.02	+\$21,603.17	-\$14,637.15

Symbol	Name (Full Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total Gain/Loss (\$ %)	Long Term Gain/Loss (\$ %)	Short Term Gain/Loss (\$ %)
MFTFX	ARROW MGD FU...	08/28/2012	1,890.315	\$16,181.10	\$18,147.02	-\$1,965.92	--	-\$1,965.92
MFTFX	ARROW MGD FU...	10/01/2012	16,655.58	\$141,905.54	\$159,152.98	-\$17,247.44	--	-\$17,247.44
CMNIX	CALAMOS MARK...	04/02/2012	6,839.498	\$85,048.36	\$76,190.23	+\$8,858.13	+\$8,358.46	+\$499.67
KIFYX	FORWARD SELE...	04/02/2012	215.517	\$4,980.09	\$4,766.10	+\$213.99	--	+\$213.99
KIFYX	FORWARD SELE...	08/28/2012	1,299.669	\$31,378.00	\$28,741.81	+\$2,636.19	--	+\$2,636.19
FPACX	FPA CRESCENT..	01/04/2012	184.23	\$4,953.95	\$4,548.36	+\$405.59	+\$405.59	--
FPACX	FPA CRESCENT...	08/28/2012	1,018.323	\$28,865.00	\$25,140.84	+\$3,724.16	+\$3,724.16	--
EMAYX	GABELLI ENTE...	01/04/2012	7,525.023	\$82,514.50	\$81,436.13	+\$1,078.37	--	+\$1,078.37
EMAYX	GABELLI ENTE...	08/28/2012	2,336.861	\$26,441.63	\$25,289.61	+\$1,152.02	+\$1,152.02	--
GRSPX	GREENSPRING ...	01/04/2012	1,703.057	\$38,880.79	\$39,221.39	-\$303.89	-\$303.89	--

ATTACHMENT C-3

GRSPX	GREENSPRING ...	04/02/2012	1,860.175	\$44,867.42	\$43,912.60	+\$954.82	+\$954.82	--
GRSPX	GREENSPRING ...	08/28/2012	444.54	\$10,331.11	\$10,668.96	-\$337.85	-\$337.85	--
MHCIX	MERK HARD CU...	08/28/2012	1,809.045	\$21,601.18	\$21,614.97	-\$13.79	-\$13.79	--
PYHRX	PAYDEN HIGH ...	01/04/2012	5,497.836	\$38,154.98	\$37,299.75	+\$855.23	+\$855.23	--
PYHRX	PAYDEN HIGH ...	04/02/2012	5,873.239	\$41,700.00	\$41,975.80	-\$275.80	-\$275.80	--
PYHRX	PAYDEN HIGH ...	08/28/2012	2,052.342	\$14,900.00	\$14,950.97	-\$50.97	-\$50.97	--
PRPFX	PERMANENT PO...	08/28/2012	551.41	\$26,594.50	\$20,010.95	+\$6,583.55	+\$6,583.55	--
MLPTX	STEELPATH ML ..	08/28/2012	1,826.654	\$19,638.07	\$18,872.09	+\$765.98	+\$765.98	--
TFCIX	THIRD AVENUE...	08/28/2012	2,693.837	\$27,065.00	\$26,917.01	+\$147.99	--	+\$147.99
FMLSX	WASATCH LONG...	08/28/2012	1,071.693	\$14,489.29	\$14,703.63	-\$214.34	-\$214.34	--

☐ Total includes missing cost basis values for one or more lots.

☒ The total Realized Gain/Loss for this account includes values for Short Positions held in the account. For more information on summary totals when there are Short Positions, please see the Help Section

☐ Data for this holding has been edited

N/A Not Available

☒ Wash Sale activity has adjusted this cost For additional information, click here

Values for fixed income securities have been adjusted for amortization/accretion, with the exception of variable rate and mortgage-backed securities or for accounts with this preference turned off

Total Cash represents income and expenses as they occur, it may be inconsistent with values shown elsewhere on Schwab.com and on your monthly account statement

The Realized Gain/Loss page provides summary information of closed transactions Not all closed transactions appear on this page

Please view the Cost Basis Disclosure Statement for additional information on cost basis methods choices and how Schwab reports adjusted cost basis information to the IRS

Please note that gains and losses realized in retirement accounts are not recognized for tax purposes Rather, income may be recognized when you receive a cash distribution from these accounts Please contact your tax advisor for further information

The total Realized Gain/Loss for this account includes values for Short Positions held in the account For more information on summary totals when there are Short Positions, please see the Help Section

ATTACHMENT C-4

Charles SCHWAB

Accounts> History

Print This Page Close

Print in landscape for best results.

History

Transactions Statements & Reports Realized Gain / Loss

View Unrealized Gain/Loss

Cost Basis Calculator

Trades made today will not appear until tomorrow.
Rules & Assumptions

Select Date Range: From: 11/01/2011 To: 10/31/2012 Search

Reporting Period: 01 Nov, 2011 to 31 Oct, 2012

Conc Equity - Hedged 1617-6932	Proceeds	Cost Basis	Total Gain/Loss (\$)	Long Term Gain/Loss (\$)	Short Term Gain/Loss (\$)
Total	\$779,596.96	\$799,232.14	-\$19,635.18	+\$15,655.29	-\$35,290.47

Symbol	Name (Full Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total Gain/Loss (\$)	Long Term Gain/Loss (\$)	Short Term Gain/Loss (\$)
CAAPX	ARIEL APPREC...	01/03/2012	3,414.438	\$135,211.74	\$123,465.85	+\$11,745.89	+\$11,683.98	+\$61.91
OAKWX	OAKMARK GLOB...	11/28/2011	8,125	\$82,143.75	\$96,474.83	-\$14,331.08	--	-\$14,331.08
OAKWX	OAKMARK GLOB...	04/03/2012	4,282.662	\$52,805.22	\$46,258.17	+\$6,547.05	--	+\$6,547.05
OSTFX	OSTERWEIS FU...	01/03/2012	7,953.304	\$205,557.91	\$209,082.46	-\$3,524.55	+\$3,367.35	-\$6,891.90
SH	PROSHARES SH...	10/01/2012	4,002	\$136,097.62	\$142,977.20	-\$6,879.58	--	-\$6,879.58
RYURX	RYDEX INVERS...	04/27/2012	5,888.324	\$144,911.65	\$160,406.44	-\$15,494.79	--	-\$15,494.79
SEQUX	SEQUOIA FUND...	04/03/2012	110.824	\$17,896.29	\$16,198.37	+\$1,697.92	--	+\$1,697.92
YAFFX	YACKTMAN FOC...	04/03/2012	247.525	\$4,972.78	\$4,368.82	+\$603.96	+\$603.96	--

ATTACHMENT C-5

Charles SCHWAB

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Accounts > History

Print in landscape for best results.

History

Transactions Statements & Reports Realized Gain / Loss

Cost Basis Calculator

Trades made today will not appear until tomorrow.
Rules & Assumptions

View Unrealized Gain/Loss

Select Date Range: Custom Date Range From: 11/01/2011 To: 10/31/2012 Search

Reporting Period: 01 Nov, 2011 to 31 Oct, 2012

Conc Equity-No Hedge 4592-2022	Proceeds	Cost Basis	Total Gain/Loss (\$ %)	Long Term Gain/Loss (\$ %)	Short Term Gain/Loss (\$ %)
Total	\$823,075.75	\$876,945.82	-\$53,870.07	+\$61,558.48	-\$115,428.55

Symbol	Name (Full Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total Gain/Loss (\$ %)	Long Term Gain/Loss (\$ %)	Short Term Gain/Loss (\$ %)
CAMAX	CAMBIAR AGGR ...	11/01/2011	15,948.995	\$166,667.00	\$223,923.89	-\$57,256.89	--	-\$57,256.89
CAMAX	CAMBIAR AGGR...	08/28/2012	472.59	\$4,971.65	\$6,635.16	-\$1,663.51	-\$1,663.51	--
WEIMX	GAMCO WESTWO.	11/01/2011	10,326.332	\$166,632.00	\$185,269.12	-\$18,637.12	--	-\$18,637.12
WEIMX	GAMCO WESTWO ..	08/28/2012	420.992	\$7,281.84	\$7,553.20	-\$271.36	-\$271.36	--
MXXVX	MATTHEW 25 F...	08/23/2012	13,579.186	\$297,927.34	\$233,426.20	+\$64,501.14	+\$64,501.14	--
MXXVX	MATTHEW 25 F...	08/28/2012	290.513	\$6,405.81	\$4,993.92	+\$1,411.89	+\$1,411.89	--
WTSIX	WESTCORE SEL...	11/01/2011	8,884.168	\$166,667.00	\$206,201.54	-\$39,534.54	--	-\$39,534.54
WTSIX	WESTCORE SEL...	08/28/2012	385.299	\$6,523.11	\$8,942.79	-\$2,419.68	-\$2,419.68	--



Fiscal Statement

LEO GOODWIN FOUNDATION INC
SCHRODER PHILADELPHIA INTL
800 CORPORATE DR STE 500
FT LAUDERDALE FL 33334-3621

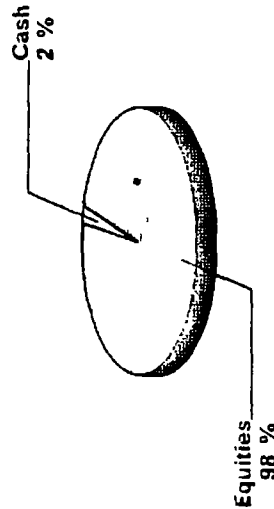
YOUR FINANCIAL ADVISOR:
GREENFEDER/LICARI
FA # 1020
(800) 663-7477

Office Serving Your Account:
2400 N COMMERCE PKWY SUITE 100
WESTON FL 33326-1916

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

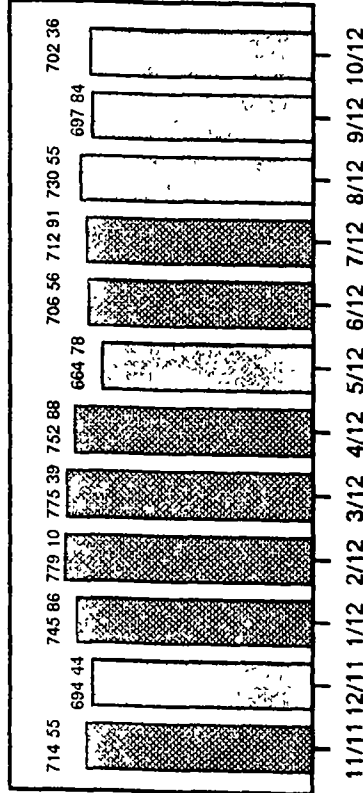
Account Value as of October 31, 2012
\$702,355.40

Asset Allocation Summary



* Data not reflect all holdings

Total Value Comparison (in \$ Thousands)



Realized Capital Gain and Loss Summary*

	Current Fiscal Year (10/12)	Prior Fiscal Year (10/11)
Short Term	(19,220.07)	30,790.84
Long Term	(25,170.88)	(1,234.22)

* - Excludes transactions for which we have insufficient data

Unrealized Capital Gain and Loss Summary*

	Current Fiscal Year (10/12)	Prior Fiscal Year (10/11)
Short Term	221.09	(50,261.29)
Long Term	(6,502.50)	(10,388.49)

* - Excludes transactions for which we have insufficient data

PLEASE SEE REVERSE SIDE

Page 26 of 257
Statement Period Year Ending 10/31/12
Account No 54C-04007

00026318



LEO GOODWIN FOUNDATION INC

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
189.0000	AU OPTRONICS CORP ADR	02/18/10	11/18/11	840.29	2,189.72	(1,329.43) LT
337.0000	CHINA RES ENTPRS SP ADR	02/01/11	10/28/11	2,397.74	2,638.71	(240.97) ST

PLEASE SEE REVERSE SIDE

Page 134 of 257
Statement Period Year Ending 10/31/12
Account No. 54C-04007

00020428



Fiscal Statement

ATTACHMENT C-6

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
4.0000	CHINA RES ENTPRS SP ADR	03/07/11	10/28/11	28.48	30.00	6 (1.54) ST ✓
94.0000	CHINA RES ENTPRS SP ADR	03/08/11	10/28/11	688.81	713.21	6 (44.40) ST ✓
9.0000	DIAGEO PLC SPSP ADR NEW	02/03/11	10/27/11	763.82	708.37	6 55.45 ST ✓
19.0000	GLAXOSMITHKLINE PLC ADR	05/24/11	11/03/11	843.81	813.49	30.32 ST ✓
40.0000	MITSUBISHI CP SPNSRD ADR	02/18/10	11/18/11	1,588.17	1,989.60	(401.43) LT ✓
21.0000	NOVARTIS ADR	02/18/10	10/27/11	1,228.07	1,146.60	79.47 LT ✓
38.0000	NOVARTIS ADR	02/18/10	11/18/11	2,077.76	2,074.79	2.97 LT ✓
19.0000	RIO TINTO PLC SPNSRD ADR	02/18/10	11/18/11	973.50	1,025.82	(52.32) LT ✓
24.0000	RIO TINTO PLC SPNSRD ADR	03/15/10	11/18/11	1,229.68	1,332.82	(103.14) LT ✓
10.0000	RIO TINTO PLC SPNSRD ADR	08/16/10	11/18/11	512.38	495.05	17.33 LT ✓
17.0000	SIEMENS AG ADR	03/31/11	10/27/11	1,881.47	2,337.20	(455.73) ST ✓
8.0000	SIEMENS AG ADR	04/01/11	10/27/11	885.40	1,115.87	(230.47) ST ✓
10.0000	SIEMENS AG ADR	04/21/11	10/27/11	1,108.78	1,396.62	(289.86) ST ✓
40.0000	SHINHAN FINL GRP SP ADR	02/01/11	11/03/11	3,093.65	3,681.80	(588.15) ST ✓
12.0000	SHINHAN FINL GRP SP ADR	02/01/11	11/04/11	925.72	1,104.54	(178.82) ST ✓
53.0000	SANOFLAD ADR	11/19/10	11/18/11	1,768.91	1,812.78	(43.87) ST ✓
149.0000	SANOFLAD ADR	02/01/11	11/18/11	1,396.04	1,322.23	73.81 ST ✓
67.0000	TELECOM CHINA ZTE ADR	02/01/11	11/18/11	305.64	287.05	18.59 ST ✓
6.0000	TELECOM CHINA ZTE ADR	02/09/11	11/18/11	916.93	874.74	42.19 ST ✓
18.0000	TELECOM CHINA ZTE ADR	03/22/11	11/18/11	1,528.91	1,822.77	(293.86) LT ✓
24.0000	TOYOTA MOTOR CORP ADR	11/17/10	11/18/11	2,290.37	2,811.07	(520.70) ST ✓
36.0000	TOYOTA MOTOR CORP ADR	12/14/10	11/18/11	1,528.92	1,903.18	(376.28) ST ✓
24.0000	TOYOTA MOTOR CORP ADR	04/28/11	11/18/11	833.62	807.84	25.78 LT ✓
252.0000	XSTRATA PLC-ADR	05/13/10	11/03/11	478.36	472.59	5.77 LT ✓
144.0000	XSTRATA PLC-ADR	07/29/10	11/03/11	3,186.60	5,244.14	(2,077.54) ST ✓
242.0000	AXA -SPONS ADR	02/01/11	12/21/11	405.63	636.53	(230.90) ST ✓
31.0000	AXA -SPONS ADR	03/10/11	12/21/11	1,452.46	1,507.38	(54.92) ST ✓
111.0000	AXA -SPONS ADR	11/15/11	12/21/11	148.24	136.77	11.47 ST ✓
13.0000	CHORUS LTD SHS SPON ADR	02/01/11	12/21/11	695.58	641.80	53.78 ST ✓
61.0000	CHORUS LTD SHS SPON ADR	02/01/11	12/21/11	171.04	134.37	36.67 ST ✓
15.0000	CHORUS LTD SHS SPON ADR	03/10/11	12/21/11	114.03	119.47	(5.44) ST ✓
10.0000	CHORUS LTD SHS SPON ADR	08/24/11	12/21/11	250.87	260.42	(9.55) ST ✓
22.0000	CHORUS LTD SHS SPON ADR	08/27/11	12/21/11	421.93	448.78	(26.85) ST ✓
37.0000	CHORUS LTD SHS SPON ADR	11/15/11	12/21/11	943.83	1,606.00	(662.17) LT ✓
44.0000	E.ON AG ADR	02/18/10	12/20/11	1,134.48	1,497.32	(362.88) LT ✓
44.0000	FUJITSU LTD NEW ADR	12/14/10	12/20/11	696.15	883.93	(187.78) ST ✓
27.0000	FUJITSU LTD NEW ADR	02/08/11	12/20/11	309.41	387.87	(78.46) ST ✓
12.0000	FUJITSU LTD NEW ADR	02/09/11	12/20/11	733.72	1,053.27	(319.55) ST ✓
24.0000	HONDA MOTOR ADR NEW	02/01/11	12/13/11	668.38	726.24	(57.86) ST ✓
89.0000	KINGFISHER PLC SP ADR	02/01/11	12/13/11			

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LEO GOODWIN FOUNDATION INC

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
104.0000	METSO CORP SPND ADR	02/01/11	12/02/11	4,108.50	5,675.28	(1,566.78) ST
9.0000	METSO CORP SPND ADR	02/03/11	12/02/11	355.54	450.90	(95.36) ST
26.0000	METSO CORP SPND ADR	09/13/11	12/02/11	1,027.12	824.21	202.91 ST
45.0000	METSO CORP SPND ADR	11/15/11	12/02/11	1,777.73	1,758.15	19.58 ST
53.0000	NATL AUSTRALIA B ADR	02/18/10	12/20/11	1,244.97	1,229.60	15.37 LT
13.0000	RIO TINTO PLC SPNSRD ADR	08/18/10	12/13/11	641.17	643.58	(2.39) LT
4.0000	RIO TINTO PLC SPNSRD ADR	02/01/11	12/13/11	197.29	284.89	(87.60) ST
67.0000	TELSCOM C NW ZLND SPNADR	02/01/11	11/21/11	487.51	453.57	33.94 ST
10.0000	TELSTRA CORP ADR	02/18/10	12/20/11	184.34	142.20	22.14 LT
119.0000	TELSTRA CORP ADR	03/15/10	12/20/11	1,955.70	1,873.83	281.87 LT
42.0000	TELSTRA CORP ADR	11/15/11	12/20/11	690.26	681.24	9.02 ST
13.0000	TELEOR ASA ADR	03/22/11	12/20/11	630.18	631.78	(1.58) ST
2.0000	TELEOR ASA ADR	08/03/11	12/20/11	98.95	100.80	(3.85) ST
13.0000	TELEOR ASA ADR	11/15/11	12/20/11	830.20	872.49	(42.29) ST
13.0000	TORONTO DOMINION BANK	02/01/11	12/13/11	924.75	996.58	(71.83) ST
7.0000	TOYOTA MOTOR CORP ADR	04/28/11	12/20/11	449.95	555.10	(105.15) ST
3.0000	TOYOTA MOTOR CORP ADR	08/03/11	12/20/11	192.83	241.77	(48.94) ST
30.0000	TOYOTA MOTOR CORP ADR	11/15/11	12/20/11	1,928.38	1,923.60	4.78 ST
159.0000	VEOLIA ENVIRONNEMENT ADR	05/26/11	12/13/11	1,721.64	4,626.23	(2,904.59) ST
28.0000	VEOLIA ENVIRONNEMENT ADR	05/31/11	12/13/11	303.18	849.95	(546.77) ST
26.0000	VEOLIA ENVIRONNEMENT ADR	06/07/11	12/13/11	281.53	764.22	(482.69) ST
74.0000	VEOLIA ENVIRONNEMENT ADR	11/15/11	12/13/11	801.28	874.68	(73.40) ST
13.0000	CHORUS LTD SHS SPON ADR	11/15/11	01/08/12	153.65	156.98	(3.33) ST
9.0000	DELHAIZE GROUP SPONS ADR	09/09/10	01/24/12	490.82	612.88	(122.06) LT
11.0000	DELHAIZE GROUP SPONS ADR	10/09/10	01/24/12	599.90	791.75	(191.85) LT
13.0000	DELHAIZE GROUP SPONS ADR	10/07/10	01/24/12	708.98	918.70	(209.72) LT
5.0000	DELHAIZE GROUP SPONS ADR	11/17/10	01/24/12	272.69	362.72	(90.03) LT
66.0000	E.ON AG ADR	02/18/10	01/24/12	1,374.75	2,409.00	(1,034.25) LT
175.0000	EAST JAPAN RY CO ADR	02/18/10	01/24/12	1,732.46	1,918.00	(185.54) LT
56.0000	EAST JAPAN RY CO ADR	11/15/11	01/24/12	554.40	581.28	(26.88) ST
71.0000	NEXEN INC CANADA COM	02/18/10	01/24/12	1,278.34	1,601.75	(323.41) LT
49.0000	AEGON N.V. NY REG SHS	02/08/11	02/17/12	257.49	378.31	(120.82) LT
203.0000	AEGON N.V. NY REG SHS	02/09/11	02/17/12	1,086.76	1,585.80	(499.04) LT
180.0000	AEGON N.V. NY REG SHS	03/22/11	02/17/12	945.90	1,325.74	(379.84) ST
12.0000	AEGON N.V. NY REG SHS	08/03/11	02/17/12	63.06	81.24	(18.18) ST
157.0000	AEGON N.V. NY REG SHS	11/15/11	02/17/12	825.05	677.55	147.50 ST
18.0000	AGRIUM INC	09/09/10	02/17/12	1,493.43	1,313.02	180.41 LT
5.0000	AGRIUM INC	11/15/11	02/17/12	414.84	384.05	30.79 ST
24.0000	AGRIUM INC	01/24/12	02/17/12	1,991.25	1,899.09	92.16 ST

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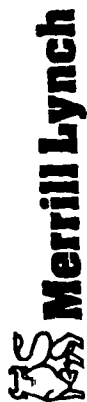
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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
108.0000	ARM HLDGS PLC SPD ADR	07/21/11	02/22/12	2,957.35	3,230.20	(272.85) ST
35.0000	ARM HLDGS PLC SPD ADR	11/15/11	02/22/12	958.40	1,060.50	(102.10) ST
66.0000	ARM HLDGS PLC SPD ADR	12/01/11	02/22/12	1,807.28	1,858.41	(51.13) ST
104.0000	ASTRAZENECA PLC SPND ADR	02/18/10	02/17/12	4,709.69	4,557.01	152.68 LT
18.0000	ASTRAZENECA PLC SPND ADR	08/18/10	02/17/12	815.13	822.95	(7.82) LT
23.0000	ASTRAZENECA PLC SPND ADR	09/09/10	02/17/12	1,041.58	1,183.12	(141.56) LT
26.0000	ASTRAZENECA PLC SPND ADR	01/04/11	02/17/12	1,177.42	1,217.70	(40.28) LT
9.0000	ASTRAZENECA PLC SPND ADR	01/05/11	02/17/12	407.57	419.49	(11.92) LT
2.0000	ASTRAZENECA PLC SPND ADR	08/03/11	02/17/12	90.57	102.57	(12.00) ST
56.0000	ASTRAZENECA PLC SPND ADR	11/15/11	02/17/12	2,536.01	2,589.44	(53.43) ST
373.0000	ADVANCED SEMICON SPNADR	03/21/11	02/17/12	1,877.49	1,905.32	(27.83) ST
12.0000	ADVANCED SEMICON SPNADR	06/03/11	02/17/12	60.40	67.81	(7.41) ST
125.0000	ADVANCED SEMICON SPNADR	11/15/11	02/17/12	829.20	587.63	41.57 ST
169.0000	AVIVA PLC SHS	07/29/10	02/17/12	1,968.81	1,960.23	8.58 LT
1.0000	AVIVA PLC SHS	06/03/11	02/17/12	11.84	14.16	(2.32) ST
50.0000	AVIVA PLC SHS	11/15/11	02/17/12	582.50	502.50	80.00 ST
195.0000	AU OPTRONICS CORP ADR	02/18/10	02/17/12	1,038.08	2,238.60	(1,200.52) LT
128.0000	AU OPTRONICS CORP ADR	03/15/10	02/17/12	870.76	1,390.26	(719.50) LT
7.0000	AU OPTRONICS CORP ADR	06/03/11	02/17/12	37.26	58.49	(19.23) ST
142.0000	AU OPTRONICS CORP ADR	07/28/11	02/17/12	755.94	843.61	(87.67) ST
119.0000	AU OPTRONICS CORP ADR	11/15/11	02/17/12	633.49	704.29	(70.80) ST
210.0000	AU OPTRONICS CORP ADR	11/23/11	02/17/12	1,117.95	1,029.99	87.96 ST
90.0000	ANGLO AMERN PLC ADR	11/25/11	02/17/12	1,898.96	1,539.78	359.18 ST
100.0000	ANGLO AMERN PLC ADR	10/05/11	02/17/12	2,109.97	1,729.00	380.97 ST
75.0000	ARCELORMITTAL SA, ADR	11/15/11	02/17/12	1,600.80	1,255.31	345.49 ST
28.0000	ARCELORMITTAL SA, ADR	09/13/10	02/17/12	554.95	483.23	71.72 ST
159.0000	ASAHI GLASS JAPAN ADR	10/07/10	02/17/12	1,365.78	1,688.82	(321.04) LT
212.0000	ASAHI GLASS JAPAN ADR	12/14/10	02/17/12	1,821.04	2,238.72	(417.68) LT
104.0000	ASAHI GLASS JAPAN ADR	06/03/11	02/17/12	893.34	1,157.99	(264.65) LT
14.0000	ASAHI GLASS JAPAN ADR	11/15/11	02/17/12	120.25	160.02	(39.77) ST
151.0000	ASAHI GLASS JAPAN ADR	02/09/11	02/17/12	1,297.09	1,252.85	44.24 ST
64.0000	AUST NW Z B G ADR	06/03/11	02/17/12	1,478.37	1,623.71	(145.34) LT
3.0000	AUST NW Z B G ADR	11/15/11	02/17/12	69.29	68.13	1.16 ST
21.0000	AUST NW Z B G ADR	08/16/10	02/17/12	485.10	444.99	40.11 ST
21.0000	BRITISH AMN TOBACO SPADR	08/03/11	02/17/12	2,084.00	1,361.97	722.03 LT
1.0000	BRITISH AMN TOBACO SPADR	11/15/11	02/17/12	99.23	89.46	9.77 ST
5.0000	BRITISH AMN TOBACO SPADR	10/06/11	02/17/12	496.20	470.20	26.00 ST
149.0000	BRITISH LD CO PLC SP ADR	11/15/11	02/17/12	1,130.89	1,158.18	(27.29) ST
46.0000	BRITISH LD CO PLC SP ADR	11/15/11	02/17/12	349.13	373.06	(23.93) ST
253.0000	BRITISH LD CO PLC SP ADR	11/21/11	02/17/12	1,920.24	1,841.84	78.40 ST

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184.0000	BARCLAYS PLC ADR	02/18/10	02/17/12	2,914.50	3,569.58	(655.08) LT
75.0000	BARCLAYS PLC ADR	03/15/10	02/17/12	1,187.98	1,582.43	(394.45) LT
84.0000	BARCLAYS PLC ADR	11/15/11	02/17/12	1,330.54	932.79	397.75 ST
65.0000	BP PLC SPON ADR	02/18/10	02/17/12	3,052.67	3,542.50	(489.83) LT
29.0000	BP PLC SPON ADR	07/28/10	02/17/12	1,381.98	1,095.66	286.30 LT
44.0000	BP PLC SPON ADR	12/14/10	02/17/12	2,066.42	1,987.25	99.17 LT
3.0000	BP PLC SPON ADR	06/03/11	02/17/12	140.89	133.98	8.91 ST
59.0000	BP PLC SPON ADR	08/31/11	02/17/12	2,770.89	2,330.77	440.12 ST
43.0000	BP PLC SPON ADR	09/01/11	02/17/12	2,019.48	1,665.43	354.03 ST
70.0000	BP PLC SPON ADR	11/15/11	02/17/12	3,287.51	3,089.83	217.68 ST
36.0000	BP PLC SPON ADR	11/18/11	02/17/12	1,690.72	1,531.63	159.09 ST
70.0000	BP PLC SPON ADR	10/08/11	02/17/12	2,202.86	1,513.25	689.61 ST
23.0000	BAYERISCHE MOTORENWERKE	11/15/11	02/17/12	723.79	603.08	120.73 ST
68.0000	BAYERISCHE MOTORENWERKE	11/21/11	02/17/12	2,139.93	1,585.21	554.72 ST
10.0000	BRIDGESTONE CORP ADR	02/08/11	02/17/12	484.29	393.24	71.05 LT
27.0000	BRIDGESTONE CORP ADR	02/09/11	02/17/12	2,182.17	1,843.73	338.44 LT
11.0000	BRIDGESTONE CORP ADR	03/22/11	02/17/12	1,253.58	1,142.96	110.62 ST
43.0000	BRIDGESTONE CORP ADR	04/29/11	02/17/12	510.72	490.95	19.77 ST
6.0000	BRIDGESTONE CORP ADR	05/02/11	02/17/12	1,998.45	1,929.92	68.53 ST
45.0000	BRIDGESTONE CORP ADR	06/03/11	02/17/12	278.57	262.20	16.37 ST
109.0000	CATHAY PAC AIR NEW SPADR	11/15/11	02/17/12	2,089.33	2,074.95	14.38 ST
38.0000	CATHAY PAC AIR NEW SPADR	07/27/11	02/17/12	1,115.04	1,317.84	(202.80) ST
15.0000	CHINA PETE CHEM SPN ADR	11/15/11	02/17/12	388.74	334.02	54.72 ST
1.0000	CHINA PETE CHEM SPN ADR	08/17/10	02/17/12	1,814.67	1,213.65	601.02 LT
4.0000	CHINA PETE CHEM SPN ADR	06/03/11	02/17/12	120.97	98.80	22.17 ST
40.0000	COMPANHIA D SNMNT0 BSCO	11/15/11	02/17/12	483.92	424.40	59.52 ST
12.0000	CIE GENERALE DES	02/18/10	02/17/12	3,012.34	1,427.80	1,584.74 LT
135.0000	DIAGEO PLC SPSP ADR NEW	11/15/11	02/17/12	903.71	673.68	230.03 ST
31.0000	DELHAIZE GROUP SPONS ADR	02/03/11	02/23/12	1,898.92	1,804.90	94.02 ST
16.0000	DELHAIZE GROUP SPONS ADR	11/17/10	02/22/12	2,913.42	2,439.94	473.48 LT
1.0000	DELHAIZE GROUP SPONS ADR	06/03/11	02/17/12	911.34	1,160.89	(249.35) LT
17.0000	DELHAIZE GROUP SPONS ADR	11/15/11	02/17/12	56.95	80.60	(23.65) ST
33.0000	DEUTSCHE BK AG REG SHS	05/24/11	02/17/12	988.32	1,045.33	(77.01) ST
1.0000	DEUTSCHE BK AG REG SHS	06/03/11	02/17/12	1,466.04	1,872.61	(406.57) ST
41.0000	DEUTSCHE BK AG REG SHS	10/05/11	02/17/12	44.42	59.53	(15.11) ST
25.0000	DEUTSCHE BK AG REG SHS	11/15/11	02/17/12	1,821.44	1,457.98	363.46 ST
57.0000	EXXARO RES LTD SPON ADR	07/27/11	02/17/12	1,110.85	960.75	149.90 ST
20.0000	EXXARO RES LTD SPON ADR	11/15/11	02/17/12	1,482.59	1,594.96	(132.37) ST
52.0000	ENI S P A SPONSORED ADR	02/18/10	02/17/12	513.19	449.80	63.39 ST
				2,375.12	2,415.39	(40.27) LT



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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
27.0000	ENI S P A SPONSORED ADR	03/15/10	02/17/12	1,233.24	1,287.76	(54.52) LT
25.0000	ENI S P A SPONSORED ADR	11/15/11	02/17/12	1,141.89	1,087.75	74.14 ST
4.0000	EDP ENERGIAS DE PORTUGAL	02/08/11	02/17/12	117.27	158.12	(38.85) LT
46.0000	EDP ENERGIAS DE PORTUGAL	02/09/11	02/17/12	1,348.69	1,818.35	(469.66) LT
31.0000	EDP ENERGIAS DE PORTUGAL	03/22/11	02/17/12	908.90	1,209.07	(300.17) ST
2.0000	EDP ENERGIAS DE PORTUGAL	08/03/11	02/17/12	58.84	75.08	(16.24) ST
23.0000	EDP ENERGIAS DE PORTUGAL	11/15/11	02/17/12	674.38	727.95	(53.59) ST
34.0000	E.ON AG ADR	02/18/10	02/17/12	747.98	1,241.00	(493.02) LT
14.0000	E.ON AG ADR	04/01/10	02/17/12	307.99	523.24	(215.25) LT
15.0000	E.ON AG ADR	04/08/10	02/17/12	328.99	553.81	(223.82) LT
65.0000	E.ON AG ADR	12/14/10	02/17/12	1,429.98	2,008.99	(577.01) LT
4.0000	E.ON AG ADR	06/03/11	02/17/12	87.99	109.76	(21.77) ST
72.0000	E.ON AG ADR	11/15/11	02/17/12	1,583.99	1,886.98	(302.99) ST
113.0000	GLAXOSMITHKLINE PLC ADR	05/24/11	02/22/12	4,995.43	4,838.15	157.28 ST
13.0000	GLAXOSMITHKLINE PLC ADR	05/26/11	02/22/12	574.69	562.77	11.92 ST
3.0000	GLAXOSMITHKLINE PLC ADR	06/27/11	02/22/12	132.62	129.87	2.75 ST
14.0000	GLAXOSMITHKLINE PLC ADR	06/27/11	02/22/12	618.92	575.82	43.10 ST
2.0000	GLAXOSMITHKLINE PLC ADR	06/27/11	02/22/12	88.79	82.26	6.53 ST
11.0000	GLAXOSMITHKLINE PLC ADR	07/27/11	02/22/12	488.36	498.22	(9.86) ST
147.0000	GAO GAZPROM SPON ADR	03/15/10	02/17/12	1,859.51	1,712.72	146.79 LT
128.0000	GAO GAZPROM SPON ADR	11/17/10	02/17/12	1,619.17	1,383.69	235.48 LT
85.0000	GAO GAZPROM SPON ADR	11/15/11	02/17/12	1,075.24	1,043.80	31.44 ST
158.0000	GDF SUEZ ADR	02/01/11	02/23/12	4,091.99	6,462.20	(2,370.21) LT
52.0000	GDF SUEZ ADR	11/15/11	02/23/12	1,346.74	1,399.32	(52.58) ST
52.0000	HONDA MOTOR ADR NEW	02/01/11	02/22/12	1,938.18	2,282.08	(345.90) LT
10.0000	IMPERIAL TOB GRP SPS ADR	08/17/10	02/17/12	798.49	577.29	219.20 LT
66.0000	ITAU UNIBANCO BANCO HOLD	08/05/11	02/22/12	1,393.40	1,185.32	208.08 ST
486.0000	ING GP NV SPSP ADR	02/01/11	02/17/12	4,231.20	5,552.76	(1,321.56) LT
318.0000	ING GP NV SPSP ADR	03/22/11	02/17/12	2,887.39	4,088.91	(1,201.52) ST
185.0000	ROYAL DSM N V SPON ADR	11/17/10	02/17/12	2,532.60	2,441.91	90.69 LT
6.0000	ROYAL DSM N V SPON ADR	08/03/11	02/17/12	82.13	100.50	(18.37) ST
107.0000	ROYAL DSM N V SPON ADR	10/06/11	02/17/12	1,464.80	1,224.98	239.82 ST
100.0000	ROYAL DSM N V SPON ADR	11/15/11	02/17/12	1,368.98	1,233.00	135.98 ST
112.0000	ROYAL DSM N V SPON ADR	11/21/11	02/17/12	1,533.26	1,293.60	239.66 ST
51.0000	KB FINL GROUP INC SPN AD	02/18/10	02/17/12	1,953.77	2,317.94	(364.17) LT
24.0000	KB FINL GROUP INC SPN AD	04/01/10	02/17/12	919.42	1,190.30	(270.88) LT
2.0000	KB FINL GROUP INC SPN AD	08/03/11	02/17/12	78.61	98.83	(22.22) ST
24.0000	KB FINL GROUP INC SPN AD	11/15/11	02/17/12	919.44	835.20	84.24 ST
24.0000	LUKOIL SPONSORED ADR	02/18/10	02/17/12	1,502.81	1,256.41	246.20 LT
21.0000	LUKOIL SPONSORED ADR	03/22/11	02/17/12	1,314.78	1,475.60	(160.82) ST

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Merrill Lynch

LEO GOODWIN FOUNDATION INC

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	LUKOIL SPONSORED ADR	06/03/11	02/17/12	82.60	62.74	(0.14) ST
14.0000	LUKOIL SPONSORED ADR	11/15/11	02/17/12	878.54	804.02	72.52 ST
372.0000	LLOYDS BANKING GROUP PLC	02/01/11	02/17/12	822.92	1,552.73	(729.81) LT
359.0000	LLOYDS BANKING GROUP PLC	03/22/11	02/17/12	794.16	1,424.15	(829.99) ST
360.0000	LLOYDS BANKING GROUP PLC	04/28/11	02/17/12	796.38	1,413.97	(617.59) ST
377.0000	LLOYDS BANKING GROUP PLC	11/15/11	02/17/12	833.99	855.98	178.01 ST
121.0000	LG DISPLAY CO LTD	03/22/11	02/17/12	1,571.76	1,854.23	(282.47) ST
1.0000	LG DISPLAY CO LTD	06/03/11	02/17/12	12.98	15.80	(2.82) ST
75.0000	LG DISPLAY CO LTD	07/27/11	02/17/12	974.23	1,016.70	(42.47) ST
61.0000	LG DISPLAY CO LTD	11/15/11	02/17/12	792.38	849.85	142.73 ST
137.0000	LG DISPLAY CO LTD	11/18/11	02/17/12	1,779.61	1,482.45	297.16 ST
42.0000	MACQUARIE GOURP LTD ADR	12/20/11	02/17/12	1,184.79	1,015.37	169.42 ST
113.0000	MACQUARIE GOURP LTD ADR	12/21/11	02/17/12	3,187.88	2,778.06	409.82 ST
181.0000	MITSUBISHI UFJ FINL GRP	10/06/10	02/17/12	927.51	883.88	43.65 LT
128.0000	MITSUBISHI UFJ FINL GRP	10/07/10	02/17/12	855.92	630.28	25.64 LT
397.0000	MITSUBISHI UFJ FINL GRP	05/24/11	02/17/12	2,034.39	1,783.17	251.22 ST
58.0000	MITSUBISHI UFJ FINL GRP	05/25/11	02/17/12	297.21	282.96	34.25 ST
21.0000	MITSUBISHI UFJ FINL GRP	06/03/11	02/17/12	107.61	95.70	11.91 ST
261.0000	MITSUBISHI UFJ FINL GRP	11/15/11	02/17/12	1,337.49	1,121.23	216.26 ST
198.0000	MUENCHENER RUECK-UNSPON	02/18/10	02/17/12	2,863.02	2,971.98	(108.96) LT
78.0000	MUENCHENER RUECK-UNSPON	09/01/11	02/17/12	1,127.86	1,011.61	116.25 ST
96.0000	MUENCHENER RUECK-UNSPON	11/15/11	02/17/12	1,388.14	1,178.88	209.26 ST
30.0000	MAGNA INTL INC CL A VTG	01/04/11	02/17/12	1,343.81	1,670.12	(326.31) LT
35.0000	MAGNA INTL INC CL A VTG	03/21/11	02/17/12	1,567.78	1,756.14	(188.36) ST
17.0000	MAGNA INTL INC CL A VTG	03/22/11	02/17/12	781.49	849.89	(88.20) ST
22.0000	MAGNA INTL INC CL A VTG	04/28/11	02/17/12	985.46	1,092.66	(107.20) ST
3.0000	MAGNA INTL INC CL A VTG	06/03/11	02/17/12	134.38	140.52	(6.14) ST
35.0000	MAGNA INTL INC CL A VTG	11/15/11	02/17/12	1,567.79	1,212.40	355.39 ST
2.0000	MITSUI CO ADR	03/15/10	02/17/12	683.78	681.92	1.86 LT
4.0000	MITSUI CO ADR	07/08/10	02/17/12	1,387.58	1,027.98	339.60 LT
2.0000	MITSUI CO ADR	11/15/11	02/17/12	683.79	608.88	78.91 ST
10.0000	NOMURA RESH INST LTD ADR	12/20/11	02/17/12	455.99	455.33	0.66 ST
30.0000	NOMURA RESH INST LTD ADR	12/21/11	02/17/12	1,367.98	1,349.21	18.77 ST
388.0000	NISSAN MTR LTD SPN ADR	02/18/10	02/17/12	7,787.01	6,440.80	1,346.21 LT
16.0000	NISSAN MTR LTD SPN ADR	02/08/11	02/17/12	321.11	342.78	(21.67) LT
39.0000	NISSAN MTR LTD SPN ADR	02/09/11	02/17/12	782.71	843.30	(60.59) LT
9.0000	NISSAN MTR LTD SPN ADR	04/28/11	02/17/12	180.62	171.15	9.47 ST
24.0000	NISSAN MTR LTD SPN ADR	04/29/11	02/17/12	481.67	481.84	19.83 ST
20.0000	NISSAN MTR LTD SPN ADR	06/03/11	02/17/12	401.39	383.20	18.19 ST
158.0000	NISSAN MTR LTD SPN ADR	11/15/11	02/17/12	3,171.03	2,924.58	246.45 ST



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REALIZED CAPITAL GAIN AND LOSS SUMMARY

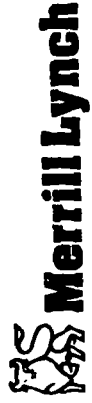
Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
64.0000	NINTENDO LTD ADR	09/01/11	02/17/12	1,173.09	1,392.33	(219.24) ST
21.0000	NINTENDO LTD ADR	11/15/11	02/17/12	384.92	409.50	(24.58) ST
58.0000	NINTENDO LTD ADR	01/24/12	02/17/12	1,063.13	1,010.28	52.85 ST
381.0000	NEW WORLD DEV SPNSRD ADR	02/18/10	02/17/12	971.53	1,294.49	(322.96) LT
529.0000	NEW WORLD DEV SPNSRD ADR	03/22/11	02/17/12	1,348.92	1,771.70	(422.78) ST
42.0000	NEW WORLD DEV SPNSRD ADR	06/03/11	02/17/12	107.09	130.52	(23.43) ST
349.0000	NEW WORLD DEV SPNSRD ADR	11/15/11	02/17/12	889.95	554.09	335.86 ST
68.0000	NIPPON TEL&TEL SPDN ADR	05/08/10	02/17/12	1,833.33	1,355.56	277.77 LT
187.0000	NIPPON TEL&TEL SPDN ADR	05/08/10	02/22/12	4,408.18	3,727.78	678.40 LT
85.0000	NIPPON TEL&TEL SPDN ADR	11/03/11	02/22/12	2,002.81	2,182.13	(159.32) ST
1.0000	NOVARTIS ADR	02/18/10	02/22/12	57.16	54.80	2.36 LT
29.0000	NOVARTIS ADR	07/07/10	02/22/12	1,857.76	1,428.39	229.37 LT
21.0000	NOVARTIS ADR	02/01/11	02/22/12	1,200.45	1,187.91	12.54 LT
69.0000	NOVARTIS ADR	02/01/11	02/22/12	3,938.81	3,903.12	33.49 LT
192.0000	NTT DOCOMO INC SPD ADR	12/20/11	02/17/12	3,338.63	3,402.82	(63.99) ST
151.0000	NEW GOLD INC CDA	04/28/11	02/17/12	1,732.89	1,714.14	18.75 ST
6.0000	NEW GOLD INC CDA	06/03/11	02/17/12	68.85	58.59	10.26 ST
49.0000	NEW GOLD INC CDA	11/15/11	02/17/12	582.34	570.10	(7.76) ST
68.0000	NATIONAL GRID PLC SP ADR	01/24/12	02/17/12	3,477.46	3,314.63	162.83 ST
53.0000	NESTLE S A REP RG SH ADR	09/12/11	02/17/12	3,230.29	2,928.10	304.19 ST
95.0000	ORIX CORPORATION SP ADR	02/18/10	02/17/12	4,714.45	3,732.55	981.90 LT
20.0000	ORIX CORPORATION SP ADR	04/28/11	02/17/12	992.51	979.86	12.85 ST
3.0000	ORIX CORPORATION SP ADR	06/03/11	02/17/12	148.87	140.73	8.14 ST
38.0000	ORIX CORPORATION SP ADR	11/15/11	02/17/12	1,885.80	1,685.16	220.64 ST
62.0000	PETROLEO BRAS SA ADR	05/24/11	02/17/12	1,732.87	1,845.11	(112.24) ST
1.0000	PETROLEO BRAS SA ADR	06/03/11	02/17/12	27.94	31.01	(3.07) ST
48.0000	PETROLEO BRAS SA ADR	10/05/11	02/17/12	1,341.58	986.25	375.33 ST
35.0000	PETROLEO BRAS SA ADR	11/15/11	02/17/12	978.24	886.20	92.04 ST
99.0000	ROYAL DUTCH SHELL PLC	02/18/10	02/17/12	7,224.89	5,513.31	1,711.58 LT
1.0000	ROYAL DUTCH SHELL PLC	03/25/11	02/17/12	72.97	69.80	3.17 ST
18.0000	ROYAL DUTCH SHELL PLC	08/31/11	02/17/12	1,313.61	1,216.11	97.50 ST
36.0000	ROYAL DUTCH SHELL PLC	11/15/11	02/17/12	2,627.25	2,534.04	93.21 ST
7.0000	ROCHE HLDG LTD SPN ADR	02/08/11	02/17/12	307.43	256.97	50.46 LT
424.0000	SOCIETE GENERAL SPN ADR	02/18/10	02/17/12	2,841.47	4,484.72	(1,823.25) LT
22.0000	SOCIETE GENERAL SPN ADR	04/28/11	02/17/12	137.05	293.48	(156.43) ST
123.0000	SOCIETE GENERAL SPN ADR	04/29/11	02/17/12	786.28	1,650.72	(864.44) ST
27.0000	SOCIETE GENERAL SPN ADR	06/03/11	02/17/12	188.20	322.11	(153.91) ST
239.0000	SOCIETE GENERAL SPN ADR	11/15/11	02/17/12	1,488.96	1,156.76	332.20 ST
64.0000	SMITH-NPHW PLC SPADR NEW	02/17/12	02/22/12	3,153.87	3,204.93	(51.06) ST
81.0000	STATOIL ASA SHS	02/01/11	02/22/12	2,227.40	2,123.95	103.45 LT

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LEO GOODWIN FOUNDATION INC

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
25.0000	SANOFI ADR	11/19/10	02/17/12	930.11	855.09	75.02 LT
26.0000	SANOFI ADR	11/15/11	02/17/12	987.32	877.53	89.79 ST
344.0000	SHARP CORP ADR	02/18/10	02/17/12	2,397.83	4,079.84	(1,682.21) LT
73.0000	SHARP CORP ADR	09/10/10	02/17/12	508.80	724.50	(215.70) LT
99.0000	SHARP CORP ADR	12/14/10	02/17/12	890.02	989.17	(299.15) LT
18.0000	SHARP CORP ADR	06/03/11	02/17/12	125.45	166.50	(41.05) ST
187.0000	SHARP CORP ADR	11/15/11	02/17/12	1,303.38	1,711.05	(407.67) ST
643.0000	SUMITOMO MITSUI-UNSPONS	02/18/10	02/17/12	4,403.69	4,025.18	378.51 LT
234.0000	SUMITOMO MITSUI-UNSPONS	02/03/11	02/17/12	1,602.80	1,854.21	(51.61) LT
119.0000	SUMITOMO MITSUI-UNSPONS	02/03/11	02/22/12	803.32	841.25	(37.93) LT
199.0000	SUMITOMO MITSUI-UNSPONS	02/04/11	02/22/12	1,343.39	1,404.84	(81.25) LT
20.0000	SONY CORP ADR NEW	07/29/10	02/17/12	411.46	599.21	(187.75) LT
142.0000	SONY CORP ADR NEW	02/01/11	02/17/12	2,921.39	4,929.39	(2,008.00) LT
53.0000	SONY CORP ADR NEW	11/15/11	02/17/12	1,090.39	926.97	163.42 ST
63.0000	TELECOM C NW ZLND SPNADR	02/01/11	02/22/12	551.79	428.49	125.30 LT
270.0000	TESCO PLC SPNRD ADR	02/01/11	02/23/12	4,001.97	5,335.20	(1,333.23) LT
86.0000	TESCO PLC SPNRD ADR	11/15/11	02/23/12	1,274.71	1,875.28	(600.57) ST
258.0000	TELECOM ITALIA S P A NEW	02/18/10	02/17/12	2,825.10	4,008.73	(1,183.63) LT
144.0000	TELECOM ITALIA S P A NEW	12/14/10	02/17/12	1,576.80	1,912.18	(335.38) LT
13.0000	TELECOM ITALIA S P A NEW	06/03/11	02/17/12	142.35	183.32	(40.97) ST
22.0000	TELECOM ITALIA S P A NEW	10/05/11	02/17/12	240.90	247.21	(6.31) ST
77.0000	TELECOM ITALIA S P A NEW	10/08/11	02/17/12	843.15	877.11	(33.96) ST
166.0000	TELECOM ITALIA S P A NEW	11/15/11	02/17/12	1,817.71	1,952.94	(135.23) ST
65.0000	THK CO LTD SHS	02/01/11	02/23/12	706.33	873.80	(167.27) LT
121.0000	THK CO LTD SHS	03/15/11	02/23/12	1,314.87	1,328.29	(13.42) ST
55.0000	THK CO LTD SHS	04/21/11	02/23/12	597.87	683.07	(85.40) ST
82.0000	THK CO LTD SHS	11/15/11	02/23/12	891.08	778.18	112.90 ST
27.0000	TURKIYE VAKIFLAR BANKASI	09/08/11	02/17/12	1,449.73	1,556.74	(107.01) ST
141.0000	VODAFONE GROU PLC SP ADR	11/15/11	02/17/12	477.36	455.22	22.14 ST
239.0000	VODAFONE GROU PLC SP ADR	02/18/10	02/17/12	3,923.98	3,136.99	786.99 LT
113.0000	VALE SA PFD SHS ADR	02/01/11	02/17/12	6,651.31	6,927.39	(276.08) LT
43.0000	VALE SA PFD SHS ADR	03/15/10	02/17/12	2,751.50	2,988.40	(216.90) LT
84.0000	VALE SA PFD SHS ADR	07/29/10	02/17/12	1,047.03	1,051.96	(4.93) LT
5.0000	VALE SA PFD SHS ADR	10/08/10	02/17/12	1,558.37	1,834.28	(275.91) LT
69.0000	VALE SA PFD SHS ADR	06/03/11	02/17/12	121.74	142.95	(21.21) ST
141.0000	VIVENDI SHS UNSP ADR	11/15/11	02/17/12	1,880.13	1,865.66	14.47 ST
48.0000	VOLKSWAGEN A G SPONS ADR	02/18/10	02/17/12	3,084.38	3,510.90	(426.52) LT
15.0000	XSTRATA PLC-ADR	11/15/11	02/17/12	1,043.20	1,014.72	28.48 ST
207.0000		09/01/11	02/17/12	510.14	453.31	56.83 ST
		07/29/10	02/23/12	775.39	679.36	96.03 LT



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Merrill Lynch

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EMA Fiscal Statement

ATTACHMENT C-6

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
11,000	XSTRATA PLC-ADR	02/01/11	02/23/12	41.21	49.61	(8.40) LT
28,000	BG GROUP PLC SPON ADR	02/18/10	03/01/12	880.39	519.62	160.77 LT
24,000	CHINA MOBILE LTD SPN ADR	09/02/11	03/12/12	1,347.43	1,215.94	131.49 ST
27,000	FOMENTO ECOMCO MEX SPADR	02/17/12	03/07/12	1,947.04	2,004.21	(57.17) ST
19,000	FANUC LTD-UNSP	02/22/11	03/01/12	575.95	488.15	89.80 LT
26,000	NEWCREST MNG LTD SPN ADR	09/23/10	03/01/12	913.16	1,009.02	(95.86) LT
15,000	RIO TINTO PLC SPNSRD ADR	02/01/11	03/01/12	880.21	1,068.33	(208.12) LT
2,000	SEVEN AND I HOLDINGS CO	02/25/11	03/01/12	110.69	111.60	(0.91) LT
12,000	SEVEN AND I HOLDINGS CO	02/28/11	03/01/12	684.17	661.84	2.53 LT
79,000	TELECOM C NW ZLND SPNADR	02/01/11	03/01/12	713.67	534.81	178.86 LT
184,000	TELECOM C NW ZLND SPNADR	02/01/11	03/05/12	1,489.50	1,110.23	379.27 LT
59,000	TELECOM C NW ZLND SPNADR	03/10/11	03/05/12	535.86	337.82	198.24 ST
14,000	TELECOM C NW ZLND SPNADR	03/10/11	03/06/12	127.79	80.11	47.68 ST
53,000	TELECOM C NW ZLND SPNADR	06/24/11	03/06/12	483.79	407.43	76.36 ST
7,000	TELECOM C NW ZLND SPNADR	06/27/11	03/06/12	63.90	53.43	10.47 ST
101,000	TELECOM C NW ZLND SPNADR	06/27/11	03/15/12	1,041.03	770.87	270.16 ST
258,000	TELECOM C NW ZLND SPNADR	11/15/11	03/15/12	2,638.88	1,989.02	649.86 ST
82,000	UNTD OVERSEAS BK SPN ADR	06/28/11	03/05/12	2,358.00	2,527.35	(171.35) ST
179,000	XSTRATA PLC-ADR	02/01/11	03/01/12	882.55	807.29	(124.74) LT
37,000	ANHEUSER-BUSCH INBEV ADR	02/01/11	04/20/12	2,709.82	2,059.50	650.32 LT
40,000	HONDA MOTOR ADR NEW	02/01/11	04/16/12	1,430.15	1,755.44	(325.29) LT
34,000	TELEOR ASA	02/17/12	04/19/12	1,774.70	1,810.50	(35.80) ST
110,000	DNB NOR ASA	02/01/11	04/23/12	1,293.57	1,567.50	(273.93) LT
68,000	ANHEUSER-BUSCH INBEV ADR	02/01/11	05/15/12	1,132.61	890.59	242.02 LT
452,000	FANUC LTD-UNSP	02/22/11	05/15/12	1,830.21	1,688.73	141.48 LT
41,000	KONICA MINOLTA HOLDINGS	02/17/12	04/26/12	7,285.89	7,512.24	(226.35) ST
123,000	LVMH MOET HENNESSY ADR	02/01/11	05/15/12	1,283.11	1,325.12	(42.01) LT
21,000	RIO TINTO PLC SPNSRD ADR	02/01/11	05/04/12	6,475.81	8,760.31	(2,284.50) LT
16,000	SAP AG SHS	02/01/11	05/25/12	1,200.54	1,237.46	(36.92) LT
63,000	TORONTO DOMINION BANK	02/01/11	05/15/12	1,273.09	1,226.56	46.53 LT
1,597,000	UNTD OVERSEAS BK SPN ADR	06/28/11	05/15/12	1,816.14	1,941.74	(125.60) ST
190,000	XSTRATA PLC-ADR	02/01/11	04/27/12	6,108.86	7,202.47	(1,093.61) LT
73,000	XSTRATA PLC-ADR	04/28/11	04/27/12	726.79	970.52	(243.73) ST
26,000	ANHEUSER-BUSCH INBEV ADR	06/27/11	04/27/12	279.25	294.96	(15.71) ST
10,000	AIA GROUP LTD	02/01/11	08/05/12	131.47	111.32	20.15 LT
13,000	AUST NW Z B G ADR	03/08/12	08/05/12	339.55	363.28	(23.73) ST
1,000	BG GROUP PLC SPON ADR	02/18/10	06/05/12	207.19	235.20	(28.01) ST
8,000	BAIDU INC SPON ADR	07/21/11	06/05/12	241.40	241.25	0.15 LT
	BRF BRASIL FOODS SA ADR	12/13/11	06/05/12	117.42	151.68	(34.26) ST
				126.07	161.35	(35.28) ST

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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
11.0000	CHECK POINT SOFTWARE TECH	02/01/11	06/05/12	589.35	512.89	56.66 LT
5.0000	CANON INC ADR REPSSH	02/01/11	06/05/12	191.98	245.43	(53.45) LT
4.0000	CHINA MOBILE LTD SPN ADR	09/02/11	06/05/12	199.32	202.86	(3.34) ST
11.0000	CENTRICA PLC	12/14/11	06/05/12	208.55	194.13	14.42 ST
18.0000	CIE GENERALE DES	10/13/11	06/05/12	210.05	240.65	(30.60) ST
1.0000	DIAGEO PLC SPSD ADR NEW	02/03/11	06/05/12	93.59	78.71	14.88 LT
4.0000	ESSILOR INTL SA ADR	09/28/11	06/05/12	282.55	148.41	25.86 ST
10.0000	FANUC LTD-UNSP	02/22/11	06/05/12	174.64	255.87	26.68 LT
4.0000	GLAXOSMITHKLINE PLC ADR	07/27/11	06/05/12	124.11	181.17	(6.53) ST
4.0000	HONDA MOTOR ADR NEW	02/01/11	06/05/12	154.34	175.54	(51.43) LT
21.0000	INFINEON TECHS AG SPADR	02/23/12	06/05/12	112.23	211.49	(57.15) ST
8.0000	ITAU UNIBANCO BANCO HOLD	08/05/11	06/05/12	23.52	143.67	(31.44) ST
4.0000	ING GP NV SPSD ADR	03/22/11	06/05/12	155.24	51.43	(27.91) LT
25.0000	JULIUS BAER GROUP ADR	02/03/11	06/05/12	232.12	226.87	(71.83) LT
28.0000	KINGFISHER PLC SP ADR	02/01/11	06/05/12	141.09	228.48	3.64 LT
5.0000	LVMH MOET HENNESSY ADR	02/01/11	06/05/12	100.65	181.60	(20.51) LT
7.0000	LINDE AG SHS SP ADR	05/15/12	06/05/12	176.23	103.60	(2.95) LT
8.0000	L OREAL CO ADR	02/18/10	06/05/12	271.31	348.18	(12.61) ST
7.0000	MITSUBISHI CP SPNSRD ADR	11/03/11	06/05/12	146.52	178.06	(76.87) LT
10.0000	NIPPON TEL&TEL SPN ADR	09/23/10	06/05/12	242.99	388.09	(31.54) ST
5.0000	NESTLE S A REP RG SH ADR	09/12/11	06/05/12	280.29	276.05	(145.10) LT
6.0000	POTASH CORP SASKATCHEWAN	11/03/11	06/05/12	227.81	285.51	4.24 ST
54.0000	PRUDENTIAL PLC ADR	02/01/11	06/05/12	1,280.70	1,195.81	(57.70) ST
2.0000	ROYAL DUTCH SHELL PLC	11/15/11	06/05/12	128.41	140.78	64.89 LT
2.0000	SAP AG SHS ADR	02/01/11	06/05/12	117.85	117.85	(14.37) ST
30.0000	SANDVIK AB ADR	05/15/12	06/05/12	359.99	402.32	(7.00) LT
25.0000	SCHNEIDER ELEC SA ADR	02/01/11	06/05/12	250.81	298.45	(42.33) ST
5.0000	SEVEN AND I HOLDINGS CO	02/28/11	06/05/12	263.49	398.50	(45.64) ST
14.0000	SONY FINL HOLD-UNS	02/01/11	06/05/12	301.04	275.68	(135.01) LT
7.0000	SYMRISE AG ADR	02/23/12	06/05/12	201.17	264.88	25.36 LT
13.0000	SUNCOR ENERGY INC NEW	02/01/11	06/05/12	189.13	205.77	(63.71) LT
51.0000	SEADRILL LTD	11/18/11	06/05/12	355.80	543.84	(16.64) ST
51.0000	SEADRILL LTD	12/20/11	06/14/12	1,688.20	1,720.12	(188.04) LT
114.0000	SEADRILL LTD	02/17/12	06/14/12	1,888.20	1,884.40	(51.92) ST
10.0000	SEADRILL LTD	06/05/12	06/14/12	3,728.93	4,520.10	(16.20) ST
22.0000	SUMITOMO MITSUI-UNSPONS	02/04/11	06/05/12	327.10	323.46	(791.17) ST
36.0000	SBERBANK SPONSORED ADR	08/02/11	06/05/12	130.45	155.29	3.64 ST
227.0000	SVENSKA C AKTI SPONS ADR	02/17/12	06/18/12	342.71	534.57	(24.84) LT
				3,348.58	3,793.01	(191.86) ST
						(444.43) ST



EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
231.0000	SVENSKA C AKTI SPONS ADR	02/17/12	06/15/12	3,422.72	3,859.85	(437.13) ST
11.0000	SVENSKA C AKTI SPONS ADR	08/05/12	08/15/12	162.99	151.47	11.52 ST
3.0000	TOTAL S.A. SP ADR	02/18/10	08/05/12	128.89	175.65	(46.76) LT
2.0000	TORONTO DOMINION BANK	02/01/11	06/05/12	149.75	153.32	(3.57) LT
7.0000	UNITED UTILS GROUP ADR	02/10/11	08/05/12	142.79	127.34	15.45 LT
2.0000	UNITED UTILS GROUP ADR	02/11/11	08/05/12	40.80	36.83	3.97 LT
3.0000	UNITD OVERSEAS BK SPN ADR	06/28/11	08/05/12	78.83	92.47	(13.64) ST
6.0000	VODAFONE GROU PLC SP ADR	02/01/11	08/05/12	181.09	173.91	(12.82) LT
3.0000	WPP PLC ADR	02/23/12	08/05/12	173.24	189.79	(16.55) ST
16.0000	DNB NOR ASA	02/01/11	08/05/12	142.07	228.00	(85.93) LT
22.0000	ANHEUSER-BUSCH INBEV ADR	02/01/11	07/02/12	1,734.29	1,224.57	509.72 LT
350.0000	BANCO BILBAO VIZCAYA	02/17/12	07/25/12	1,878.93	3,173.07	(1,294.14) ST
15.0000	BANCO BILBAO VIZCAYA	08/05/12	07/25/12	80.53	91.90	(11.37) ST
9.0000	DIAGEO PLC SPSP ADR NEW	02/03/11	07/09/12	927.79	708.37	219.42 LT
48.0000	NEXEN INC CANADA COM	02/18/10	07/25/12	1,245.05	1,082.88	162.17 LT
74.0000	NEXEN INC CANADA COM	12/14/10	07/25/12	1,919.45	1,646.34	273.11 LT
9.0000	NEXEN INC CANADA COM	02/17/11	07/25/12	233.44	215.27	18.17 LT
72.0000	NEXEN INC CANADA COM	11/15/11	07/25/12	1,887.58	1,187.82	679.98 ST
46.0000	NEXEN INC CANADA COM	02/17/12	07/25/12	1,193.18	934.95	258.23 ST
473.0000	PDG REALTY SA-SPON	02/17/12	07/11/12	1,396.64	4,521.88	(3,125.24) ST
24.0000	PDG REALTY SA-SPON	08/05/12	07/11/12	70.87	80.40	(9.53) ST
137.0000	ROLLS ROYCE GRP SPN ADR	02/17/12	07/17/12	9,133.52	8,599.20	534.32 ST
9.0000	ROLLS ROYCE GRP SPN ADR	06/05/12	07/17/12	600.02	557.37	42.65 ST
59.0000	SAP AG SHS	02/01/11	07/05/12	3,444.84	3,478.68	(31.84) LT
25.0000	SAP AG SHS	11/15/11	07/05/12	1,459.88	1,513.12	(53.44) ST
355.0000	SBM OFFSHORE NV-UNSPON A	02/17/12	07/17/12	4,250.35	8,221.18	(1,970.81) ST
20.0000	SBM OFFSHORE NV-UNSPON A	06/05/12	07/17/12	239.48	253.40	(13.94) ST
28.0000	SYMRISE AG ADR	02/23/12	07/02/12	855.12	823.07	32.05 ST
54.0000	TELENOR ASA ADR	02/17/12	06/27/12	2,617.95	2,875.50	(257.55) ST
63.0000	UNITED UTILS GROUP ADR	02/11/11	07/02/12	1,329.39	1,160.08	169.31 LT
11.0000	ANHEUSER-BUSCH INBEV ADR	02/01/11	07/31/12	869.88	612.29	257.57 LT
10.0000	BAIDU INC SPON ADR	07/21/11	07/31/12	1,212.27	1,516.81	(304.54) LT
3.0000	BAIDU INC SPON ADR	11/15/11	07/31/12	363.88	422.84	(59.16) ST
1.0000	BAIDU INC SPON ADR	05/31/12	07/31/12	121.23	116.72	4.51 ST
112.0000	BRF BRASIL FOODS SA ADR	12/13/11	07/31/12	1,624.65	2,258.93	(634.28) ST
89.0000	BRF BRASIL FOODS SA ADR	12/21/11	07/31/12	1,291.02	1,716.22	(425.20) ST
130.0000	BRF BRASIL FOODS SA ADR	02/22/12	07/31/12	1,885.78	2,894.02	(808.28) ST
2.0000	BRF BRASIL FOODS SA ADR	05/31/12	07/31/12	29.02	30.88	(1.84) ST
15.0000	CHINA MOBILE LTD SPN ADR	09/02/11	08/02/12	855.03	759.96	95.07 ST
44.0000	CENTRICA PLC	12/14/11	08/10/12	884.82	776.52	108.30 ST



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Merrill Lynch

LEO GOODWIN FOUNDATION INC

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
10.0000	ESSILOR INTL SA ADR	09/28/11	08/10/12	419.89	371.03	48.86 ST
53.0000	GLAXOSMITHKLINE PLC ADR	07/27/11	08/10/12	2,450.27	2,400.50	49.77 LT
31.0000	HSBC HLDG PLC SP ADR	08/01/11	07/31/12	1,295.99	1,528.79	(232.80) ST
238.0000	NEXEN INC CANADA COM	02/17/12	07/31/12	8,055.70	4,837.35	1,218.35 ST
28.0000	NEXEN INC CANADA COM	06/05/12	07/31/12	712.44	439.49	272.95 ST
60.0000	PETROLEO BRAS VTG SPD ADR	02/01/11	08/02/12	1,192.37	2,258.84	(1,066.47) LT
58.0000	POTASH CORP SASKATCHEWAN	11/03/11	08/02/12	2,399.21	2,684.72	(285.51) ST
114.0000	REXAM PLC- NEW NEW ADR	02/17/12	08/23/12	3,835.98	3,481.56	354.42 ST
91.0000	SINGAPORE TELECOMM LT AD	02/17/12	08/13/12	2,468.04	2,234.05	231.99 ST
153.0000	SINGAPORE TELECOMM LT AD	02/17/12	08/24/12	4,049.86	3,758.15	293.71 ST
11.0000	SINGAPORE TELECOMM LT AD	08/05/12	08/24/12	291.17	285.54	25.63 ST
65.0000	SUNCOR ENERGY INC NEW	02/01/11	08/02/12	1,981.48	2,719.21	(757.73) LT
55.0000	ASAHI KASEI CORP ADR	02/17/12	08/29/12	581.34	890.80	(109.46) ST
59.0000	ALLIANZ SE SPD ADR	02/18/10	08/29/12	640.73	862.57	(21.84) LT
23.0000	AMERICA MOVIL SAB DE CV	02/17/12	08/29/12	584.08	539.44	44.62 ST
5.0000	ANHEUSER-BUSCH INBEV ADR	02/17/12	08/29/12	418.79	278.31	140.48 LT
20.0000	AIA GROUP LTD	02/01/11	08/29/12	278.99	279.44	(0.45) ST
7.0000	ASTELLAS PHARMA INC SHS	03/06/12	08/29/12	345.09	317.32	27.77 ST
12.0000	AUST NW Z B G ADR	07/10/12	08/29/12	308.51	282.24	26.27 ST
39.0000	AUST NW Z B G ADR	02/23/12	08/29/12	976.93	917.29	59.64 ST
9.0000	BAYER AG SP ADR	02/17/12	08/29/12	898.29	866.72	31.57 ST
19.0000	BP PLC SPON ADR	08/14/12	08/29/12	798.48	733.90	64.56 ST
7.0000	BASF SE SPONSORED ADR	02/17/12	08/29/12	547.25	579.80	(32.35) ST
27.0000	BG GROUP PLC SPON ADR	02/18/10	08/29/12	556.19	501.07	55.12 LT
32.0000	BNP PARIBAS SPONSORD ADR	02/18/10	08/29/12	886.38	1,139.20	(452.82) LT
15.0000	BHP BILLITON LTD ADR	02/17/12	08/29/12	1,012.88	1,137.11	(124.25) ST
38.0000	BANCO DO BRASIL SA-SPON	02/17/12	08/29/12	443.83	653.22	(209.39) LT
34.0000	CREDIT SUISSE GP SP ADR	02/17/12	08/29/12	642.59	912.46	(269.87) ST
7.0000	CHECK POINT SOFTWARE TECH	02/01/11	08/29/12	333.84	326.26	7.58 LT
9.0000	CANON INC ADR REP5SH	02/01/11	08/29/12	311.99	441.77	(129.78) LT
91.0000	CANON INC ADR REP5SH	02/01/11	09/08/12	2,930.88	4,466.84	(1,535.96) LT
33.0000	CANON INC ADR REP5SH	11/15/11	09/08/12	1,062.85	1,450.68	(387.83) ST
3.0000	CANON INC ADR REP5SH	05/31/12	09/08/12	96.63	119.79	(23.16) ST
2.0000	CNOOC LTD ADR	08/23/12	08/29/12	378.73	381.77	(3.04) ST
6.0000	CHINA MOBILE LTD SPN ADR	09/02/11	08/29/12	324.54	303.98	20.56 ST
23.0000	CENTRICA PLC	12/14/11	08/29/12	480.92	405.91	75.01 ST
26.0000	CIE GENERALE DES	10/13/11	08/29/12	377.77	347.61	30.16 ST
5.0000	DIAGEO PLC SP5D ADR NEW	02/03/11	08/29/12	544.88	393.54	151.34 LT
27.0000	DEUTSCHE LUFT AG SPN ADR	07/27/11	08/29/12	326.42	568.40	(241.98) LT
25.0000	DESARROLLADORA SAB ADR	02/17/12	08/29/12	298.74	515.44	(216.70) ST



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ATTACHMENT C-6

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
15.0000	DAIMLER AG SHS	02/17/12	08/29/12	775.33	944.40	(169.07) ST
10.0000	ESSILOR INTL SA ADR	09/28/11	08/29/12	430.59	371.03	59.56 ST
16.0000	FANUC LTD-UNSP	02/22/11	08/29/12	443.99	409.39	34.60 LT
26.0000	FUJITSU LTD NEW ADR	02/09/11	08/29/12	535.33	840.37	(305.04) LT
8.0000	GLAXOSMITHKLINE PLC ADR	07/27/11	08/29/12	366.18	362.34	3.84 LT
18.0000	GLAXOSMITHKLINE PLC ADR	07/27/11	08/29/12	814.01	815.27	(1.26) LT
71.0000	GLAXOSMITHKLINE PLC ADR	11/15/11	09/07/12	3,210.82	3,171.88	39.16 ST
21.0000	GLAXOSMITHKLINE PLC ADR	02/17/12	09/07/12	949.88	942.81	6.87 ST
18.0000	GDF SUEZ ADR	02/17/12	08/29/12	439.37	470.34	(30.97) ST
18.0000	HSBC HLDG PLC SP ADR	08/01/11	08/29/12	704.85	789.05	(84.20) LT
25.0000	HANNOVER RUECKVERS ADR	02/17/12	08/29/12	756.48	700.00	56.48 ST
13.0000	HONDA MOTOR ADR NEW	02/01/11	08/29/12	424.05	570.52	(146.47) LT
1.0000	IMPERIAL TOB GRP SPS ADR	06/17/10	08/29/12	77.78	57.73	20.03 LT
5.0000	IMPERIAL TOB GRP SPS ADR	07/01/10	08/29/12	388.85	282.00	106.85 LT
51.0000	INFINEON TECHS AG SPDADR	02/23/12	08/29/12	358.48	513.62	(157.14) ST
33.0000	INDUSTRIAL AND COMMRCIAL BNK	02/23/12	08/29/12	359.36	477.14	(117.78) ST
12.0000	ITAU UNIBANCO BANCO HOLD	08/05/11	08/29/12	191.30	215.51	(24.21) LT
18.0000	ING GP NV SPSP ADR	03/22/11	08/29/12	129.23	231.45	(102.22) LT
84.0000	ING GP NV SPSP ADR	03/23/11	08/29/12	603.11	1,077.80	(474.69) LT
2.0000	ING GP NV SPSP ADR	04/28/11	08/29/12	14.36	26.19	(11.83) LT
51.0000	JULIUS BAER GROUP ADR	02/03/11	08/29/12	335.57	482.82	(127.25) LT
28.0000	KOMATSU NEW NEW SPNSDADR	02/17/12	08/29/12	580.99	840.00	(259.01) ST
42.0000	KINGFISHER PLC SP ADR	02/01/11	08/29/12	361.61	342.72	18.89 LT
45.0000	KONINKLIJKE AHOLD NV ADR	02/18/10	08/29/12	562.49	551.25	11.24 LT
12.0000	KURARAY CO LTD SHS	02/17/12	08/29/12	416.03	508.20	(92.17) ST
11.0000	LVMH MOET HENNESSY ADR	02/01/11	08/29/12	362.38	355.52	6.86 LT
18.0000	LINDE AG SHS SP ADR	02/01/11	08/29/12	285.11	266.40	18.71 LT
2.0000	L OREAL CO ADR	05/15/12	08/29/12	48.19	47.21	0.98 ST
21.0000	MITSUBISHI CP SPNSRD ADR	02/18/10	08/29/12	788.53	1,044.54	(256.01) LT
31.0000	MTN GROUP LTD-SPONS ADR	02/17/12	08/29/12	583.41	535.68	47.73 ST
62.0000	MITSUBISHI UFJ FINL GRP	07/31/12	08/29/12	286.06	305.09	(19.03) ST
24.0000	NISSAN MTR LTD SPN ADR	04/26/12	08/29/12	458.87	499.98	(41.11) ST
20.0000	NATL AUSTRALIA B ADR	02/18/10	08/29/12	520.19	484.00	56.19 LT
20.0000	NIPPON TEL&TEL SPDN ADR	11/03/11	08/29/12	469.81	508.74	(38.93) ST
13.0000	NOVARTIS ADR	02/01/11	08/29/12	788.02	735.37	52.65 LT
11.0000	NEWCREST MNG LTD SPN ADR	09/23/10	08/29/12	300.84	426.89	(126.05) LT
11.0000	NESTLE S A REP RG SH ADR	09/12/11	08/29/12	889.88	607.30	82.38 ST
31.0000	PETROLEO BRAS VTG SPD ADR	02/01/11	08/29/12	661.38	1,167.07	(505.69) LT
7.0000	POSCO SPN ADR	02/17/12	08/29/12	575.74	638.82	(63.08) ST
5.0000	POTASH CORP SASKATCHEWAN	11/03/11	08/29/12	204.06	237.92	(33.86) ST

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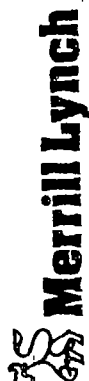
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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
20.0000	POTASH CORP SASKATCHEWAN	11/03/11	09/17/12	845.14	951.69	(106.55) ST
29.0000	POTASH CORP SASKATCHEWAN	11/15/11	09/17/12	1,225.47	1,338.17	(110.70) ST
19.0000	POTASH CORP SASKATCHEWAN	12/13/11	09/17/12	802.89	770.01	32.88 ST
3.0000	POTASH CORP SASKATCHEWAN	05/31/12	09/17/12	126.78	116.06	10.72 ST
58.0000	PRUDENTIAL PLC ADR	02/01/11	08/29/12	1,441.43	1,284.39	157.04 LT
48.0000	ROYAL KPN N V SP ADR	06/27/12	08/29/12	407.03	447.46	(40.43) ST
7.0000	RIO TINTO PLC SPNSRD ADR	02/17/12	08/29/12	307.94	498.56	(190.62) ST
10.0000	REXAM PLC- NEW NEW ADR	02/17/12	08/29/12	337.19	305.40	31.79 ST
88.0000	REXAM PLC- NEW NEW ADR	06/05/12	08/29/12	3,043.10	2,687.52	355.58 ST
13.0000	REXAM PLC- NEW NEW ADR	02/17/12	08/29/12	449.58	402.61	46.95 ST
10.0000	ROYAL DUTCH SHELL PLC	02/17/12	08/29/12	724.78	738.52	(13.74) ST
26.0000	REED ELSEVIER N V	02/17/12	08/29/12	874.14	648.02	226.12 ST
16.0000	ROCHE HLDG LTD SPN ADR	02/08/11	08/29/12	723.34	587.35	135.99 LT
7.0000	ROCHE HLDG LTD SPN ADR	02/09/11	08/29/12	318.47	255.79	62.68 LT
15.0000	SANDVIK AB ADR	05/15/12	08/29/12	199.79	201.16	(1.37) ST
2.0000	SIEMENS AG ADR	02/17/12	08/29/12	187.95	195.74	(7.79) ST
5.0000	SHIRE PLC-ADR	05/04/12	08/29/12	458.22	494.08	(35.86) ST
13.0000	SMITH-NPHW PLC SPADR NEW	02/17/12	08/29/12	685.86	651.00	34.86 ST
55.0000	STATOIL ASA SHS	02/01/11	08/29/12	1,397.64	1,442.19	(44.55) LT
26.0000	SANOFI ADR	06/21/12	08/29/12	1,064.06	954.14	109.92 ST
33.0000	SCHNEIDER ELEC SA ADR	02/01/11	08/29/12	408.53	526.02	(117.49) LT
5.0000	SEVEN AND I HOLDINGS CO	02/28/11	08/29/12	315.74	275.68	40.06 LT
25.0000	SEVEN AND I HOLDINGS CO	02/28/11	08/30/12	1,542.65	1,378.42	164.23 LT
13.0000	SEVEN AND I HOLDINGS CO	02/28/11	08/30/12	802.18	725.20	76.98 LT
18.0000	SONY FINL HOLD-UNS	02/01/11	08/29/12	300.59	340.56	(39.97) LT
95.0000	SONY FINL HOLD-UNS	02/01/11	08/29/12	1,878.19	1,797.40	80.79 LT
62.0000	SONY FINL HOLD-UNS	03/15/11	09/18/12	1,095.24	1,156.22	(60.98) LT
28.0000	SONY FINL HOLD-UNS	03/15/11	09/18/12	494.62	533.68	(39.06) LT
76.0000	SONY FINL HOLD-UNS	11/15/11	09/18/12	1,342.57	1,251.72	90.85 ST
3.0000	SONY FINL HOLD-UNS	05/31/12	09/18/12	53.00	42.72	10.28 ST
12.0000	SYMRISE AG ADR	02/23/12	08/29/12	400.79	352.74	48.05 ST
9.0000	SUNCOR ENERGY INC NEW	02/01/11	08/29/12	282.55	376.51	(93.96) LT
76.0000	SUMITOMO MITSUI-UNSPONS	02/04/11	08/29/12	479.72	538.45	(58.73) LT
180.0000	SUMITOMO MITSUI TR HLDGS	02/17/12	08/29/12	500.39	612.00	(111.61) ST
33.0000	SBERBANK SPONSORED ADR	08/02/11	08/29/12	388.07	490.02	(101.95) LT
6.0000	TOTAL S.A. SP ADR	02/18/10	08/29/12	298.78	351.30	(52.52) LT
17.0000	TEVA PHARMACTCL INDS ADR	02/17/12	08/29/12	683.21	758.29	(75.08) ST
30.0000	TELECOM ITALIA S P A NEW	06/21/12	08/29/12	275.39	281.86	(6.47) ST
10.0000	TELENOR ASA ADR	02/17/12	08/29/12	540.29	532.50	7.79 ST
4.0000	TORONTO DOMINION BANK	02/01/11	08/29/12	329.48	306.64	22.84 LT



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EO GOODWIN FOUNDATION INC

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
47.0000	UPM KYMMENE OY SPSP ADR	08/13/12	08/29/12	520.28	517.48	2.80 ST
12.0000	UNILEVER PLC NEW ADR	07/02/12	08/29/12	430.13	406.18	23.95 ST
18.0000	UNITED UTILS GROUP ADR	02/11/11	08/29/12	407.33	331.45	75.88 LT
3.0000	UNTD OVERSEAS BK SPN ADR	06/28/11	08/29/12	94.18	92.46	1.70 LT
2.0000	UNTD OVERSEAS BK SPN ADR	07/15/11	08/29/12	62.78	64.61	(1.83) LT
14.0000	VODAFONE GROU PLC SP ADR	02/01/11	08/29/12	409.41	405.79	3.62 LT
20.0000	VOLKSWAGEN A G SPONS ADR	09/01/11	08/29/12	667.59	604.41	63.18 ST
29.0000	ZURICH INSURANCE GROUP	02/17/12	08/29/12	695.98	682.81	13.17 ST
5.0000	WPP PLC ADR	02/23/12	08/29/12	330.04	316.32	13.72 ST
176.0000	XSTRATA PLC-ADR	06/27/11	08/29/12	508.63	711.13	(202.50) LT
30.0000	DNB NOR ASA	02/01/11	08/29/12	340.49	427.50	(87.01) LT
14.0000	ANHEUSER-BUSCH INBEV ADR	02/01/11	10/18/12	1,209.53	779.27	430.26 LT
8.0000	ANHEUSER-BUSCH INBEV ADR	02/03/11	10/18/12	691.17	448.50	242.67 LT
6.0000	DIAGEO PLC SPSP ADR NEW	02/03/11	10/04/12	696.88	472.24	224.64 LT
2.0000	DIAGEO PLC SPSP ADR NEW	03/10/11	10/04/12	232.30	152.30	80.00 LT
9.0000	FUJITSU LTD NEW ADR	02/09/11	10/05/12	170.01	290.90	(120.89) LT
4.0000	FUJITSU LTD NEW ADR	06/03/11	10/05/12	75.56	104.40	(28.84) LT
40.0000	FUJITSU LTD NEW ADR	11/15/11	10/05/12	755.80	1,032.80	(277.20) ST
66.0000	FUJITSU LTD NEW ADR	11/21/11	10/05/12	1,246.75	1,674.10	(427.35) ST
181.0000	FUJITSU LTD NEW ADR	02/17/12	10/05/12	3,418.13	4,678.85	(1,259.72) ST
9.0000	FUJITSU LTD NEW ADR	06/05/12	10/05/12	170.02	197.82	(27.80) ST
74.0000	ITAU UNIBANCO BANCO HOLD	08/05/11	09/27/12	1,149.58	1,329.00	(179.42) LT
54.0000	ITAU UNIBANCO BANCO HOLD	09/02/11	09/27/12	838.88	997.15	(158.27) LT
56.0000	ITAU UNIBANCO BANCO HOLD	10/27/11	09/27/12	869.98	1,110.30	(240.34) ST
88.0000	ITAU UNIBANCO BANCO HOLD	11/15/11	09/27/12	1,367.08	1,593.21	(226.13) ST
65.0000	ITAU UNIBANCO BANCO HOLD	04/23/12	09/27/12	1,009.78	1,093.70	(83.92) ST
192.0000	XSTRATA PLC-ADR	06/27/11	09/28/12	584.24	775.77	(191.53) LT
137.0000	XSTRATA PLC-ADR	07/05/11	09/28/12	416.88	610.77	(193.89) LT
170.0000	XSTRATA PLC-ADR	10/07/11	09/28/12	517.29	466.89	50.40 ST
1,035.0000	XSTRATA PLC-ADR	11/15/11	09/28/12	3,149.44	3,322.35	(172.91) ST
536.0000	XSTRATA PLC-ADR	02/17/12	09/28/12	1,631.02	2,022.70	(391.68) ST
186.0000	XSTRATA PLC-ADR	08/05/12	09/28/12	565.99	505.82	60.37 ST

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 Account No. 54C-04007

00020-441

00-17-9060B-IPS5000 05-2011



Fiscal Statement

LEO GOODWIN FOUNDATION INC
RENAISSANCE INTL ADR
THORNBERG INTL ADR
800 CORPORATE DR STE 500
FT LAUDERDALE FL 33334-3621

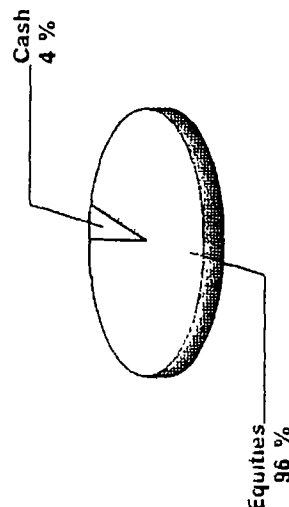
YOUR FINANCIAL ADVISOR:
GREENFEDER/LICARI
FA # 1020
(800) 663-7477

Office Serving Your Account:
2400 N COMMERCE PKWY SUITE 100
WESTON FL 33326-1916

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

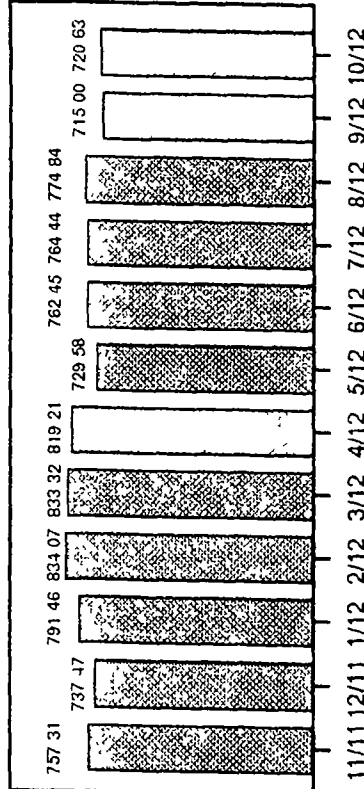
Account Value as of October 31, 2012
\$720,631.47

Asset Allocation Summary



* may not reflect all holdings

Total Value Comparison (in \$ Thousands)



Realized Capital Gain and Loss Summary*

	Current Fiscal Year (10/12)	Prior Fiscal Year (10/11)
Short Term	(14 340.99)	(864.31)
Long Term	2 160.06	6,375.42

* - Excludes transactions for which we have insufficient data.

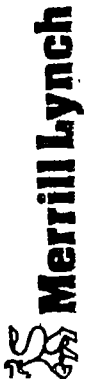
Unrealized Capital Gain and Loss Summary*

	Current Fiscal Year (10/12)	Prior Fiscal Year (10/11)
Short Term	20,837.56	(20,131.09)
Long Term	26,953.95	44,898.37

* - Excludes transactions for which we have insufficient data.

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EO GOODWIN FOUNDATION INC

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
8.0000	DASSAULT SYS SA SPN ADR	02/18/10	11/08/11	686.79	447.88	219.11 LT
101.0000	NEW ORIENTAL EDUCATIO	02/18/10	11/22/11	2,315.04	1,821.03	494.01 LT
10.0000	NEW ORIENTAL EDUCATIO	02/18/10	11/23/11	233.89	180.30	53.39 LT
35.0000	NEW ORIENTAL EDUCATIO	03/11/11	11/23/11	817.92	797.88	20.08 ST
1.0000	NEW ORIENTAL EDUCATIO	03/11/11	11/25/11	23.03	22.80	0.23 ST
16.0000	NEW ORIENTAL EDUCATIO	11/15/11	11/25/11	368.57	412.48	(43.91) ST
17.0000	SAP AG SHS	02/18/10	11/22/11	979.14	746.98	232.16 LT
102.0000	TELEFONICA SA SPAIN ADR	02/18/10	11/25/11	1,732.18	2,413.76	(681.60) LT
59.0000	ARCELORMITTAL SA,	02/25/11	11/30/11	1,077.08	2,133.68	(1,056.58) ST
33.0000	ARCELORMITTAL SA,	02/25/11	12/01/11	627.14	1,193.40	(566.26) ST
11.0000	ARCELORMITTAL SA,	03/16/11	12/01/11	209.05	373.58	(164.53) ST
16.0000	ARCELORMITTAL SA,	03/16/11	12/12/11	284.49	543.39	(258.90) ST

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Merrill Lynch

LEO GOODWIN FOUNDATION INC



Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
22.0000	ARCELOMITTAL SA,	04/05/11	12/12/11	391.18	803.00	(411.82) ST
23.0000	ARCELOMITTAL SA,	05/04/11	12/12/11	408.97	835.29	(426.32) ST
5.0000	ARCELOMITTAL SA,	05/04/11	12/12/11	88.90	181.59	(92.69) ST
60.0000	ARCELOMITTAL SA,	11/15/11	12/12/11	1,066.89	1,115.14	(48.25) ST
134.0000	DBS GROUP HLDGS SPN ADR	02/18/10	11/29/11	5,019.75	5,427.00	(407.25) LT
46.0000	DBS GROUP HLDGS SPN ADR	11/15/11	11/29/11	1,723.21	1,843.88	(120.47) ST
166.0000	KOMATSU NEW NEW SPNSDADR	12/06/10	12/22/11	3,854.97	4,885.53	(1,030.56) LT
112.0000	KOMATSU NEW NEW SPNSDADR	12/13/10	12/22/11	2,600.96	3,309.60	(708.64) LT
17.0000	NEW ORIENTAL EDUCATIO	11/15/11	11/30/11	429.63	438.26	(8.63) ST
245.0000	PARTNER COMMUNITNS ADR	02/18/10	12/22/11	2,127.94	5,470.85	(3,342.91) LT
33.0000	PARTNER COMMUNITNS ADR	08/03/11	12/22/11	286.63	544.72	(258.09) ST
116.0000	PARTNER COMMUNITNS ADR	06/03/11	12/23/11	998.99	1,914.79	(917.80) ST
274.0000	PARTNER COMMUNITNS ADR	11/15/11	12/23/11	2,354.98	2,898.78	(541.82) ST
32.0000	ASSA ABLOY AB ADR	11/09/10	01/25/12	424.20	439.95	(15.75) LT
36.0000	ASSA ABLOY AB ADR	11/09/10	01/25/12	477.23	489.59	(12.36) LT
46.0000	ASSA ABLOY AB ADR	11/10/10	01/25/12	609.80	631.08	(21.28) LT
4.0000	ASSA ABLOY AB ADR	11/23/10	01/25/12	53.03	53.27	(0.24) LT
41.0000	CARNIVAL CORP PAIRED SHS	02/18/10	01/17/12	1,216.28	1,385.69	(169.41) LT
7.0000	CNOOC LTD ADR	02/18/10	01/12/12	1,362.68	1,107.96	254.72 LT
12.0000	DASSAULT SYS SA SPN ADR	02/18/10	12/28/11	930.70	871.52	59.18 LT
33.0000	DELHAIZE GROUP SPONS ADR	02/18/10	01/24/12	1,799.34	2,553.87	(754.53) LT
38.0000	DELHAIZE GROUP SPONS ADR	02/18/10	01/25/12	2,058.43	2,940.82	(882.39) LT
10.0000	DELHAIZE GROUP SPONS ADR	06/03/11	01/25/12	541.69	806.00	(264.31) ST
35.0000	DELHAIZE GROUP SPONS ADR	11/15/11	01/25/12	1,895.93	2,152.15	(256.22) ST
103.0000	FOMENTO ECHMCO MEX SPADR	02/18/10	01/24/12	7,037.85	4,327.53	2,710.32 LT
6.0000	FOMENTO ECHMCO MEX SPADR	11/15/11	01/24/12	409.98	401.52	8.46 ST
23.0000	NOVARTIS ADR	02/18/10	01/10/12	1,310.23	1,255.80	54.43 LT
159.0000	TELEFONICA SA SPAIN ADR	02/18/10	01/25/12	2,733.61	3,762.62	(1,029.01) LT
30.0000	TELEFONICA SA SPAIN ADR	05/21/10	01/25/12	515.77	587.42	(71.65) LT
98.0000	TELEFONICA SA SPAIN ADR	11/15/11	01/25/12	1,684.89	1,824.76	(139.87) ST
73.0000	BASF SE SPONSORED ADR	02/18/10	02/22/12	6,183.77	4,179.25	2,004.52 LT
31.0000	BASF SE SPONSORED ADR	11/15/11	02/22/12	2,625.99	2,156.67	469.32 ST
17.0000	NOVARTIS ADR	02/18/10	02/01/12	942.79	928.20	14.59 LT
14.0000	NESTLE S A REP RG SH ADR	02/18/10	02/02/12	807.89	868.36	(60.47) LT
271.0000	TURKIYE GRTI BK SPN ADR	02/18/10	02/08/12	1,031.00	1,124.65	(93.65) LT
117.0000	TURKIYE GRTI BK SPN ADR	02/18/10	02/10/12	436.33	485.55	(49.22) LT
121.0000	TURKIYE GRTI BK SPN ADR	02/18/10	02/13/12	453.96	502.15	(48.19) LT
9.0000	TOYOTA MOTOR CORP ADR	02/18/10	02/18/12	750.99	663.75	87.24 LT
83.0000	CREDIT SUISSE GP SP ADR	02/18/11	02/29/12	2,229.53	3,937.61	(1,708.08) LT
119.0000	HENNES AND MAURITZ AB-	02/18/10	03/07/12	806.05	722.92	83.13 LT



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Merrill Lynch

EO GOODWIN FOUNDATION INC

EMA

Fiscal Statement

ATTACHMENT C-7

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
22.0000	KOMATSU NEW NEW SPNSDADR	12/13/10	03/01/12	641.26	650.10	(8.84) LT
10.0000	KOMATSU NEW NEW SPNSDADR	12/13/10	03/02/12	291.37	295.50	(4.13) LT
258.0000	MITSUBISHI UFJ FINL GRP	02/18/10	03/01/12	1,321.64	1,305.04	16.60 LT
21.0000	SAP AG SHS	02/18/10	03/05/12	1,429.86	922.74	507.12 LT
91.0000	SOHU COM INC COM	06/15/11	03/13/12	4,701.48	6,239.43	(1,537.97) ST
33.0000	SOHU COM INC COM	11/15/11	03/13/12	1,704.93	1,905.75	(200.82) ST
64.0000	TECK RESOURCES LTD CLS B	07/25/11	03/23/12	2,251.28	3,421.90	(1,170.62) ST
15.0000	TECK RESOURCES LTD CLS B	09/20/11	03/23/12	527.64	568.48	(40.84) ST
26.0000	TECK RESOURCES LTD CLS B	11/15/11	03/23/12	914.58	993.46	(78.88) ST
13.0000	TECK RESOURCES LTD CLS B	12/01/11	03/23/12	457.30	484.25	(26.95) ST
39.0000	TENCENT HOLDINGS LTD ADR	04/27/10	03/21/12	1,087.76	812.83	274.93 LT
61.0000	VOLKSWAGEN A G ADR	08/03/10	03/13/12	2,194.81	1,348.08	846.75 LT
32.0000	VOLKSWAGEN A G ADR	08/25/10	03/13/12	1,151.38	634.76	516.62 LT
9.0000	VOLKSWAGEN A G ADR	10/04/10	03/13/12	323.82	205.93	117.89 LT
27.0000	VOLKSWAGEN A G ADR	10/05/10	03/13/12	971.48	624.03	347.45 LT
43.0000	VOLKSWAGEN A G ADR	11/15/11	03/13/12	1,547.18	1,501.99	45.19 ST
262.0000	WARNER CHILCOTT PLC	03/14/11	03/20/12	4,337.20	5,899.67	(1,562.47) LT
16.0000	WARNER CHILCOTT PLC	08/03/11	03/20/12	264.88	369.70	(104.84) ST
88.0000	WARNER CHILCOTT PLC	11/15/11	03/20/12	1,456.78	1,473.68	(16.90) ST
51.0000	WARNER CHILCOTT PLC	11/15/11	03/21/12	843.74	854.07	(10.33) ST
13.0000	WAL-MART DE MEX SPNADR V	02/18/10	03/20/12	428.64	317.39	111.25 LT
22.0000	WAL-MART DE MEX SPNADR V	02/18/10	03/21/12	727.63	537.13	190.50 LT
41.0000	BG GROUP PLC SPON ADR	09/02/11	03/28/12	940.03	760.88	179.15 LT
342.0000	LI & FUNG LTD-UNSP ADR	01/17/12	03/28/12	1,611.81	1,261.40	350.41 ST
345.0000	NOKIA CORP SPON ADR	02/18/10	04/11/12	1,507.52	1,938.14	(430.62) ST
16.0000	SAP AG SHS	02/18/10	04/13/12	1,045.34	703.04	342.30 LT
27.0000	ALLIED WORLD ASSURANCE	02/18/10	05/15/12	2,087.57	1,242.27	845.30 LT
128.0000	COMPANHIA ENERG DE ADR	07/21/11	05/15/12	2,213.15	2,073.20	139.95 ST
30.0000	CGI GROUP INC	06/08/10	05/15/12	620.61	485.50	135.11 LT
173.0000	ING GP NV SPSP ADR	08/12/11	04/30/12	1,221.77	1,511.92	(290.15) ST
88.0000	ING GP NV SPSP ADR	08/16/11	04/30/12	621.47	785.89	(164.42) ST
98.0000	ING GP NV SPSP ADR	08/19/11	04/30/12	692.10	773.85	(81.75) ST
232.0000	ING GP NV SPSP ADR	09/19/11	04/30/12	1,638.45	1,566.12	72.33 ST
7.0000	ING GP NV SPSP ADR	11/15/11	04/30/12	49.44	51.98	(2.54) ST
217.0000	ING GP NV SPSP ADR	11/15/11	05/01/12	1,540.76	1,611.42	(70.66) ST
26.0000	TEVA PHARMACTCL INDS ADR	02/18/10	05/24/12	1,000.05	1,492.59	(492.54) LT
192.0000	VALE SA	03/25/11	05/15/12	3,730.70	6,258.55	(2,527.85) LT
11.0000	VALE SA	06/03/11	05/15/12	213.73	349.33	(135.60) ST
75.0000	VALE SA	11/15/11	05/15/12	1,457.32	1,958.25	(500.93) ST
102.0000	YANZHOU COAL MNG SPD ADR	06/29/10	05/15/12	1,834.90	1,908.85	(73.95) LT

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00-17-6060B-IPSS000 05-2011





Merrill Lynch

LEO GOODWIN FOUNDATION INC

EMA Fiscal Statement

ATTACHMENT C-7

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
55.0000	YANZHOU COAL MNG SPD ADR	06/29/10	05/16/12	960.59	1,029.28	(68.69) LT
110.0000	YANZHOU COAL MNG SPD ADR	11/15/11	05/18/12	1,921.19	2,979.77	(1,058.58) ST
10.0000	AUTOLIV INC	11/02/10	08/05/12	548.59	721.66	(173.07) LT
1.0000	ARM HLDGS PLC SPD ADR	02/18/10	08/05/12	22.71	9.54	13.17 LT
7.0000	AVAGO TECHNOLOGIES LTD	05/15/12	08/05/12	218.22	220.74	(2.52) ST
3.0000	ALLIED WORLD ASSURANCE	02/18/10	08/05/12	225.17	138.03	87.14 LT
1.0000	ADIDAS AG SPONSORED ADR	05/04/11	08/05/12	35.03	37.27	(2.24) LT
32.0000	AERCAP HOLDINGS N.V. SHS	04/28/10	08/05/12	358.13	448.91	(90.78) LT
28.0000	ASML HLDG N.V. NEW YORK	03/14/11	08/05/12	1,258.91	1,161.71	97.20 LT
5.0000	ASSA ABLOY AB ADR	11/23/10	08/05/12	62.74	66.59	(3.85) LT
2.0000	BAYER AG SP ADR	08/18/11	08/05/12	119.27	158.98	(39.69) ST
4.0000	BANK OF NOVA SCOTIA	03/20/12	08/05/12	199.59	224.70	(25.11) ST
3.0000	BG GROUP PLC SPON ADR	02/18/10	08/05/12	55.70	55.67	0.03 LT
19.0000	BUNZL PLC ADR	12/01/11	08/05/12	1,444.92	1,250.25	194.67 ST
9.0000	BANCO LATINOAMERICANO DE	03/22/12	08/05/12	188.32	188.99	(0.67) ST
12.0000	COMPANHIA ENERG DE ADR	07/21/11	08/05/12	205.36	194.36	11.00 ST
10.0000	CANADIAN NATL RAILWAY CO	02/18/10	08/05/12	799.38	524.70	274.68 LT
11.0000	CANADIAN NATL RAILWAY CO	02/18/10	08/06/12	887.53	577.17	310.36 LT
2.0000	CREDIT SUISSE GP SP ADR	02/18/11	08/05/12	38.66	94.88	(56.22) LT
46.0000	COPEL PARANA ADR PREF B	09/23/10	08/05/12	946.66	1,046.50	(99.84) LT
2.0000	CARNIVAL CORP PAIRED SHS	02/18/10	08/05/12	62.39	67.59	(5.20) LT
2.0000	CANON INC ADR REPSSH	06/30/10	08/05/12	76.79	75.35	1.44 LT
13.0000	CHINA MOBILE LTD SPN ADR	02/18/10	08/05/12	647.81	642.46	5.35 LT
28.0000	COMP DE BEBIDAS SPN ADR	02/18/10	08/05/12	1,008.91	556.89	452.02 LT
179.0000	COMP DE BEBIDAS SPN ADR	02/18/10	08/11/12	6,582.99	3,557.32	3,025.67 LT
7.0000	COMP DE BEBIDAS SPN ADR	11/15/11	08/11/12	257.44	237.40	20.04 ST
2.0000	CIE GENERALE DES	03/13/12	06/05/12	23.33	29.04	(5.71) ST
1.0000	DASSAULT SYS SA SPN ADR	02/18/10	08/05/12	88.66	55.96	32.70 LT
11.0000	DIAGEO PLC SPSD ADR NEW	11/28/11	08/05/12	1,029.55	901.54	128.01 ST
5.0000	DOMTAR CORP SHS	04/27/10	06/05/12	391.49	373.22	18.27 LT
3.0000	EMBRAER S A SPONSRD ADR	02/18/10	08/05/12	81.71	67.20	14.51 LT
86.0000	FLEXTRONICS INTL LTD	03/16/10	08/05/12	544.41	653.71	(109.30) LT
1.0000	FRESENIUS MEDICAL CARE	02/18/10	06/05/12	63.87	50.73	13.14 LT
43.0000	CGI GROUP INC	06/08/10	08/05/12	959.17	867.22	291.95 LT
1.0000	HSBC HLDG PLC SP ADR	02/29/12	08/05/12	39.23	44.51	(5.28) ST
9.0000	HENNES AND MAURITZ AB-	02/18/10	06/05/12	51.92	54.68	(2.76) LT
9.0000	HONG KONG EXCHANGES AND	02/18/10	06/05/12	120.59	150.75	(30.16) LT
11.0000	HITACHI LTD 10 NEW ADR	04/27/11	08/05/12	618.77	570.89	47.88 LT
12.0000	INDUSTRIAL AND COMMRL BNK	02/18/10	08/06/12	139.67	172.25	(32.58) LT
5.0000	ITAU UNIBANCO BANCO HOLD	02/18/10	08/05/12	70.14	103.74	(33.60) LT

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Merrill Lynch

LEO GOODWIN FOUNDATION INC



Fiscal Statement

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
3.0000	KOMATSU NEW NEW SPNSADR	12/13/10	08/05/12	89.05	88.65	(19.60) LT
136.0000	KINGFISHER PLC SP ADR	02/18/10	08/05/12	1,127.46	920.72	206.74 LT
1.0000	LAS VEGAS SANDS CORP	12/21/11	08/05/12	43.88	42.42	1.46 ST
9.0000	LI & FUNG LTD-UNSP ADR	09/02/11	08/05/12	32.48	33.20	(0.72) ST
9.0000	MITSUBISHI UFJ FINL GRP	02/18/10	08/05/12	38.54	45.52	(6.98) LT
1.0000	MERCADOLIBRE INC	09/19/11	08/05/12	70.00	67.38	2.62 ST
27.0000	NISSAN MTR LTD SPN ADR	11/11/10	08/05/12	499.78	521.43	(21.67) LT
5.0000	NOVARTIS ADR	02/18/10	08/05/12	257.31	273.00	(15.69) LT
3.0000	NESTLE S A REP RG SH ADR	02/18/10	08/05/12	168.17	143.22	24.95 LT
1.0000	NOVO NORDISK A S ADR	02/18/10	08/05/12	129.88	72.32	57.56 LT
2.0000	PEARSON SPONSORED ADR	02/03/12	08/05/12	34.83	38.35	(3.52) ST
1.0000	PUBLICIS GROUPE SPON ADR	05/25/10	08/05/12	23.05	19.41	3.64 LT
285.0000	PRECISION DRILLING CORP	01/24/12	08/19/12	2,001.33	2,785.45	(784.12) ST
468.0000	PRECISION DRILLING CORP	01/25/12	08/19/12	3,288.41	4,611.25	(1,324.84) ST
136.0000	PRECISION DRILLING CORP	08/05/12	08/19/12	955.03	1,049.66	(94.63) ST
90.0000	POTASH CORP SASKATCHEWAN	02/18/10	08/11/12	3,427.31	3,453.00	(25.69) LT
22.0000	POTASH CORP SASKATCHEWAN	04/20/11	08/11/12	837.78	1,288.66	(450.88) LT
62.0000	POTASH CORP SASKATCHEWAN	10/17/11	08/11/12	2,361.05	3,071.54	(710.49) ST
3.0000	PRUDENTIAL PLC ADR	01/24/12	08/05/12	61.49	66.50	(5.01) ST
1.0000	SIEMENS AG ADR	01/11/11	08/05/12	79.88	118.32	(38.44) LT
2.0000	SCHLUMBERGER LTD	02/18/10	08/05/12	125.89	131.24	(5.35) LT
2.0000	SWATCH GROUP AG UNSPOND	10/12/11	08/05/12	36.53	39.33	(2.80) ST
4.0000	SIGNET JEWELERS LTD SHS	02/18/10	08/05/12	171.02	115.80	55.22 LT
3.0000	TEVA PHARMACTCL INDS ADR	02/18/10	08/05/12	118.75	172.22	(55.47) LT
128.0000	TELENOR ASA ADR	02/18/10	08/20/12	6,082.37	4,876.80	1,205.57 LT
2.0000	TELENOR ASA ADR	08/03/11	08/20/12	95.03	100.80	(5.77) LT
9.0000	TELENOR ASA ADR	11/15/11	08/20/12	427.67	465.57	(37.90) ST
13.0000	TELENOR ASA ADR	06/05/12	08/20/12	617.75	585.24	32.51 ST
5.0000	TENCENT HOLDINGS LTD ADR	04/27/10	08/05/12	135.49	104.21	31.28 LT
27.0000	TIM PARTICIPACO/S ADR	12/08/10	08/05/12	873.36	533.78	339.58 LT
4.0000	TOYOTA MOTOR CORP ADR	02/18/10	08/05/12	300.27	295.00	5.27 LT
2.0000	YANDEX N V CL A	05/31/11	08/05/12	37.23	70.11	(32.88) LT
12.0000	ASML HLDG N.V. NEW YORK	03/14/11	07/17/12	617.80	497.88	119.92 LT
40.0000	BAIDU INC SPON ADR	08/28/11	07/17/12	4,158.73	5,556.82	(1,398.09) ST
12.0000	BAIDU INC SPON ADR	11/15/11	07/17/12	1,247.62	1,891.35	(643.73) ST
4.0000	BAIDU INC SPON ADR	04/26/12	07/17/12	415.88	542.33	(126.45) ST
34.0000	BANCO LATINOAMERICANO DE	03/22/12	07/17/12	748.05	713.95	32.10 ST
24.0000	CANADIAN NATURAL RES LTD	02/18/10	07/24/12	649.39	835.92	(186.53) LT
47.0000	CANON INC ADR REP5SH	06/30/10	07/25/12	1,535.73	1,770.83	(235.10) LT
22.0000	HSBC HLDG PLC SP ADR	02/29/12	07/20/12	917.67	979.13	(61.46) ST

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LEO GOODWIN FOUNDATION INC

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
19,000	HSBC HLDG PLC SP ADR	02/29/12	07/24/12	752.08	845.62	(93.54) ST
9,000	NOVO NORDISK A S ADR	02/18/10	07/13/12	1,314.94	650.88	664.06 LT
180,000	PAN AMERN SILVER CORP	01/31/11	07/17/12	2,559.18	5,962.36	(3,403.18) LT
20,000	PAN AMERN SILVER CORP	06/03/11	07/17/12	284.35	848.94	(362.59) LT
75,000	PAN AMERN SILVER CORP	11/15/11	07/17/12	1,066.32	1,915.50	(849.18) ST
100,000	PAN AMERN SILVER CORP	06/05/12	07/17/12	1,421.78	1,773.68	(351.88) ST
22,000	SAP AG SHS	02/18/10	07/12/12	1,283.65	966.68	316.97 LT
61,000	TESCO PLC SPNRD ADR	02/18/10	06/29/12	889.65	1,227.32	(337.67) LT
55,000	CANADIAN NATURAL RES LTD	02/18/10	07/27/12	1,517.90	1,915.65	(397.75) LT
18,000	CANADIAN NATURAL RES LTD	10/01/10	07/27/12	496.76	636.51	(139.75) LT
33,000	CANADIAN NATURAL RES LTD	11/15/11	07/27/12	910.74	1,214.73	(303.99) ST
30,000	CANADIAN NATURAL RES LTD	04/11/12	07/27/12	827.96	951.74	(123.78) ST
13,000	CANON INC ADR REP5SH	08/30/10	07/27/12	421.17	489.80	(68.63) LT
20,000	CANON INC ADR REP5SH	07/02/10	07/27/12	647.95	746.59	(98.64) LT
21,000	CANON INC ADR REP5SH	07/09/10	07/27/12	680.35	821.94	(141.59) LT
15,000	CANON INC ADR REP5SH	09/01/10	07/27/12	485.97	627.69	(141.72) LT
16,000	CANON INC ADR REP5SH	02/03/11	07/27/12	518.36	781.31	(262.95) LT
27,000	CANON INC ADR REP5SH	03/16/11	07/27/12	874.75	1,184.19	(309.44) LT
15,000	CANON INC ADR REP5SH	11/15/11	07/27/12	485.98	659.40	(173.42) ST
34,000	CANON INC ADR REP5SH	11/15/11	07/30/12	1,128.69	1,494.84	(365.95) ST
19,000	CANON INC ADR REP5SH	06/11/12	08/29/12	1,882.23	1,514.85	367.38 ST
9,000	AGRIUM INC	11/02/10	08/29/12	538.13	649.50	(111.37) LT
13,000	ARM HLDGS PLC SPD ADR	02/18/10	08/29/12	358.21	124.02	234.19 LT
24,000	ASTRAZENECA PLC SPND ADR	02/18/10	08/29/12	1,128.09	1,051.62	76.47 LT
25,000	AMERICA MOVIL SAB DE CV	02/18/10	08/29/12	634.85	569.62	65.23 LT
22,000	ANHEUSER-BUSCH INBEV ADR	06/11/12	08/29/12	1,842.68	1,494.80	347.88 ST
36,000	AVAGO TECHNOLOGIES LTD	05/15/12	08/29/12	1,317.56	1,135.24	182.32 ST
6,000	ACCENTURE PLC SHS	06/04/12	08/29/12	366.50	334.30	32.20 ST
3,000	ALLIED WORLD ASSURANCE	02/18/10	08/29/12	235.94	138.03	97.91 LT
16,000	ADIDAS AG SPONSORED ADR	05/04/11	08/29/12	624.95	596.30	28.65 LT
78,000	AERCAP HOLDINGS N.V. SHS	04/28/10	08/29/12	978.40	1,094.22	(115.82) LT
22,000	ASML HLDG N.V. NEW YORK	03/14/11	08/29/12	1,251.52	912.77	338.75 LT
49,000	ASSA ABLOY AB ADR	11/23/10	08/29/12	744.29	652.62	91.67 LT
4,000	ASSA ABLOY AB ADR	11/23/10	09/10/12	62.30	53.28	9.02 LT
62,000	ASSA ABLOY AB ADR	11/24/10	09/10/12	985.79	814.97	150.82 LT
3,000	ASSA ABLOY AB ADR	12/23/10	09/10/12	46.74	42.53	4.21 LT
17,000	BAYER AG SP ADR	06/16/11	08/29/12	1,319.00	1,351.16	(32.16) LT
7,000	BAYER AG SP ADR	07/28/11	08/29/12	543.12	563.82	(20.70) LT
12,000	BANK OF NOVA SCOTIA	03/20/12	08/29/12	649.95	674.09	(24.14) ST
34,000	BG GROUP PLC SPON ADR	02/18/10	08/29/12	700.38	830.97	(69.41) LT



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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
11.0000	BUNZL PLC ADR	12/01/11	08/29/12	989.08	723.83	245.25 ST
75.0000	BUNZL PLC ADR	12/01/11	09/14/12	6,887.73	4,935.17	1,732.56 ST
2.0000	BAIDU INC SPON ADR	04/28/12	08/29/12	228.65	271.16	(44.51) ST
65.0000	BAE SYS PLC SPN ADR	02/18/10	08/29/12	1,314.27	1,491.75	(177.48) LT
30.0000	COMPANHIA ENERG DE ADR	07/21/11	08/29/12	553.56	485.91	67.65 LT
20.0000	CANADIAN NATL RAILWAY CO	02/18/10	08/29/12	1,838.38	1,049.40	788.98 LT
10.0000	CANADIAN NATL RAILWAY CO	02/18/10	09/07/12	919.73	524.70	395.03 LT
17.0000	CREDIT SUISSE GP SP ADR	02/18/11	08/29/12	321.29	805.84	(484.55) LT
29.0000	CARNIVAL CORP PAIRED SHS	02/18/10	08/29/12	1,022.32	980.12	42.20 LT
10.0000	CHECK POINT SOFTWARE TECH	02/18/10	08/29/12	476.92	327.97	148.95 LT
7.0000	CNOOC LTD ADR	02/18/10	08/29/12	1,325.56	1,107.96	217.60 LT
11.0000	CHINA MOBILE LTD SPN ADR	02/18/10	08/29/12	595.00	543.62	51.38 LT
6.0000	CHINA PETE CHEM SPN ADR	12/03/10	08/29/12	574.19	568.81	7.38 LT
19.0000	CHICAGO BRDG & IRON CO NV	02/18/10	08/29/12	703.68	415.83	287.85 LT
29.0000	CIE GENERALE DES	03/13/12	08/29/12	421.36	421.08	0.28 ST
4.0000	DASSAULT SYS SA SPN ADR	02/18/10	08/29/12	391.15	223.84	167.31 LT
9.0000	DIAGEO PLC SPND ADR NEW	11/28/11	08/29/12	703.68	737.63	243.15 ST
41.0000	ENERGY XXI LTD NEW COM	12/22/11	08/29/12	980.78	1,267.07	108.08 ST
20.0000	EMBRAER S A SPONSRD ADR	02/18/10	08/29/12	1,375.15	448.00	75.79 LT
77.0000	FLEXTRONICS INTL LTD	03/16/10	08/29/12	523.79	585.30	(67.79) LT
13.0000	FRESENIUS MEDICAL CARE	02/18/10	08/29/12	517.51	659.49	286.61 LT
26.0000	FANUC LTD-UNSP	02/18/10	08/29/12	926.10	424.23	297.25 LT
57.0000	FLSMIDTH AND CO A/S ADR	02/18/10	08/29/12	721.48	360.81	(40.48) LT
45.0000	GAZPROM SPON ADR	04/27/11	08/29/12	434.24	755.02	(320.78) LT
41.0000	CGI GROUP INC	06/08/10	08/29/12	1,063.45	636.19	427.26 LT
19.0000	HERBALIFE LTD	02/18/10	08/29/12	944.66	387.51	557.15 LT
23.0000	HSBC HLDG PLC SP ADR	02/29/12	08/29/12	1,013.23	1,023.64	(10.41) ST
26.0000	HANG LUNG PROPERTIES ADR	02/18/10	08/29/12	447.39	478.92	(31.53) LT
123.0000	HENNES AND MAURITZ AB-	02/18/10	08/29/12	884.35	747.23	137.12 LT
24.0000	HONG KONG EXCHANGES AND	02/18/10	08/29/12	322.31	402.00	(79.69) LT
9.0000	HITACHI LTD 10 NEW ADR	04/27/11	08/29/12	536.39	487.09	69.30 LT
34.0000	INDUSTRAL AND COMMCL BNK	02/18/10	08/29/12	370.25	488.04	(117.79) LT
32.0000	ITAU UNIBANCO BANCO HOLD	02/18/10	08/29/12	510.14	663.92	(153.78) LT
29.0000	KOMATSU NEW NEW SPNSDADR	12/13/10	08/29/12	601.74	856.95	(255.21) LT
109.0000	KINGFISHER PLC SP ADR	02/18/10	08/29/12	938.47	737.93	200.54 LT
23.0000	KDDI CORP SHS	05/11/11	08/29/12	411.30	407.36	3.94 LT
65.0000	LVMH MOET HENNESSY ADR	02/18/10	08/29/12	2,141.35	1,411.15	730.20 LT
38.0000	LVMH MOET HENNESSY ADR	02/18/10	09/04/12	1,220.99	824.98	396.01 LT
142.0000	LVMH MOET HENNESSY ADR	02/18/10	09/05/12	4,573.29	3,082.82	1,490.47 LT
27.0000	LVMH MOET HENNESSY ADR	03/16/11	09/05/12	869.56	770.25	99.31 LT

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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
32.0000	LVMH MOET HENNESSY ADR	08/18/11	09/05/12	1,030.81	1,058.81	(28.20) LT
13.0000	LUKOIL SPONSORED ADR	02/22/12	08/29/12	758.19	779.58	(23.39) ST
12.0000	LAS VEGAS SANDS CORP	12/21/11	08/29/12	509.57	509.05	0.52 ST
69.0000	LI & FUNG LTD-UNSP ADR	09/02/11	08/29/12	224.24	254.49	(30.25) ST
109.0000	LI & FUNG LTD-UNSP ADR	09/16/11	08/29/12	354.25	405.20	(50.95) ST
108.0000	MITSUBISHI UFJ FINL GRP	02/18/10	08/29/12	498.31	546.30	(47.99) LT
5.0000	MERCADOLIBRE INC	09/19/11	08/29/12	394.39	373.87	20.52 ST
1.0000	MITSUBI CO ADR	03/25/11	08/29/12	286.69	373.87	(87.18) LT
14.0000	NISSAN MTR LTD SPN ADR	11/11/10	08/29/12	287.67	270.37	17.30 ST
30.0000	NISSAN TEL&TEL SPDN ADR	02/18/10	08/29/12	704.71	654.00	50.71 LT
12.0000	NOVARTIS ADR	02/18/10	08/29/12	708.94	855.20	(146.26) LT
16.0000	NESTLE S A REP RG SH ADR	02/18/10	08/29/12	1,003.18	763.84	239.34 LT
8.0000	NOVO NORDISK A S ADR	02/18/10	08/29/12	1,253.09	578.56	674.53 LT
7.0000	NOVO NORDISK A S ADR	02/18/10	09/19/12	1,090.15	506.24	583.91 LT
27.0000	PEARSON SPONSORED ADR	02/03/12	08/29/12	517.31	517.77	(0.46) ST
52.0000	PUBLICIS GROUPE SPON ADR	05/25/10	08/29/12	679.10	504.74	174.36 LT
17.0000	POTASH CORP SASKATCHEWAN	10/17/11	08/29/12	893.81	842.19	51.62 ST
42.0000	PRUDENTIAL PLC ADR	01/24/12	08/29/12	397.84	931.04	(533.24) LT
16.0000	PRUDENTIAL PLC ADR	01/25/12	08/29/12	219.96	289.95	(89.99) LT
5.0000	RIO TINTO PLC SPNSRD ADR	02/18/10	08/29/12	775.54	740.31	35.23 ST
23.0000	REXAM PLC- NEW NEW ADR	05/16/12	08/29/12	910.37	821.56	88.81 LT
13.0000	ROYAL DUTCH SHELL PLC	08/22/11	08/29/12	1,161.75	1,115.88	45.87 LT
102.0000	RECKITT BENCKISER GR ADR	02/18/10	08/29/12	1,075.73	995.54	80.19 LT
91.0000	RECKITT BENCKISER GR ADR	02/18/10	08/29/12	585.26	395.46	189.80 LT
9.0000	SAP AG SHS	02/18/10	08/29/12	873.33	527.28	346.05 LT
12.0000	SAP AG SHS	02/18/10	09/19/12	751.82	946.59	(194.77) LT
8.0000	SIEMENS AG	01/11/11	08/29/12	938.18	1,183.24	(247.06) LT
10.0000	SIEMENS AG	01/11/11	09/04/12	820.86	946.60	(125.74) LT
7.0000	SIEMENS AG	01/11/11	09/19/12	638.72	660.26	(21.54) LT
58.0000	SHIRE PLC-ADR	05/16/11	08/29/12	5,396.15	5,470.76	(74.61) LT
1.0000	SHIRE PLC-ADR	05/16/11	09/13/12	92.37	94.32	(1.95) LT
4.0000	SHIRE PLC-ADR	06/03/11	09/14/12	369.49	369.08	0.41 LT
4.0000	SHIRE PLC-ADR	11/15/11	09/14/12	369.50	389.20	(19.70) ST
6.0000	SHIRE PLC-ADR	06/05/12	09/14/12	554.25	501.80	52.45 ST
11.0000	SCHLUMBERGER LTD	02/18/10	08/29/12	804.22	721.82	82.40 LT
10.0000	SYNGENTA AG ADR	03/28/12	08/29/12	894.08	682.97	211.11 ST
36.0000	STATOIL ASA SHS	02/18/10	08/29/12	914.82	810.36	104.46 LT
10.0000	SABMILLER PLC SPON ADR	02/18/10	08/29/12	443.99	273.10	170.89 LT
5.0000	SOUTHERN COPPER CORP	12/12/11	08/29/12	161.84	155.39	6.45 ST



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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
20.0000	SWATCH GROUP AG UNSPOND	10/12/11	08/29/12	412.59	393.31	19.28 ST
11.0000	SIGNET JEWELERS LTD SHS	02/18/10	08/29/12	505.18	318.45	186.73 LT
45.0000	SBERBANK SPONSORED ADR	09/13/11	08/29/12	529.19	478.85	50.34 ST
59.0000	TESCO PLC SPNRD ADR	02/18/10	08/29/12	948.93	1,187.08	(240.15) LT
12.0000	TEVA PHARMACTCL INDS ADR	02/18/10	08/29/12	482.27	688.89	(206.62) LT
67.0000	TAIWAN S MANUFCTRING ADR	06/20/12	08/29/12	961.77	947.90	13.87 ST
93.0000	TURKIYE GRTI BK SPN ADR	02/18/10	08/29/12	393.38	385.95	7.43 LT
24.0000	TENCENT HOLDINGS LTD ADR	04/27/10	08/29/12	745.18	500.21	244.97 LT
11.0000	TOYOTA MOTOR CORP ADR	02/18/10	08/29/12	890.87	811.25	79.62 LT
53.0000	VALEO SPONSORED ADR	12/08/10	08/29/12	1,290.15	1,585.01	(274.86) LT
13.0000	VALIDUS HOLDINGS LTD	07/17/12	08/29/12	431.85	429.04	2.81 ST
13.0000	VODAFONE GROU PLC SP ADR	12/28/10	08/29/12	380.17	334.23	45.94 ST
33.0000	VOLKSWAGEN A G SPONS ADR	03/08/12	08/29/12	1,101.52	918.22	183.30 LT
9.0000	YUM BRANDS INC	05/31/11	08/29/12	576.31	595.88	(19.37) ST
17.0000	YANDEX N V CL A	02/18/10	08/29/12	359.39	595.93	(236.54) LT
16.0000	WAL-MART DE MEX SPNADR V	02/18/10	08/29/12	431.19	390.64	40.55 LT
60.0000	RECKITT BENCKISER GR ADR	02/18/10	10/24/12	721.36	856.40	84.96 LT
14.0000	SAP AG SHS	02/18/10	10/25/12	1,002.83	815.16	387.67 LT
6.0000	SIEMENS AG ADR	02/03/11	10/11/12	592.95	770.81	(177.86) LT
5.0000	SIEMENS AG ADR	03/10/11	10/11/12	494.13	637.96	(143.83) LT
72.0000	TESCO PLC SPNRD ADR	02/18/10	10/11/12	1,080.69	1,448.64	(367.95) LT
41.0000	TESCO PLC SPNRD ADR	04/21/10	10/11/12	615.39	832.89	(217.30) LT
56.0000	TESCO PLC SPNRD ADR	11/23/10	10/11/12	840.54	1,131.87	(291.33) LT
49.0000	TESCO PLC SPNRD ADR	12/02/10	10/11/12	735.48	971.65	(236.17) LT
30.0000	TESCO PLC SPNRD ADR	01/21/11	10/11/12	450.29	581.91	(131.62) LT
22.0000	TESCO PLC SPNRD ADR	11/15/11	10/11/12	330.22	428.56	(98.34) ST
24.0000	TESCO PLC SPNRD ADR	11/15/11	10/11/12	360.55	467.52	(106.97) ST
71.0000	TESCO PLC SPNRD ADR	11/15/11	10/12/12	1,061.86	1,383.08	(321.22) ST
123.0000	TAIWAN S MANUFCTRING ADR	06/20/12	10/22/12	1,891.17	1,740.17	151.00 ST

LEO GOODWIN FOUNDATION, INC

EIN: 52-6054098

Schedule of Information for Form 990-PF

Year Ended October 31, 2012

PART XV, LINE 3(A) - GRANTS AND CONTRIBUTIONS PAID DURING YEAR

LEO GOODWIN
FOUNDATION

ATTACHMENT PF-1

RECIPIENT	Relationship	Status of Recipient	Purpose of Grant or Contribution	Amount
ACHIEVEMENT & REHABILITATION CENTERS, INC	N/A	501(c)(3)	CHARITABLE	20,000
ALS THERAPY DEVELOPMENT FOUNDATION	N/A	501(c)(3)	CHARITABLE	1,500
AMERICAN DIABETES ASSOCIATION	N/A	501(c)(3)	CHARITABLE	10,000
ANN STORCK CENTER, INC.	N/A	501(c)(3)	CHARITABLE	10,000
BIG BROTHERS BIG SISTERS OF BROWARD COUNTY	N/A	501(c)(3)	CHARITABLE	2,500
BONNET HOUSE MUSEUM & GARDENS	N/A	501(c)(3)	CHARITABLE	2,500
BOYS & GIRLS CLUBS OF BROWARD COUNTY, INC	N/A	501(c)(3)	CHARITABLE	30,000
BROWARD CHILDREN'S CENTER	N/A	501(c)(3)	CHARITABLE	2,500
BROWARD COLLEGE FOUNDATION	N/A	501(c)(3)	EDUCATIONAL	27,000
BROWARD EDUCATION FOUNDATION - OCHO Project	N/A	501(c)(3)	EDUCATIONAL	6,430
BROWARD PARTNERSHIP FOR THE HOMELESS, INC	N/A	501(c)(3)	CHARITABLE	50,000
CHILDREN'S DIAGNOSTIC TREATMENT CENTER	N/A	501(c)(3)	CHARITABLE	3,500
CHILDREN'S HARBOR, INC.	N/A	501(c)(3)	CHARITABLE	2,500
COVENANT HOUSE OF FLORIDA, INC	N/A	501(c)(3)	CHARITABLE	5,000
CYSTIC FIBROSIS OF FLORIDA - GOLD COAST GUILD	N/A	501(c)(3)	CHARITABLE	5,000
FAMILY CENTRAL, INC	N/A	501(c)(3)	CHARITABLE	5,000
FLORIDA YOUTH ORCHESTRA	N/A	501(c)(3)	CHARITABLE	1,000
FORT LAUDERDALE CHILDREN'S THEATER	N/A	501(c)(3)	CHARITABLE	5,000
GEICO PHILANTHROPIC FOUNDATION, INC	N/A	501(c)(3)	EDUCATIONAL	5,000
GILDA'S CLUB	N/A	501(c)(3)	CHARITABLE	5,000
HANDSON BROWARD FKA VOLUNTEER ACTION CENTER of BROWARD	N/A	501(c)(3)	CHARITABLE	5,000
HENDERSON BEHAVIORAL HEALTH	N/A	501(c)(3)	CHARITABLE	105,000
HOLY CROSS HOSPITAL AUXILIARY	N/A	501(c)(3)	CHARITABLE	5,000
HUMANE SOCIETY OF BROWARD COUNTY	N/A	501(c)(3)	CHARITABLE	2,500
INSIGHT FOR THE BLIND	N/A	501(c)(3)	CHARITABLE	5,000
JACK & JILL CHILDREN'S CENTER	N/A	501(c)(3)	CHARITABLE	3,500
JASON TAYLOR FOUNDATION - Jason Taylor Reading Room	N/A	501(c)(3)	CHARITABLE	2,500
JUNIOR ACHIEVEMENT OF SOUTH FLORIDA	N/A	501(c)(3)	CHARITABLE	30,650
KIDS IN DISTRESS, INC	N/A	501(c)(3)	CHARITABLE	35,000
LAUREN'S KIDS, INC	N/A	501(c)(3)	CHARITABLE	2,000
LIGHT OF THE WORLD CLINIC	N/A	501(c)(3)	CHARITABLE	2,500
LUPUS FOUNDATION OF AMERICA	N/A	501(c)(3)	CHARITABLE	2,500
MAKE-A-WISH FOUNDATION	N/A	501(c)(3)	CHARITABLE	2,500
MUSEUM OF DISCOVERY & SCIENCE	N/A	501(c)(3)	CHARITABLE	30,000
PACE CENTER FOR GIRLS/BROWARD	N/A	501(c)(3)	CHARITABLE	50,000
REBUILDING TOGETHER BROWARD COUNTY INC	N/A	501(c)(3)	CHARITABLE	2,500
SOS CHILDREN'S VILLAGE OF FLORIDA	N/A	501(c)(3)	CHARITABLE	7,500
SPECIAL OLYMPICS BROWARD COUNTY	N/A	501(c)(3)	CHARITABLE	2,500
SUSAN B ANTHONY RECOVERY CENTER	N/A	501(c)(3)	CHARITABLE	5,000
THE HAVEN	N/A	501(c)(3)	CHARITABLE	2,500
WOMEN IN DISTRESS	N/A	501(c)(3)	CHARITABLE	5,000
WPBT-CHANNEL 2	N/A	501(c)(3)	EDUCATIONAL	2,500
YOUNG AT ART MUSEUM	N/A	501(c)(3)	CHARITABLE	20,000
TOTAL CONTRIBUTIONS				\$ 530,580



Washington, D.C.

Jan C. Stewart
Vice President
Human Resources

Office: (301) 986-2077
Fax: (202) 204-0334
E-mail: janstewart@geico.com

January 16, 2013

Helen M. Furia, Trustee
Leo Goodwin Foundation, Inc.
800 Corporate Drive, Suite 510
Fort Lauderdale, FL 33334

Dear Mrs. Furia:

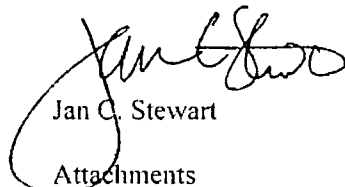
GEICO continues to play a major role in giving back to the college communities local to our regional offices by offering scholarships, providing summer internships, speaking with executive business classes and organizations and sponsoring major business events on campus. Being able to offer the Leo Goodwin Scholarships to deserving students has provided us with the leading edge in recruiting some of the sharpest and brightest students on campus.

Because of your commitment to Leo and Lillian Goodwin to keep the Goodwin name alive and your continued support for the Leo Goodwin Scholarship Program, we are able to attract, educate and train more students at local universities to keep the Goodwin legacy alive. We appreciate your generous contribution of \$5,000 this year and are proud to offer scholarships in our founder's name

Attached is the 2012 report detailing the status of the Leo Goodwin Foundation grants and the manner in which the funds were distributed.

Again, on behalf of GEICO, I extend my sincere gratitude to you and the other Trustees of the Goodwin Foundation for your continued support of the Leo Goodwin Scholarship Program.

Sincerely,



Jan C. Stewart

Attachments

cc. D. Lyons
O.M. Nicely
J. Cox
D. Lipsey

GEICO

Washington, D.C

Jan C. Stewart
Vice President
Human Resources

Office: (301) 986-2077
Fax: (202) 204-0334
E-mail: janstewart@geico.com

January 16, 2013

Board of Trustees
Leo Goodwin Foundation, Inc
800 Corporate Drive
Suite 510
Ft. Lauderdale, FL 33334

RE Leo Goodwin Scholarship Program

Ladies and Gentlemen:

I am pleased to provide the following information relative to the GEICO Philanthropic Foundation as of this date.

I Name and Address of the grantee:

GEICO Philanthropic Foundation
One GEICO Plaza
Washington, D.C. 20076

II. Date and amount of the grants:

October 29, 1986	\$28,000	October 30, 2000	\$35,000
October 27, 1987	\$35,000	October 03, 2001	\$20,000
October 31, 1988	\$20,000	October 16, 2002	\$10,000
October 26, 1989	\$20,000	October 15, 2003	\$20,000
October 23, 1990	\$25,000	October 11, 2004	\$20,000
October 23, 1991	\$30,000	October 12, 2005	\$25,000
October 22, 1992	\$38,000	October 09, 2006	\$25,000
October 14, 1993	\$50,000	October 15, 2007	\$25,000
October 17, 1994	\$50,000	2008	No Contribution
October 12, 1995	\$30,000	October 13, 2009	\$15,000
October 14, 1996	\$30,000	October 12, 2010	\$10,000
October 04, 1997	\$35,000	October 12, 2011	\$10,000
October 14, 1998	\$35,000	October 08, 2012	\$ 5,000
October 12, 1999	\$35,000		

III. Purpose of the grants:

Grants to be used in the furtherance of the GEICO Philanthropic Foundation Scholarship Program as delineated in the Agreement executed by the Trustees of the grantor on February 23, 1988.

Government Employees Insurance Company
One GEICO Plaza ■ Washington, DC 20076-0001

IV. Amounts expended by the grantee:

As of the date of this report, \$701,250.00 has been expended under the Program for scholarships and has been paid to Scholarship America. The grants made by the Leo Goodwin Foundation, Inc. are being used for scholarship purposes only. Administrative fees for the program are being paid by GEICO. Three \$2,500 scholarships and three renewal scholarships of \$2,500 were awarded in August, 2012.

The 2012 scholarship recipients are:

New Recipients

Warren K. Cheung See Kit
Alejandra J. Romero
Hafou A. Toure

St. John's University
State University of NY at Stony Brook
State University of NY at Stony Brook

Renewal Recipient

Fanta Conde
Rachelle Fabre
Samuel K. Matthews

City University of New York – Baruch County
Hofstra University
St. John's University

V. Whether the grantee has diverted any portion of the funds (or the income therefrom in the case of an endowment grant) from the purpose of the grant (to the knowledge of the grantor):

No diversion of funds has taken place as of the date of this report.

VI. Dates of any reports from the grantee:

This report is the twenty-fourth provided. The previous reports were submitted on the following dates:

January 14, 1988	November 11, 1993	February 20, 2001	January 11, 2007
February 17, 1989	October 31, 1994	February 26, 2002	December 22, 2009
November 29, 1989	November 2, 1995	January 15, 2003	December 22, 2009
December 21, 1990	January 08, 1997	February 17, 2004	January 7, 2011
November 4, 1991	February 02, 1998	March 4, 2005	January 11, 2012
November 4, 1992	February 23, 2000	February 15, 2006	

VII. Beginning in 1992, the GEICO Work-Study and Leo Goodwin Scholarship Program changed to a one-year program for the Washington, D.C. area only. Students must be in their junior year at the time of application. Successful candidates will receive a one-time, non-renewable scholarship of \$2,500 and an offer of paid part-time employment under a work-study arrangement.

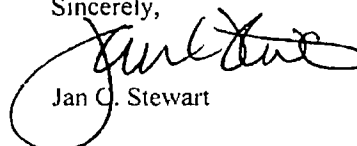
VIII. Beginning in 1994, financial need is considered in selecting scholarship recipients. (See Addendum for text included in application process).

IX. Date of results of any verification of the grantee's reports undertaken pursuant to and to the extent required under Regulation Section 53.4945-5 (c) (1) of the Internal Revenue Code by the grantor or by others at the direction of the grantor.

The section referenced provides that "the grantor need not conduct any independent verification of such reports unless it has reason to doubt their accuracy or reliability."

As noted above, this report is the twenty-fourth provided.

Sincerely,


Jan C. Stewart

**Geico Work-Study and Leo Goodwin
Scholarship Program**

ADDENDUM

In addition to the academic, personal accomplishments and criteria listed in the program brochure, financial need will be considered in selecting scholarship recipients.

Your completed application has been received and a short questionnaire must be completed and returned to be considered for the award as soon as possible.

If you have any questions, please call Scholarship America at 1-800-537-4180 and ask for the GEICO Work-Study and Leo Goodwin Scholarship Program Manager.