Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning NOV 1, 2011 , **and ending** OCT 31, 2012

Name of foundation
THE GOODWIN FOUNDATION

A Employer identification number
84-6036758

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 2106

B Telephone number
970-872-3334

City or town, state, and ZIP code
GRAND JUNCTION, CO 81502

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2\. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,281,106.

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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	80,711.	80,711.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	88,893.			
	b	Gross sales price for all assets on line 6a 974,365.				
	7	Capital gain net income (from Part IV, line 2)		88,893.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	169,604.	169,604.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	151.	0.		151.
	b	Accounting fees STMT 3	2,650.	0.		2,650.
	c	Other professional fees STMT 4	24,403.	18,403.		6,000.
	17	Interest				
	18	Taxes STMT 5	806.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	661.	0.		661.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,671.	18,403.		9,462.
	25	Contributions, gifts, grants paid	271,000.			271,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	299,671.	18,403.		280,462.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<130,067.>			
	b	**Net investment income** (if negative, enter -0-)		151,201.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

12 P

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	95,273.	14,764.	14,764.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	3,086,833.	3,037,275.	3,266,342.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,182,106.	3,052,039.	3,281,106.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,182,106.	3,052,039.	
	30	**Total net assets or fund balances**	3,182,106.	3,052,039.	
	31	**Total liabilities and net assets/fund balances**	3,182,106.	3,052,039.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,182,106.
2	Enter amount from Part I, line 27a	2	<130,067.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,052,039.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,052,039.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	230,364.		219,038.	11,326.
b	708,473.		666,434.	42,039.
c	35,528.			35,528.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				11,326.
b				42,039.
c				35,528.
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	88,893.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	174,403.	3,273,030.	.053285
2009	186,268.	3,179,342.	.058587
2008	106,848.	3,090,394.	.034574
2007	124,338.	2,276,442.	.054619
2006	112,170.	2,036,192.	.055088

2	Total of line 1, column (d)	2	.256153
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	.051231
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,314,546.
5	Multiply line 4 by line 3	5	169,808.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,512.
7	Add lines 5 and 6	7	171,320.
8	Enter qualifying distributions from Part XII, line 4	8	280,462.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,512.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,512.
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	1,512.
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	680.		
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	680.
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	832.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE GOODWIN FOUNDATION Telephone no ▶970-243-1003

Located at ▶PO BOX 2106, GRAND JUNCTION, CO ZIP+4 ▶81502

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶☐			
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOHN GORMLEY PO BOX 2106 GRAND JUNCTION, CO 81502	CHAIRMAN 5.00	0.	0.	0.
LINDA BACON REID PO BOX 2106 GRAND JUNCTION, CO 81502	TREASURER 1.00	0.	0.	0.
DAN ELA PO BOX 2106 GRAND JUNCTION, CO 81502	SECRETARY 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	3,214,926.
b	Average of monthly cash balances			1b	150,095.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,365,021.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	3,365,021.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	50,475.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,314,546.
6	**Minimum investment return.** Enter 5% of line 5			6	165,727.

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	165,727.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,512.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,512.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	164,215.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	164,215.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	164,215.

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	280,462.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	280,462.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,512.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	278,950.

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					164,215.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years _______ , _______ , _______			0.		
3 Excess distributions carryover, if any, to 2011					
a From 2006	137.				
b From 2007	14,008.				
c From 2008					
d From 2009	28,273.				
e From 2010	12,043.				
f **Total** of lines 3a through e		54,461.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $	280,462.				
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					164,215.
e Remaining amount distributed out of corpus		116,247.			
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		170,708.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		137.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		170,571.			
10 Analysis of line 9					
a Excess from 2007	14,008.				
b Excess from 2008					
c Excess from 2009	28,273.				
d Excess from 2010	12,043.				
e Excess from 2011	116,247.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

THE GOODWIN FOUNDATION, 970-243-1003
PO BOX 2106, GRAND JUNCTION, CO 81502

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

A LETTER OF REQUEST EXPLAINING PROPOSED USE OF THE GRANT.

c Any submission deadlines

NONE

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

WITHIN UNITED STATES - AT DISCRETION OF BOARD OF DIRECTORS

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*				
RIVERSIDE EDUCATION CENTER GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
COLORADO RIVERFRONT FOUNDATION, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	125,000.
GRAND VALLEY CATHOLIC OUTREACH, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,500.
JOHN MCCONNELL MATH & SCIENCE CENTER GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
ST. MARY'S HOSPITAL SENIOR COMPANION PROGRAM GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	271,000.
b *Approved for future payment*				
MESA COUNTY PUBLIC LIBRARY FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	37,500.
Total			▶ 3b	37,500.

THE GOODWIN FOUNDATION 84-6036758

Part XV Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY OF MESA COUNTY GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	9,000.
MESA LAND TRUST GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	25,000.
WESTERN SLOPE CENTER FOR CHILDREN GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	7,500.
FAMILY LINK CENTER NUCLA, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	5,000.
CENTER FOR ENRICHED COMMUNICATIONS, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	5,000.
WESTERN COLORADO CENTER FOR THE ARTS, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	15,000.
WESTERN COLORADO WRITERS' FORUM, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	4,500.
MESA COUNTY PUBLIC LIBRARY FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	12,500.
KIDS VOTING USA MESA COUNTY GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	1,000.
LEAGUE OF WOMEN VOTERS OF MESA COUNTY GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	1,000.
Total from continuation sheets				110,000.

THE GOODWIN FOUNDATION 84-6036758

Part XV Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MESA COUNTY RSVP, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	5,000.
COLORADO CANYONS ASSOCIATION GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	5,000.
THE ABRAHAM CONNECTION DELTA, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	10,000.
GRAND JUNCTION SYMPHONY ORCHESTRA GRAND JUNCTION, CO	NONE	PUBLIC CHA	GENERAL SUPPORT	4,500.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	80,711.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	88,893.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		169,604.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 169,604.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 13/4/2013

Title President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANIEL S. VOGEL		12/27/12		P00094517

Firm's name ▶ DALBY, WENDLAND & CO., P.C.

Firm's EIN ▶ 84-0795096

Firm's address ▶ P O BOX 430
GRAND JUNCTION, CO 81502

Phone no (970) 243-1921

Bank Deposits Through Teller

October 1 - October 31

Wells Fargo Bank, N.A. (Member FDIC) **Account number 9088508218** **Questions? Call us at 1-800-266-6263**

Deposits made in a bank branch on the last business day of the month will typically appear on your next statement.

DATE	TRANSACTION	DESCRIPTION	AMOUNT	BANK BALANCE
10/01		BEGINNING BALANCE		$0.00
[illegible]		ENDING BALANCE		$0.00

Realized gain/loss

ealized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
hort term	1,612.78	0.00	1,612.78	11,325.70	0.00	11,325.70
ng term	7,686.99	-1,169.24	6,517.75	41,627.98	-2,205.09	39,422 89
tal Realized Gain/Loss	**$9,299.77**	**-$1,169.24**	**$8,130.53**	**$52,953.68**	**-$2,205.09**	**$50,748.59**

ADVISORS

THE GOODWIN FOUNDATION

OCTOBER 1 - OCTOBER 31, 2012
ACCOUNT NUMBER. 3327-2655

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL CUSIP 693390304	7,330.82700	10.4200	03/09/12	10/26/12	78,000.00	76,387.22	1,612.78
Total Short term					**$78,000.00**	**$76,387.22**	**$1,612.78**

2502

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALLIANZ NFJ DIVIDEND ALUE FUND INSTITUTIONAL LASS CUSIP 018918227	393.70100	11.0000	10/20/10nc	10/26/12	5,000.00	4,330.72	669.28
AMCAP FUND INC CLASS F1 CUSIP 023375405	238 89200	17 3600	10/20/10nc	10/26/12	5,000.00	4,147.17	852.83
AMERICAN HIGH INCOME TR CLASS F-1 CUSIP 026547406	3,466.66700	11.4700	01/28/11nc	10/26/12	39,000.00	39,762.68	-762.68
DELAWARE GROUP TREAS RESVS INC LTD TERM DVRFD INCM FD INSTL CLASS CUSIP 245912506	672.64600	9.0400	10/20/10nc	10/26/12	6,000.00	6,080.72	-80.72
FIDELITY ADV NEW INSIGHTS FD CL I CUSIP 316071604	263.96800	18.9800	10/20/10nc	10/26/12	6,000.00	5,010.12	989.88
HARTFORD MUTL FDS INC MIDCAP FUND CLASS I CUSIP 41664M870	681 70300	18.6200	08/08/11nc	10/26/12	14,104.43	12,693.30	1,411.13
	429.94500	19.3900	09/12/11nc	10/26/12	8,895 57	8,336.64	558.93
JANUS INVT FD PERKINS MID CAP VALUE FD CL I SIP 47103C241	869.56500	20.2000	08/08/11nc	10/26/12	19,000.00	17,565.21	1,434.79

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
MFS SER TR I VALUE FD CL I CUSIP 552983694	314 96100	21.6362	10/20/10nc	10/26/12	8,000.00	6,814.57	1,185.43
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700	2,506.48200	11.7000	10/20/10nc	10/26/12	29,000 00	29,325.84	-325.84
PIMCO HIGH YIELD FD INST CL CUSIP 693390841	4,497.90800	9.4300	01/28/11nc	10/26/12	43,000.00	42,415.28	584.72
[illegible] Long term					$183,000.00	$176,482.25	$6,517.75

2505

c Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

;pecific instructions and disclosures

vailable funds

ivailable for loan" reflects the approximate amount available as of the statement period ending date and should be reduced by any pending checks and Visa charges not yet cleared This amount is the approximate amount available for thdrawal and loans. A margin loan is a variable rate loan secured by your account.

come on non-reportable accounts

ur income summary is categorized into taxable and tax-exempt income based upon the securities that you hold. Please be aware that, since this is a 1099 non-reportable account, this income will NOT be reported to the IRS, but is being ovided to you for informational purposes only.

ost basis - To add or update information or modify your reporting options, please contact Your Financial Advisor.

is statement presents estimated unrealized or realized gains or losses for your information only. If acquisition or other information is not available, the gain/loss information may not be displayed and section and summary totals may not lect your complete portfolio. Cost basis information is not verified by FCC or Wells Fargo Advisors and should not be relied upon for legal or tax purposes. Revisions to this information (due to corporate mergers, tenders and other organizations) may be required from time to time.

st basis for factored bonds (GNMA, CMO, etc.) will be adjusted for paydown of principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost a for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average.

ır account statement should not be used for tax preparation without assistance from your tax consultant. We do not report capital gains or losses for non-covered securities to the IRS.

st basis options

ess specific tax lots are selected at trade time, sales of tax lots will occur using the cost basis election reflected in the Account profile section

ʒank Deposits Through Teller continued

ATE	TRANSACTION	DESCRIPTION	AMOUNT	BANK BALANCE
3/31		ENDING BALANCE		$0.00

ealized gain/loss

ed Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
ort term	684.24	0 00	684.24 ✓	9,712.92	0.00	9,712.92
ıg term	285.24	-9.48	275.76 ✓	33,940.99	-1,035.85	32,905.14
al Realized Gain/Loss	**$969.48**	**-$9.48**	**$960.00**	**$43,653.91**	**-$1,035.85**	**$42,618.06**

alized Gain/Loss Detail

ort term

CRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CO FDS PAC INVT IT SER LOW DURATION FD L CL	63.91700	10 4500	09/01/11nc	08/02/12	675 60	667.93	7.67
	24.98300	10.2800	10/03/11nc	08/02/12	264.07	256.83	7.24
	13 73300	10.3700	11/01/11nc	08/02/12	145 15	142.41	2.74
	13.49400	10.3000	12/01/11nc	08/02/12	142.63	138.99	3.64
	0 09400	10.3400	12/09/11nc	08/02/12	0.99	0 97	0 02
	4,419.09000	10.4200	03/09/12	08/02/12	46,709.85	46,046.92	662.93
l Short term					**$47,938.29**	**$47,254.05**	**$684.24**

st information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	6,883.34200	0.0000	10/28/10nc	08/02/12	72,756.92	~~Not Provided~~ 2504 70,141.25	N/A
	36.30500	10.7100	11/01/10nc	08/02/12	383.74	388.83	-5.09
	109.67900	10.6100	12/01/10nc	08/02/12	1,159.30	1,163 69	-4.39
	755.41800	10.3500	12/10/10nc	08/02/12	7,984.77	7,818.58	166.19
	150.58900	10 3500	12/10/10nc	08/02/12	1,591.72	1,558.60	33.12
	119.00800	10.3900	01/03/11nc	08/02/12	1,257.91	1,236.49	21.42
	107.81900	10.4100	02/01/11nc	08/02/12	1,139.64	1,122.40	17.24
	107.64200	10.4200	03/01/11nc	08/02/12	1,137.77	1,121.63	16.14
	102 42500	10.4400	04/01/11nc	08/02/12	1,082.63	1,069.32	13 31
	90.19800	10.5200	05/02/11nc	08/02/12	953.39	948.88	4.51
	79.15800	10.5300	06/01/11nc	08/02/12	836.70	833.53	3.17
	87.37600	10.5000	07/01/11nc	08/02/12	923.56	917.45	6.11
	80.76300	10.5200	08/01/11nc	08/02/12	853.66	849.63	4.03
Total Long term					**$92,061.71**	~~**$19,029.03**~~ 89,170.28	~~**$275.70**~~ 2891.43

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Specific instructions and disclosures

Available funds

"Available for loan" reflects the approximate amount available as of the statement period ending date and should be reduced by any pending checks and Visa charges not yet cleared. This amount is the approximate amount available for withdrawal and loans. A margin loan is a variable rate loan secured by your account.

Income on non-reportable accounts

Your income summary is categorized into taxable and tax-exempt income based upon the securities that you hold. Please be aware that, since this is a 1099 non-reportable account, this income will NOT be reported to the IRS, but is being provided to you for informational purposes only.

Bank Deposits Through Teller

June 1 - June 30

Wells Fargo Bank, N.A. (Member FDIC) **Account number 9088508218** **Questions? Call us at 1-800-266-6263**

Deposits made in a bank branch on the last business day of the month will typically appear on your next statement.

DATE	TRANSACTION	DESCRIPTION	AMOUNT	BANK BALANCE
[illegible]		BEGINNING BALANCE		$0.00
6/30		ENDING BALANCE		$0.00

ealized gain/loss

ealized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
ort term	0 00	0.00	0.00	9,028 68	0.00	9,028.68
ng term	14,976.44	0.00	14,976.44	33,655.75	-1,026.37	32,629.38
tal Realized Gain/Loss	$14,976.44	$0.00	$14,976.44	$42,684.43	-$1,026.37	$41,658.06

Realized Gain/Loss Detail

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS	834.02800	11.0000	10/20/10nc	06/20/12	10,000.00	9,174 31	825.69
AMCAP FUND INC CLASS F1	496.52400	17.3600	10/20/10nc	06/20/12	10,000.00	8,619 66	1,380.34
CAPITAL INCOME BLDR CLASS F1	906.58300	50.0300	10/20/10nc	06/20/12	46,000.00	45,356.35	643.65
FIDELITY ADV NEW INSIGHTS FD CL I	451.06000	18.9800	10/20/10nc	06/20/12	10,000 00	8,561.12	1,438.88
FIRST EAGLE FDS INC GLOBAL FD CL I	1,001.70500	44.5000	10/20/10nc	06/20/12	47,000.00	44,575.88	2,424.12
MFS SER TR I VALUE FD CL I	416 14600	21.6362	10/20/10nc	06/20/12	10,000.00	9,003.84	996.16
T ROWE PRICE CAP APPRECIATION FD SBI	2,816.90100	19.4300	10/20/10nc	06/20/12	62,000.00	54,732.40	7,267.60
Total Long term					**$195,000.00**	**$180,023.56**	**$14,976.44**

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

HE @7205

Specific instructions and disclosures

Available funds
"Available for loan" reflects the approximate amount available as of the statement period ending date and should be reduced by any pending checks and Visa charges not yet cleared. This amount is the approximate amount available for withdrawal and loans. A margin loan is a variable rate loan secured by your account.

Income on non-reportable accounts
Your income summary is categorized into taxable and tax-exempt income based upon the securities that you hold. Please be aware that, since this is a 1099 non-reportable account, this income will NOT be reported to the IRS, but is being provided to you for informational purposes only.

ADVISORS

THE GOODWIN FOUNDATION

MARCH 1 - MARCH 31, 2012
ACCOUNT NUMBER· 3327-2655

ank Deposits Through Teller

March 1 - March 31

ells Fargo Bank, N.A. (Member FDIC) **Account number 9088508218** **Questions? Call us at 1-800-266-6263**

eposits made in a bank branch on the last business day of the month will typically appear on your next statement

TE	TRANSACTION	DESCRIPTION	AMOUNT	BANK BALANCE
		BEGINNING BALANCE		$0.00
/31		ENDING BALANCE		$0.00

alized gain/loss

lized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
rt term	8,416 42	0.00	8,416.42 2705	9,028.68	0.00	9,028.68
g term	18,620 25	0.00	18,620.25	18,679.31	-1,026.37	17,652.94
l Realized Gain/Loss	$27,036.67	$0.00	$27,036.67	$27,707.99	-$1,026.37	$26,681.62

THE GOODWIN FOUNDATION

MARCH 1 - MARCH 31, 2012
ACCOUNT NUMBER: 3327-2655

HE @ 7207

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
HARTFORD MUTL FDS INC MIDCAP FUND CLASS I	995.52000	18.6200	08/08/11nc	03/09/12	20,000.00	18,536.58	1,463.42
JANUS INVT FD PERKINS MID CAP VALUE FD CL I	682.74900	20.2000	08/08/11nc	03/09/12	15,000.00	13,791.53	1,208.47
MFS SER TR V INTL NEW DISCOVERY FD CL I	52.51500	20 0000	12/12/11nc	03/12/12	1,184.75	1,050.29	134.46
ROYCE FD PREMIER FD CL W	2,157.49700	18.5400	08/08/11nc	03/09/12	44,854.37	40,000.00	4,854.37
	305.93600	18.4300	12/12/11nc	03/09/12	6,360.41	5,638.40	722.01
	14.27000	18.4300	12/12/11nc	03/09/12	296.68	262.99	33.69
Total Short term					**$87,696.21**	**$79,279.79**	**$8,416.42**

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS	1,609.01000	11.0000	10/20/10nc	03/09/12	20,000.00	17,699.12	2,300.88
AMCAP FUND INC CLASS F1	963.85500	17.3600	10/20/10nc	03/09/12	20,000.00	16,732.53	3,267.47
FIDELITY ADV NEW INSIGHTS FD CL I	900.49500	18.9800	10/20/10nc	03/09/12	20,000.00	17,091.40	2,908.60
MFS SER TR V INTL NEW DISCOVERY FD CL I	3,526.08200	21.3575	10/27/10nc	03/12/12	79,548.40	75,308.21	4,240.19
	33.62200	21.7477	12/13/10nc	03/12/12	758.51	731.18	27.33
MFS SER TR I VALUE FD CL I	813.00800	21.6362	10/20/10nc	03/09/12	20,000.00	17,590.44	2,409.56

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THE GOODWIN FOUNDATION

MARCH 1 - MARCH 31, 2012
ACCOUNT NUMBER: 3327-2655

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ROYCE FD	1,368.36300	18.2700	10/20/10nc	03/09/12	28,448.26	25,000.00	3,448.26
PREMIER FD CL W	18.52300	19.8200	12/13/10nc	03/09/12	385.09	367.13	17.96
Total Long term					**$189,140.26**	**$170,520.01**	**$18,620.25**

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

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Specific instructions and disclosures

ble funds

le for loan" reflects the approximate amount available as of the statement period ending date and should be reduced by any pending checks and Visa charges not yet cleared. This amount is the approximate amount available for ithdrawal and loans. A margin loan is a variable rate loan secured by your account.

come on non-reportable accounts

our income summary is categorized into taxable and tax-exempt income based upon the securities that you hold. Please be aware that, since this is a 1099 non-reportable account, this income will NOT be reported to the IRS, but is being ovided to you for informational purposes only

ost basis - To add or update cost basis information or modify any cost basis reporting options, please contact Your Financial Advisor.

is statement presents estimated unrealized or realized gains or losses for your information only If acquisition or other information is not available, the gain/loss information may not be displayed and section and summary totals may not flect your complete portfolio. Cost basis information is not verified by FCC or Wells Fargo Advisors and should not be relied upon for legal or tax purposes Revisions to this information (due to corporate mergers, tenders and other organizations) may be required from time to time.

st basis for factored bonds (GNMA, CMO, etc.) will be adjusted for paydown of principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost la for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average

ur account statement should not be used for tax preparation without assistance from your tax consultant. We do not report capital gains or losses for non-covered securities to the IRS.

st basis options

'ess specific tax lots are selected at trade time, sales of tax lots will occur using the cost basis election reflected in the Account profile section.

THE GOODWIN FOUNDATION

JANUARY 1 - JANUARY 31, 2012
ACCOUNT NUMBER: 3327-2655

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET		THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	612.26	0.00	612.26	7505	612.26	0.00	612.26
Long term	59.06	-1,026.37	-967.31	✓	59.06	-1,026.37	-967.31
Total Realized Gain/Loss	**$671.32**	**-$1,026.37**	**-$355.05**		**$671.32**	**-$1,026.37**	**-$355.05**

Realized Gain/Loss Detail

hort term

ESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ARTFORD MUTL FDS INC P FUND LASS I	471.00500	18.6200	08/08/11nc	01/24/12	9,015.04	8,770.12	244.92
ANUS INVT FD ERKINS MID CAP VALUE D CL I	363.70600	20.2000	08/08/11nc	01/24/12	7,714.21	7,346.87	367.34
otal Short term					**$16,729.25**	**$16,116.99**	**$612.26**

: Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

ong term

SCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ARTFORD MUTL FDS INC DCAP FUND ASS I	1,253.13300	19 9500	10/20/10nc	01/24/12	23,984.96	25,000.00	-1,015.04
NUS INVT FD RKINS MID CAP VALUE CL I	1,181.47400	21.1600	10/20/10nc	01/24/12	25,059 06	25,000.00	59.06
	10 69000	22.2700	12/22/10nc	01/24/12	226.73	238.06	-11.33
tal Long term					**$49,270.75**	**$50,238.06**	**-$967.31**

ost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO - CAP GAIN DIVIDENDS	35,528.	35,528.	0.
WELLS FARGO - DIVIDENDS	80,687.	0.	80,687.
WELLS FARGO - INTEREST	24.	0.	24.
TOTAL TO FM 990-PF, PART I, LN 4	116,239.	35,528.	80,711.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	151.	0.		151.
TO FM 990-PF, PG 1, LN 16A	151.	0.		151.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,650.	0.		2,650.
TO FORM 990-PF, PG 1, LN 16B	2,650.	0.		2,650.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	18,403.	18,403.		0.
SECRETARIAL SERVICES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	24,403.	18,403.		6,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT YEAR EXCISE TAX	680.	0.		0.
PRIOR YEAR EXCISE TAX	126.	0.		0.
TO FORM 990-PF, PG 1, LN 18	806.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	661.	0.		661.
TO FORM 990-PF, PG 1, LN 23	661.	0.		661.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITIES	COST	2,244,271.	2,434,913.
INTERNATIONAL EQUITIES	COST	793,004.	831,429.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,037,275.	3,266,342.