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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE GOODWIN FOUNDATION</b>		A Employer identification number <b>22-2882244</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. 943</b>	Room/suite	B Telephone number <b>(856) 235-2118</b>
City or town, state, and ZIP code <b>ATCO, NJ 08004</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 3,692,615.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	23,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	8,138.	8,138.		STATEMENT 1
4	Dividends and interest from securities	62,661.	62,661.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	286,151.			
b	Gross sales price for all assets on line 6a	1,908,141.			
7	Capital gain net income (from Part IV, line 2)		286,151.		
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	379,950.	356,950.	0.	
13	Compensation of officers, directors, trustees, etc.	106,000.	0.	0.	0.
14	Other employee salaries and wages	35,904.	0.	0.	0.
15	Pension plans, employee benefits	5,903.	0.	0.	0.
16a	Legal fees				
b	Accounting fees	5,900.	0.	0.	0.
c	Other professional fees	19,032.	0.	0.	0.
17	Interest				
18	Taxes	26,085.	0.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	12,686.	0.	0.	0.
22	Printing and publications				
23	Other expenses	1,727.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	213,237.	0.	0.	0.
25	Contributions, gifts, grants paid	218,162.			218,162.
26	Total expenses and disbursements. Add lines 24 and 25	431,399.	0.	0.	218,162.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-51,449.			
b	Net investment income (if negative, enter -0-)		356,950.		
c	Adjusted net income (if negative, enter -0-)			0.	

223501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

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**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	5,317.	9,677.	9,677.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 46,093.			
		Less: allowance for doubtful accounts ▶ 0.	39,974.	46,093.	46,093.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	3,472,134.	3,410,206.	3,636,845.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	<b>Total assets</b> (to be completed by all filers)	3,517,425.	3,465,976.	3,692,615.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	3,517,425.	3,465,976.		
30	<b>Total net assets or fund balances</b>	3,517,425.	3,465,976.		
31	<b>Total liabilities and net assets/fund balances</b>	3,517,425.	3,465,976.		

**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	3,517,425.
2	Enter amount from Part I, line 27a	2	-51,449.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,465,976.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	3,465,976.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e 1,908,141.		1,621,990.	286,151.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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					
b					
c					
d					
e			286,151.		
2 Capital gain net income or (net capital loss)			2	286,151.	
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 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 (col. (b) divided by col. (c))
2011	54,074.	3,912,135.	.013822
2010	103,050.	3,648,237.	.028247
2009	123,584.	3,287,880.	.037588
2008	187,904.	3,419,052.	.054958
2007	206,775.	3,582,463.	.057719
2 Total of line 1, column (d)			2 .192334
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 .038467
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,705,184.
5 Multiply line 4 by line 3			5 142,527.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,570.
7 Add lines 5 and 6			7 146,097.
8 Enter qualifying distributions from Part XII, line 4 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.			8 218,162.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,570.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,570.
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	3,570.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,623.		
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	6,623.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,053.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 3,053. Refunded <input type="checkbox"/>		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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>GOODWIN ENTERPRISES</u> Telephone no. ► <u>856-235-3111</u> Located at ► <u>200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ</u> ZIP+4 ► <u>08054</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012?	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)?

☐ 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

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
RICHARD GOODWIN	TRUSTEE			
385 FAIRWAY DRIVE				
SNOWMASS VILLAGE, CO 81615	0.00	0.	0.	0.
JOANNA GOODWIN	TRUSTEE			
11 CLIFTON CT				
PIKESVILLE, MD 21208	40.00	106,000.	0.	0.
JOHN GOODWIN	TRUSTEE			
111 MOUNTAINVIEW DRIVE				
MOUNT LAUREL, NJ 08054	0.00	0.	0.	0.
ROBERT GOODWIN	TRUSTEE			
1608 VALLEY GLENN ROAD				
ELKINS PARK, PA 19117	0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,747,418.
b	Average of monthly cash balances	1b	14,190.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,761,608.
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	3,761,608.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,424.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,705,184.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	185,259.

**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	185,259.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,570.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,570.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	181,689.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	181,689.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	181,689.

**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	218,162.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	218,162.
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	3,570.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	214,592.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				181,689.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			208,821.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 218,162.				
a Applied to 2011, but not more than line 2a			208,821.	
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 2012 distributable amount				9,341.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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:	0.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				172,348.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

## N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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 (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
<b>a Paid during the year</b>				
AARP FOUNDATION PO BOX 93207 LONG BEACH, CA 90809		501C3	DONATION	15.
AMERICAN FRINEDS OF NS/WAS 12925 RIVERSIDE DR 3RD FL SHERMAN OAKS , CA 91423		501C3	\$12K SUPPORTS PEACE COLLEGE FUND; \$80K FOR AHMAD HAJAZI TEACHING CHAIR AT WORLD PEACE COLLEGE	92,000.
AMERICAN RED CROSS PO BOX 96456 WASHINGTON, DC 20090		501C3	HURRICANE RELIEF	5,000.
ASPEN JEWISH CONGRESS 0077 MEADOWOOD DRIVE ASPEN, CO 81611		501C3	DONATION	400.
CHICAGO WOMENS CAUCUS FOR ART 3600 LAKE SHORE DR #1250 CHICAGO, IL 60613		501C3	DONATION	100.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>218,162.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations


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

[illegible]

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

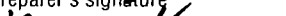
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign Here**  **6/24/13** **TRUSTEE**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name <b>MICHAEL VALUCCI, CPA</b>	Preparer's signature  <b>MICHAEL VALUCCI,</b>	Date <b>6/6/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00051704</b>
	Firm's name ▶ <b>CLIFTONLARSONALLEN LLP</b>				Firm's EIN ▶ <b>23-2932984</b>
	Firm's address ▶ <b>610 WEST GERMANTOWN PIKE, SUITE 400 PLYMOUTH MEETING, PA 19462</b>				Phone no. <b>215-643-3900</b>

**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

**2012**

Name of the organization

THE GOODWIN FOUNDATION

Employer identification number

22-2882244

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

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).

LHA 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) (2012)

Name of organization

Employer identification number

THE GOODWIN FOUNDATION

22-2882244

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD GOODWIN PO BOX 5142 SNOWMASS VILLAGE, CO 81615	\$ 23,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization	Employer identification number
THE GOODWIN FOUNDATION	22-2882244

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE GOODWIN FOUNDATION****22-2882244****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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

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
	(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

**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	ETHEL LAWRENCE (8952) ST SEE ATTACHED	P	09/26/11	05/15/12
b	ETHEL LAWRENCE (8952) LT SEE ATTACHED	P	07/07/05	08/29/12
c	ETHEL LAWRENCE (8952) OTHER SEE ATTACHED	P	10/03/08	02/28/12
d	HOLOCAUST FUND (4565) LT SEE ATTACHED	P	06/06/05	08/29/12
e	HOLOCAUST FUND (4565) OTHER SEE ATTACHED	P	10/03/08	02/28/12
f	MAIN FUND (1234) ST SEE ATTACHED	P	01/01/12	12/31/12
g	MAIN FUND (1234) LT SEE ATTACHED	P	04/10/03	12/31/12
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,370.		2,194.	176.
b 14,336.		13,526.	810.
c 6,914.		3,317.	3,597.
d 17,534.		13,708.	3,826.
e 12,960.		6,211.	6,749.
f 526,525.		489,979.	36,546.
g 1,310,089.		1,093,055.	217,034.
h 17,413.			17,413.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			176.
b			810.
c			3,597.
d			3,826.
e			6,749.
f			36,546.
g			217,034.
h			17,413.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

286,151.

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 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
COMMUNITY FIRST FOUNDATION 6870 WEST 52ND AVE STE 103 ARVADA, CO 80002		501C3	FOR VICTIMS OF FAMILIES OF AURORA MOVIE THEATER SHOOTING	1,000.
JACOBS CHAPEL COLEMANTOWN FDN INC 318 ELBO LANE MT LAUREL, NJ 08054		501C3	DONATION	200.
JEWISH WOMENS GIVING FOUNDATION 101 W MOUNT ROYAL AVE BALTIMORE, MD 21201		501C3	MEMBER DUES	1,100.
MERCURY PROJECT LLC 2554 LINCOLN BLVD #333 VENICE, CA 90291		501C3	UGOTTAWANNA PRODUCTIONS FILM PROJECT	4,750.
NATIONAL BRAIN TUMOR SOCIETY 124 WATERTOWN ST STE 2D WATERTOWN, MA 02472		501C3	DONATION	100.
NATIONAL DISABLED VETERANS 2472 F ROAD UNIT 16 GRAND JUNCTION, CO 81505		501C3	DONATION	100.
NATL MUSEUM AFRICAN AMERICAN HISTORY PO BOX 96832 WASHINGTON, DC 20900		501C3	DONATION	100.
OVARIAN CANCER CIRCLE PO BOX 461759 LOS ANGELES, CA 90046		501C3	OVARIAN CANCER RESEARCH	2,750.
PEACE THROUGH COMMERCE INC 1510 FALCON LEDGE DRIVE AUSTIN, TX 78746		501C3	SUPPORT PEACH THROUGH COMMERCE PROGRAMS	2,958.
ROCKY MOUNTAIN PBS 1089 BANNOCK ST DENVER, CO 80204		501C3	DONATION	250.
<b>Total from continuation sheets</b>				<b>120,647.</b>

**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
SAM SCHMIDT PARALYSIS FOUNDATION PO BOX 3661 PRINCETON, NJ 08543		501C3	SCI-FI 5K RUN/WALK/WHEEL EVENT	1,400.
PARAMEDIC SCHOLARSHIP FUND PO BOX 6436 SNOWMASS VILLAGE, CO 81615		501C3	FOR THE SNOWMASS WILDCAT FIRE PROTECTION DISTRICT	100.
ST FRANCIS MEMORIAL FUND 308 JEFFERSON ST HOBOKEN, NJ 07030		501C3	MEMORIAL DONATION	1,000.
STEADMAN PHILLIPON RESEARCH INSTITUTE 181 W MEADOW DR STE 1000 VAIL, CO 81657		501C3	DONATION	35.
SUSTAINABLE SOUTH BRONX 890 GARRISON AVE, 4TH FL BRONX, NY 10474		501C3	DONATION	100.
TALITHA KUMI PO BOX 7 BET JALA, ISRAEL		501C3	DONATION	200.
TRASHMASTERS INTL INC PO BOX 6200 SNOWMASS VILLAGE, CO 81615		501C3	DONATION	500.
ASPEN INSTITUTE SUITE 700 ONE DUPONT CIRCLE NW WASHINGTON, DC 20036		501C3	SOCIETY OF FELLOWS, 2012 CAMPAIGN	3,500.
ASPEN VALLEY SKI/SNOWBOARD CLUB PO BOX C-3 ASPEN, CO 81612		501C3	DONATION	625.
GLOBAL ABILITIES FOUNDATION TWO COPPER TREE COURT MOUNT LAUREL, NJ 08054		501C3	DONATION	650.
Total from continuation sheets				

**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
J STREET EDUCATION FUND 1828 L STREET NEW STE 240 WASHINGTON, DC 20036		501C3	\$25K TO EDUCATIONAL FUND; \$40K TO TA SHEMA PROGRAM OF J STREET U	65,000.
MOUNTAIN RESCUE ASPEN 630 WEST MAIN ST ASPEN, CO 81611		501C3	DONATION	50.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206		501C3	DONATION	350.
ROCKING THE BOAT 812 EDGEWATER ROAD BRONX, NY 10474		501C3	DONATION	350.
SYRACUSE CANCER RESEARCH 600 E GENESEE ST SYRACUSE, NY 13202		501C3	RESEARCH FOR CANCER DRUG, HYDRAZINE SULFATE	4,000.
UNITED JEWISH APPEAL ASPEN PO BOX 8590 ASPEN, CO 81615		501C3	DONATION	500.
UNITED WAY WORLDWIDE 701 N FAIRFAX ST ALEXANDRIA, VA 22314		501C3	DONATION	1,500.
UNITED WAY OF BURLINGTON COUNTY PO BOX 226 RANCOCAS, NJ 08073		501C3	SUPPORT GOODWIN FDN DESIGNATED CHARITIES INCLUDING ASPEN COMMUNITY FDN, ASPEN MUSIC FESTIVAL; AVSC;	23,979.
WOMENS DONOR NETWORK 565 COMMERCIAL ST SAN FRANCISCO, CA 94111		501C3	MEMBER DONATIONS	3,500.
Total from continuation sheets				

**Part XV** · Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - UNITED WAY OF BURLINGTON COUNTY

SUPPORT GOODWIN FDN DESIGNATED CHARITIES INCLUDING ASPEN COMMUNITY FDN,  
ASPEN MUSIC FESTIVAL; AVSC; BUDDY PROGRAM; FRIENDS OF JEWISH CHAPEL;  
RESOURCE FIRST FOUNDATION; ROCKING THE BOAT AND OTHERS

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

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SOURCE	AMOUNT
SCHWAB - MAIN ACCOUNT	8,138.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,138.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB - ETHEL LAWRENCE	3,370.	1,106.	2,264.
SCHWAB - HOLOCAUST ED.	7,107.	1,743.	5,364.
SCHWAB - MAIN ACCOUNT	69,597.	14,564.	55,033.
TOTAL TO FM 990-PF, PART I, LN 4	80,074.	17,413.	62,661.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	5,900.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,900.	0.	0.	0.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	18,795.	0.	0.	0.
BANK FEES	237.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	19,032.	0.	0.	0.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,084.	0.	0.	0.	
FEDERAL TAXES	10,594.	0.	0.	0.	
PAYROLL TAXES	13,407.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	26,085.	0.	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	
OFFICE EXPENSES	1,727.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	1,727.	0.	0.	0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	COST	3,410,206.	3,636,845.	
TOTAL TO FORM 990-PF, PART II, LINE 13		3,410,206.	3,636,845.	

**Goodwin Foundation**  
**(Ethel Lawrence Trust Fund)**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-12 Through 12-31-12*  
**Account # \*\*\*\*- 8952**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
Short Term Gain/Loss							
229 651	STEELPATH MLP FDS TR ALPHA FD CL A	09-26-11	05-15-12	2,370 00	2,193 88	176 12	
Long Term Gain/Loss							
38 060	TOCQUEVILLE GOLD FUND	07-07-05	05-15-12	2,150 00	1,225 91		924 09
160 615	CALAMOS CONVERTIBLE FUND CLASS A	01-14-09	08-29-12	2,833 25	2,300 00		533 25
530 223	CALAMOS CONVERTIBLE FUND CLASS A	12-29-09	08-29-12	9,353 13	10,000 00		-646 87
				14,336 38	13,525.91		810 47
Gain/Loss on Collectibles							
40	SPDR GOLD TRUST	10-03-08	02-28-12	6,913 79	3,316 76		3,597 03
				6,913 79	3,316 76		3,597 03
TOTAL PROCEEDS				23,620 17	19,036 55	176 12	4407.50

**IMPORTANT.**

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

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

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

**Goodwin Foundation**  
**(Richard Goodwin Holocaust Education Trust Fund)**

**REALIZED GAINS AND LOSSES**

From 01-01-12 Through 12-31-12

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

						Gain Or Loss	
Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Short Term	Long Term
Long Term Gain/Loss							
43 977	TOCQUEVILLE GOLD FUND	06-06-05	05-15-12	2,484 27	1,350 09		1,134 18
23 684	TOCQUEVILLE GOLD FUND	12-14-05	05-15-12	1,337 91	900 00		437 91
29 542	TOCQUEVILLE GOLD FUND	12-21-06	05-15-12	1,668 83	1,465 00		203 83
32 200	TOCQUEVILLE GOLD FUND	06-11-07	05-15-12	1,818 99	1,692.74		126 25
579 609	CALAMOS CONVERTIBLE FUND CLASS A	01-14-09	08-29-12	10,224 30	8,300 00		1,924 30
				17,534 30	13,707.84		3,826 46
Gain/Loss on Collectibles							
75	SPDR GOLD TRUST	10-03-08	02-28-12	12,960 18	6,211.10		6,749 08
				12,960 18	6,211 10		6,749 08
TOTAL PROCEEDS				30,494 48	19,918 94		10575.54

**IMPORTANT:**

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

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

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

**Goodwin Foundation**  
**Josiah DuBois Memorial Trust Fund**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-12 Through 12-31-12*  
**Account # \*\*\*\*- 5566**

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

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-12 Through 12-31-12*  
**Account # \*\*\*\*- 1234**

							Gain Or Loss	
Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Short Term	Long Term	
Short Term Gain/Loss								
630 000	CANADIAN OIL SANDS	03-02-11	02-29-12	14,844 53	19,612 39	-4,767 86		
200 000	CANADIAN OIL SANDS	03-02-11	02-29-12	4,712 55	6,226 16	-1,513 61		
180 000	JOHNSON & JOHNSON	03-02-11	02-29-12	11,682 48	10,918 39	764 09		
820 000	ISHARES SILVER TRUST ISHARES	09-22-11	02-29-12	29,795 28	29,391 68	403 60		
735 000	ISHARES SILVER TRUST ISHARES	09-27-11	02-29-12	26,706 75	23,203 27	3,503 48		
1,495 000	ISHARES SILVER TRUST ISHARES	11-01-11	02-29-12	54,321 89	48,464 59	5,857 30		
755 000	UNITED TECHNOLOGIES CP	09-26-11	02-29-12	63,417 16	53,506 89	9,910 27		
3,023 256	STEELPATH MLP FDS TR ALPHA FD CL A	09-26-11	05-15-12	31,200 00	28,881 47	2,318 53		
2,095 000	SPECTRUM PHARMA INC COM	03-01-12	07-05-12	34,565 60	28,708 36	5,857 24		
121 000	SPECTRUM PHARMA INC COM	03-16-12	07-05-12	1,996 39	1,567 11	429 28		
425 000	SPECTRUM PHARMA INC COM	03-16-12	07-09-12	7,239 10	5,504 30	1,734 80		
1,790 000	SPECTRUM PHARMA INC COM	04-25-12	07-09-12	30,489 38	19,669 42	10,819 96		
905 000	DAVITA INC	05-16-12	10-19-12	100,375 74	74,793.99	25,581 75		
1,090 000	COINSTAR INC COM	02-29-12	12-12-12	57,666 13	65,221.47	-7,555 34		
2,780 000	INTEL CORP	05-16-12	12-12-12	57,512 41	74,309 45	-16,797 04		
				526,525 39	489,978 94	36,546 45		
Long Term Gain/Loss								
147 30	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	01-25-12	147 30	154 16		-6 86	
144 74	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	02-25-12	144 74	151 48		-6 74	
515 000	COSTCO COMPANIES INC	03-19-09	02-29-12	44,381 93	23,244 29		21,137 64	
100 000	COSTCO COMPANIES INC	03-19-09	02-29-12	8,617 85	4,513.46		4,104 39	
1,320 000	CANADIAN OIL SANDS	03-19-09	02-29-12	31,102 83	27,583.75		3,519 08	
515 000	CANADIAN OIL SANDS	02-09-11	02-29-12	12,134 82	14,666.59		-2,531.77	
500 000	CANADIAN OIL SANDS	02-09-11	02-29-12	11,781 37	14,239 41		-2,458 04	
1,965 000	DUKE ENERGY CORP	03-19-09	02-29-12	41,125 88	27,713 49		13,412 39	
1,445 000	DUKE ENERGY CORP	02-09-11	02-29-12	30,242 69	25,799 31		4,443 38	
500 000	JOHNSON & JOHNSON	02-09-11	02-29-12	32,451 34	30,367 95		2,083 39	
315 000	LOCKHEED MARTIN CORP	04-22-10	02-29-12	27,949 89	27,163 59		786.30	
125 000	LOCKHEED MARTIN CORP	02-09-11	02-29-12	11,091 23	10,288 76		802 47	
100 000	LOCKHEED MARTIN CORP	02-09-11	02-29-12	8,872 98	8,231 01		641 97	
100 000	LOCKHEED MARTIN CORP	02-09-11	02-29-12	8,872 98	8,231 00		641 98	
100 000	LOCKHEED MARTIN CORP	02-09-11	02-29-12	8,872 98	8,230 88		642 10	
725 000	NORDIC AMERICAN TANKER	03-19-09	02-29-12	10,244 22	20,398 73		-10,154 51	
150 000	NORDIC AMERICAN TANKER	03-19-09	02-29-12	2,119 49	4,220 88		-2,101 39	
100 000	NORDIC AMERICAN TANKER	03-19-09	02-29-12	1,413 00	2,813 92		-1,400 92	
1,515 000	NORDIC AMERICAN TANKER	02-09-11	02-29-12	21,406 87	37,002 22		-15,595 35	
270 000	NOVO-NORDISK A S ADR	11-09-10	02-29-12	38,019 74	28,216 39		9,803 35	
250 000	NOVO-NORDISK A S ADR	02-09-11	02-29-12	35,203 46	29,180 45		6,023 01	
1,302 000	AMSURG CORP	03-19-09	03-01-12	33,486 22	21,045 90		12,440 32	
393 000	AMSURG CORP	03-19-09	03-13-12	10,250 31	6,352.56		3,897 75	

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-12 Through 12-31-12*  
**Account # \*\*\*\*- 1234**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
115 000	AMSURG CORP	02-09-11	03-13-12	2,999 45	2,580 23		419 22
85 000	AMSURG CORP	02-09-11	03-14-12	2,224 56	1,907 12		317.44
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 13	2,243 68		373.45
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 13	2,243.68		373 45
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 14	2,243 68		373 46
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 13	2,243 68		373 45
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 14	2,243.68		373 46
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 13	2,243 64		373 49
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 14	2,243 58		373 56
100 000	AMSURG CORP	02-09-11	03-14-12	2,617 13	2,243.31		373 82
10 000	AMSURG CORP	02-09-11	03-14-12	261 71	224 37		37 34
10 000	AMSURG CORP	02-09-11	03-14-12	261 72	224 26		37 46
123 05	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	03-25-12	123 05	128.78		-5 73
128 15	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	04-25-12	128 15	134 12		-5 97
170 000	FREEMPORT MCMORAN COPPER	03-19-09	05-15-12	5,689 93	3,437 02		2,252 91
610 000	PROCTER & GAMBLE CO	01-28-11	05-15-12	39,021 69	39,188 34		-166 65
235 000	PROCTER & GAMBLE CO	02-09-11	05-15-12	15,032.95	15,069.78		-36 83
100 000	PROCTER & GAMBLE CO	02-09-11	05-15-12	6,397.00	6,412 67		-15 67
275 000	PROCTER & GAMBLE CO	03-02-11	05-15-12	17,591 74	17,199.01		392 73
100 000	PROCTER & GAMBLE CO	03-02-11	05-15-12	6,397.00	6,254.39		142.61
1,265 000	PATTERSON UTI ENERGY INC	03-19-09	05-15-12	18,740 99	13,755 03		4,985.96
1,115 000	PATTERSON UTI ENERGY INC	02-09-11	05-15-12	16,518 73	28,496 09		-11,977 36
530 000	SUNCOR ENERGY INC	05-12-09	05-15-12	14,704.90	16,063.95		-1,359 05
2,760 000	TEREX CORP	03-19-09	05-15-12	55,639 13	27,360 55		28,278 58
382 369	TOCQUEVILLE GOLD FUND	11-15-06	05-15-12	21,600 00	20,326 73		1,273 27
965 000	UNITED STATES STEEL CORP	05-12-09	05-15-12	24,046 83	27,192 61		-3,145 78
490 000	UNITED STATES STEEL CORP	03-02-11	05-15-12	12,210 30	27,712 57		-15,502.27
125 04	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	05-25-12	125 04	130 86		-5 82
126 27	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	06-25-12	126 27	132.15		-5 88
107 33	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	07-25-12	107 33	112 33		-5 00
125 37	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	08-25-12	125 37	131.21		-5 84
2,046 784	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	09-29-09	09-05-12	35,000 00	31,192 99		3,807 01
99 58	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	09-25-12	99 58	104 22		-4 64
760 000	COCA COLA CO	02-09-11	10-03-12	29,120 18	24,010 93		5,109 25
200 000	COCA COLA CO	02-09-11	10-03-12	7,663 20	6,318 76		1,344 44
25 000	ANHEUSER BUSCH COS	08-10-11	10-09-12	2,193 77	1,286 35		907 42
100 000	ANHEUSER BUSCH COS	08-10-11	10-09-12	8,774 69	5,145 41		3,629 28
90 000	ANHEUSER BUSCH COS	08-10-11	10-09-12	7,896 15	4,630 87		3,265 28
110 000	ANHEUSER BUSCH COS	08-10-11	10-09-12	9,650 09	5,659 95		3,990 14
100 000	ANHEUSER BUSCH COS	08-10-11	10-09-12	8,774 69	5,145 41		3,629 28
1,677 852	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	09-29-09	10-09-12	30,000 00	25,570 47		4,429 53
1,689 189	WINTERGREEN FUND	03-19-09	10-09-12	25,000 00	13,040 54		11,959 46

**Goodwin Foundation**  
**REALIZED GAINS AND LOSSES**  
*From 01-01-12 Through 12-31-12*  
**Account # \*\*\*\*- 1234**

Quantity	Security	Open Date	Close Date	Proceeds	Cost Basis	Gain Or Loss	
						Short Term	Long Term
428 907	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	09-29-09	10-10-12	7,660 28	6,536 54		1,123 74
2,370 645	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	02-24-11	10-10-12	42,339 72	41,320 34		1,019 38
1,843 318	STEELPATH MLP FDS TR ALPHA FD CL A	09-26-11	10-10-12	20,000 00	17,291 80		2,708 20
1,704 158	WINTERGREEN FUND	03-19-09	10-10-12	25,000 00	13,156 10		11,843 90
775 000	ANHEUSER BUSCH COS	08-10-11	10-19-12	66,455 11	39,876 90		26,578 21
1,135 000	MCCORMICK & CO INC COM NON VTG	09-26-11	10-19-12	70,134 64	53,811 92		16,322 72
115 46	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	10-25-12	115 46	120 84		-5 38
93 43	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	11-25-12	93 43	97 78		-4 35
665 000	SYNGENTA AG ADR	03-19-09	12-12-12	53,446 90	26,373 00		27,073 90
150 000	SYNGENTA AG ADR	02-09-11	12-12-12	12,055 69	9,845 47		2,210 22
90 000	SYNGENTA AG ADR	02-09-11	12-12-12	7,233 42	5,907 29		1,326 13
335 000	SYNGENTA AG ADR	03-02-11	12-12-12	26,924 38	21,776 64		5,147 74
170 000	WHIRLPOOL CORP COM	11-09-10	12-12-12	17,237 50	13,102 44		4,135 06
100 000	WHIRLPOOL CORP COM	11-09-10	12-12-12	10,139 70	7,707 32		2,432 38
100 000	WHIRLPOOL CORP COM	11-09-10	12-12-12	10,139 71	7,706 82		2,432 89
240 000	WHIRLPOOL CORP COM	02-09-11	12-12-12	24,335 29	20,567 60		3,767 69
100 000	WHIRLPOOL CORP COM	02-09-11	12-12-12	10,139 70	8,570 63		1,569 07
100 000	WHIRLPOOL CORP COM	03-02-11	12-12-12	10,139 71	8,115 71		2,024 00
100 000	WHIRLPOOL CORP COM	03-02-11	12-12-12	10,139 70	8,114 89		2,024 81
100 000	WHIRLPOOL CORP COM	03-02-11	12-12-12	10,139 71	8,112 89		2,026 82
10 000	WHIRLPOOL CORP COM	03-02-11	12-12-12	1,013 97	811 48		202 49
87 65	FNMA POOL #545563 5 500% Due 11-01-13	04-10-03	12-25-12	87 65	91 73		-4 08
				1,310,089 05	1,093,055 29		217,033 76
TOTAL PROCEEDS				1,836,614 44	1,583,034.23		

**IMPORTANT:**

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

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

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

## Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

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

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

### **GOODWIN ENTERPRISES**

- The books are in the care of ► **200 COUNTRY CLUB PARKWAY - MOUNT LAUREL, NJ 08054**  
Telephone No ► **856-235-3111** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
► ☒ calendar year **2012** or  
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>3,570.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ <b>6,623.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)