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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 11/01, 2012, and ending 10/31, 2013

LEO GOODWIN FOUNDATION, INC.
800 CORPORATE DRIVE #500
FORT LAUDERDALE, FL 33334A Employer identification number
52-6054098B Telephone number (see the instructions)
954-772-6863G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)
\$ 14,946,337.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation. ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

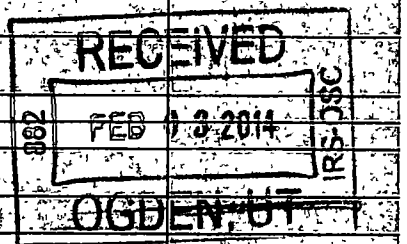
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(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 (att sch)	25,000.			
2 ☐ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	283.	283.		
4 Dividends and interest from securities	372,226.	372,226.		
5a Gross rents	-147.	-147.		
b Net rental income or (loss)	-53,757.			
6a Net gain/(loss) from sale of assets not on line 10	-388,558.			
b Gross sales price for all assets on line 6a	4,059,956.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
SEE STATEMENT 1	-302,233.	-302,233.		
12 Total. Add lines 1 through 11	-293,429.	70,129.	0.	
13 Compensation of officers, directors, trustees, etc	450,000.	150,000.		300,000.
14 Other employee salaries and wages	98,700.	63,600.		35,100.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	SEE ST 2	14,880.		
c Other prof fees (attach sch)	SEE ST 3	124,208.	124,208.	
17 Interest	59,994.	59,994.		
18 Taxes (attach schedule)(see instrs)	SEE STM 4	9,757.	5,697.	4,060.
19 Depreciation (attach sch) and depletion	54,388.	53,472.		
20 Occupancy	22,260.			
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
SEE STATEMENT 5	32,306.	138.		
24 Total operating and administrative expenses. Add lines 13 through 23	866,493.	457,109.		339,160.
25 Contributions, gifts, grants paid PART XV.	484,400.			484,400.
26 Total expenses and disbursements. Add lines 24 and 25.	1,350,893.	457,109.	0.	823,560.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,644,322.			
b Net investment income (if negative, enter -0)		0.		
c Adjusted net income (if negative, enter -0)			0.	

SCANNED FEB 13 2014

REVENUE

ADMINISTRATIVE EXPENSES



Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

ASSETS	1	Cash — non-interest-bearing		63,550.	89,998.	89,998.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		6,860.	6,860.	
	10a	Investments — U.S. and state government obligations (attach schedule) STATEMENT 6		757,572.	527,876.	599,994.
	b	Investments — corporate stock (attach schedule) STATEMENT 7		5,129,344.	5,598,558.	6,723,474.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8		1,520,674.	720,041.	714,364.
	11	Investments — land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 9		8,917,034.	6,877,640.	6,810,131.	
14	Land, buildings, and equipment, basis	6,146.				
	Less: accumulated depreciation (attach schedule) SEE STMT 10	4,630.	2,432.	1,516.	1,516.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		16,390,606.	13,822,489.	14,946,337.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe) SEE STATEMENT 11		1,393,651.	389,952.	
	23	Total liabilities (add lines 17 through 22)		1,393,651.	389,952.	
NET FUND ASSETS OR 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				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		14,996,955.	13,432,537.	
	30	Total net assets or fund balances (see instructions)		14,996,955.	13,432,537.	
	31	Total liabilities and net assets/fund balances (see instructions)		16,390,606.	13,822,489.	

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	14,996,955.
2	Enter amount from Part I, line 27a	2	-1,644,322.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	79,904.
4	Add lines 1, 2, and 3	4	13,432,537.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	13,432,537.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-388,558.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	866,329.	14,349,146.	0.060375
2010	955,273.	15,399,863.	0.062031
2009	905,630.	16,162,875.	0.056031
2008	732,112.	16,170,061.	0.045276
2007	787,736.	20,034,451.	0.039319

2 Total of line 1, column (d)	2	0.263032
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052606
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,634,772.
5 Multiply line 4 by line 3	5	769,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	769,877.
8 Enter qualifying distributions from Part XII, line 4	8	823,560.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	6,860.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	6,860.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,860.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	6,860.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MD FL		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>HELEN M. FURIA</u> Telephone no. <u>954-772-6863</u> Located at <u>800 CORPORATE DR, #500 FT LAUDERDALE FL</u> ZIP + 4 <u>33334</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 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?	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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☒ Yes ☐ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HELEN M. FURIA 3711 NE 27TH STREET FT. LAUDERDALE, FL 33317	PRESIDENT 30.00	150,000.	0.	0.
ELLIOT P. BORKSON 2970 WESTBROOK FT. LAUDERDALE, FL 33332	VICE PRESIDE 20.00	150,000.	0.	0.
ALAN J. GOLDBERG 404 DEERCREEK RUN DEERFIELD BEACH, FL 33442	TREASURER 20.00	150,000.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	15,169,299.
b	Average of monthly cash balances	1 b	76,774.
c	Fair market value of all other assets (see instructions)	1 c	1,516.
d	Total (add lines 1a, b, and c)	1 d	15,247,589.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	389,952.
3	Subtract line 2 from line 1d	3	14,857,637.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	222,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,634,772.
6	Minimum investment return. Enter 5% of line 5	6	731,739.

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	731,739.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	731,739.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	731,739.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	731,739.

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	1 a	823,560.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	823,560.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	823,560.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				731,739.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			51,198.	
b Total for prior years 20 __, 20 __, 20 __		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: ▶ \$ 823,560.				
a Applied to 2011, but not more than line 2a			51,198.	
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				731,739.
e Remaining amount distributed out of corpus	40,623.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,623.			
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	40,623.			
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	40,623.			

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 2012, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 14

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year			SEE ATTACHMENT PF 1	484,400.
Total			▶ 3a	484,400.
b Approved for future payment				
Total			▶ 3b	

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

LEO GOODWIN FOUNDATION, INC.

Employer identification number

52-6054098

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$

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

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

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

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

Name of organization

LEO GOODWIN FOUNDATION, INC.

Employer identification number

52-6054098

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

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

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

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS LP	\$ -2,497.		
ARMORY CREDIT 83-0480572	-17,467.		
EL PASO PIPELINE PARTNERS	-314.		
ENBRIDGE ENERGY PTNRS	-1,595.		
ENERGY TRANSFER EQUITY LP	-5,923.		
ENERGY TRANSFER PTNRS LP	-3,332.		
ENTERPRISE PROD PTNRS LP	-19,588.		
EV ENERGY PTNRS LP	-132.		
GENESIS ENERGY LP	-1,503.		
HIGHBRIDGE COMM LLC	-62,345.		
INERGY LP	-673.		
KINDER MORGAN EN PTNRS LP	-13,790.		
LINN ENERGY LP	-8,708.		
MAGELLAM MID PTNRS LP	-795.		
MARKWEST ENERGY PTNRS LP	-5,499.		
MCDONALD US LP 27-4266771	-2,888.		
MISCELLANEOUS INCOME	1,931.		
ML ASPECT FUTURE LLC	-29,133.		
ML SYS MOM LLC 30-0408280	-18,861.		
ML WINTON LLC 20-1227904	-11,583.		
NUSTAR ENERGY LP	-1,916.		
ODP AIV I LP	-9,745.		
ODP AIV III LP	-11,872.		
ONEOK PARTNERS LP	-3,710.		
OPPENHEIMER DRILL PTNRS	-10,000.		
OPPENHEIMER FD 13-4324770	-14,001.		
ORTUS CURRENCY LLC	-34,432.		
P&A MULTI FD 20-2970615	-5,406.		
PEAK SELECT FD 20-3420757	-22,705.		
PLAINS ALL AMER PIPE LP	-1,217.		
PTNRS GROUP PVT EQUITY	-5,130.		
REGENCY ENERGY PTNRS LP	-5,976.		
RYE SELECT FD 13-3771103	1,988.		
WHISTLER PTNR- 13-4068791	1,841.		
WILLIAMS PTNRS LP	-4,266.		
XANTHUS PTNR - 13-4038889	29,009.		
TOTAL	\$ -302,233.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 14,880.			
TOTAL	\$ 14,880.	\$ 0.	\$ 0.	\$ 0.

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 124,208.	\$ 124,208.		
TOTAL	\$ 124,208.	\$ 124,208.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHOLDING	\$ 4,706.	\$ 4,706.		
FOREIGN TAX WITHHOLDING K-1	635.	635.		
PAYROLL TAXES	11,276.	7,216.		\$ 4,060.
TAX ON INVESTMENT INCOME	-6,860.	-6,860.		
TOTAL	\$ 9,757.	\$ 5,697.	\$ 0.	\$ 4,060.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORPORATE FILING FEE	\$ 345.			
OFFICE EXPENSE	25,882.			
PUBLIC RELATIONS	4,219.			
RENTAL EXPENSES	138.	\$ 138.		
RENTAL EXPENSES - STORAGE	1,722.			
TOTAL	\$ 32,306.	\$ 138.	\$ 0.	\$ 0.

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

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS			
BOND GOVT AGENCY CIBC S/T - OIA	COST	\$ 273,541.	\$ 349,994.
U.S. TREASURY NOTES CIBC S/T	COST	254,335.	250,000.
		\$ 527,876.	\$ 599,994.
TOTAL		\$ 527,876.	\$ 599,994.

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SCHWAB FUND EMERALD - E6 GATEWAY	COST	\$ 1,162,569.	\$ 1,234,443.
ML MUTAL FD MOGEN GENERAL A/C	COST	147,590.	88,506.
STOCK EMERALD CONCENTRATED EQUITY CE1	COST	1,296,831.	1,692,488.
STOCK EMERALD CONCENTRATED EQUITY CE2	COST	1,137,641.	1,547,255.
ML OFI BARING/ALLIANCE BERNSTEIN M7BAB	COST	718,795.	827,413.
ML RENAISSANCE/THORNBERG ADRS M7RTH	COST	630,132.	826,049.
ML WESTERN ASSET MIDDLE MKT DEBT FUND	COST	505,000.	507,320.
	TOTAL	\$ 5,598,558.	\$ 6,723,474.

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

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BOND CORPORATE CIBC S/T - OIA	COST	\$ 720,041.	\$ 714,364.
	TOTAL	\$ 720,041.	\$ 714,364.

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

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
WHISTLER FUND PARTNERSHIP	COST	\$ 0.	\$ 4,788.
XANTHUS FUND PARTERSHIP	COST	931,634.	1,149,269.
DEFERRED COMPENSATION TRUST	COST	88,354.	88,354.
PEAK SELECT ACCESS PARTNERSHIP	COST	376,213.	422,916.
IRONWOOD INTERNATIONAL PARTNERSHIP	COST	0.	0.
P&A MULTI-SECTOR II PARTNERSHIP	COST	0.	0.
OPCO PRIVATE EQUITY FD 1 LP	COST	361,949.	362,163.
TREMONT RYE PARTNERSHIP	COST	0.	0.
OPCO DISTRESSED OPPORTUNITIES LP	COST	598,075.	729,448.
LGF INVESTMENTS, LLC	COST	1,898,055.	900,000.
MCDONALD USAF, LP	COST	200,131.	310,099.
MILLER / HOWARD LLC	COST	604,867.	1,093,370.
OPP DRILLING PARTNERS LP	COST	281,884.	269,902.
ML ASPECT FUTURES ACCESS LLC	COST	185,563.	169,711.
ML HIGHBRIDGE COMMODITIES LLC	COST	198,981.	166,909.
ML ORTUS CURRENCY FUTURES LLC	COST	176,962.	142,199.
ML PARTNERS GROUP PRIVATE EQUITY LLC	COST	313,405.	335,074.
ML WINTON FUTURES ACCESS LLC	COST	203,820.	208,182.
SUSA EUROPEAN EQUITY FUND	COST	300,000.	300,000.
	TOTAL OTHER INVESTMENTS	\$ 6,719,893.	\$ 6,652,384.

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

OTHER SECURITIES

CERTIFICATE OF DEPOSIT - STONEGATE	COST	\$	25,000.	\$	25,000.
INVESTMENT MANAGEMENT CASH FUND	COST		57.		57.
INVESTMENT MANAGEMENT MONEY FUND	COST		132,690.		132,690.
TOTAL OTHER SECURITIES		\$	<u>157,747.</u>	\$	<u>157,747.</u>
TOTAL		\$	<u>6,877,640.</u>	\$	<u>6,810,131.</u>

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 1,249.	\$ 1,249.	\$ 0.	\$ 0.
MACHINERY AND EQUIPMENT	4,897.	3,381.	1,516.	1,516.
TOTAL	<u>\$ 6,146.</u>	<u>\$ 4,630.</u>	<u>\$ 1,516.</u>	<u>\$ 1,516.</u>

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

OPPENHEIMER MARGIN LOANS PAYABLE	\$	389,952.
TOTAL	\$	<u>389,952.</u>

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

K-1 BOOK TAX ADJUSTMENTS	\$	79,904.
TOTAL	\$	<u>79,904.</u>

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

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

LEO GOODWIN FOUNDATION, INC.

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
7	P&A MULTI SECTOR K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
8	PEAK SELECT ACCESS K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
9	PEAK SELECT ACCESS K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
10	OPPEN PVT EQ FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
11	OPPEN PVT EQ FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
12	OPPEN PVT EQ FD K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
13	PARTNERS GROUP PVT EQ K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
14	PARTNERS GROUP PVT EQ K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
15	PARTNERS GROUP PVT EQ K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
16	PARTNERS GROUP PVT EQ K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS
17	AMERIGAS PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
18	EL PASO PIPELINE K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
19	ENBRIDGE ENERGY K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
20	ENERGY TRNSFR EQ K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
21	ENERGY TRNSFR PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
22	ENTERPRISE PROD PTNRS K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
23	ENTERPRISE PROD PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
24	GENESIS ENERGY P K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
25	INERGY LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
26	MARKWEST ENERGY PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
27	NUSTAR ENERGY LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
28	ONEOK PTNRS LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
29	REGENCY ENERGY PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
30	WILLIAMS PTNRS K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
31	WILLIAMS PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
32	OPP 0102638 SEE ATTACHMENT C-1	PURCHASED	VARIOUS	VARIOUS
33	OPP 0220216 SEE ATTACHMENT C-2	PURCHASED	VARIOUS	VARIOUS
34	SCHWAB 6932 SEE ATTACHMENT C-3	PURCHASED	VARIOUS	VARIOUS
35	SCHWAB 9084 SEE ATTACHMENT C-4	PURCHASED	VARIOUS	VARIOUS
36	SCHWAB 2022 SEE ATTACHMENT C-5	PURCHASED	VARIOUS	VARIOUS
37	ML 04007 (1/95) SEE ATTACHMENT C-6	PURCHASED	VARIOUS	VARIOUS
38	ML 04007 (1/95) SEE ATTACHMENT C-6	PURCHASED	VARIOUS	VARIOUS
39	ML 04008 (1/104) SEE ATTACHMENT C-7	PURCHASED	VARIOUS	VARIOUS
40	ML 04008 (1/104) SEE ATTACHMENT C-7	PURCHASED	VARIOUS	VARIOUS
41	ML SCHRODER MUTUAL FUND CAP GAIN L/T	PURCHASED	VARIOUS	VARIOUS
42	ML RENTHONBIRD MUTUAL FUND CAP GAIN L/T	PURCHASED	VARIOUS	VARIOUS
43	E6CE1 MUTUAL FUND CAP GAIN L/T	PURCHASED	VARIOUS	VARIOUS
44	E6CE2 MUTUAL FUND CAP GAIN L/T	PURCHASED	VARIOUS	VARIOUS
45	GAT MUTUAL FUND CAP GAIN L/T	PURCHASED	VARIOUS	VARIOUS
46	IRONWOOD PARTNERSHIP	PURCHASED	VARIOUS	VARIOUS
47	WHISTLER PARTNERSHIP	PURCHASED	VARIOUS	VARIOUS
48	SYSTEMS MOMENTUM PARTNERSHIP	PURCHASED	VARIOUS	VARIOUS
49	SALE OF RENTAL PROPERTY	PURCHASED	11/01/2009	10/28/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	0.		5.	-5.				\$ -5.
2	792.		0.	792.				792.
3	0.		77.	-77.				-77.
4	0.		210.	-210.				-210.
5	12,481.		0.	12,481.				12,481.
6	17,202.		0.	17,202.				17,202.
7	0.		2.	-2.				-2.
8	0.		16,047.	-16,047.				-16,047.

LEO GOODWIN FOUNDATION, INC.

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

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
9	0.		7,444.	-7,444.				\$ -7,444.
10	6,678.		0.	6,678.				6,678.
11	21,936.		0.	21,936.				21,936.
12	849.		0.	849.				849.
13	68.		0.	68.				68.
14	1,685.		0.	1,685.				1,685.
15	14.		0.	14.				14.
16	46.		0.	46.				46.
17	0.		5.	-5.				-5.
18	0.		419.	-419.				-419.
19	0.		690.	-690.				-690.
20	0.		690.	-690.				-690.
21	0.		378.	-378.				-378.
22	1,106.		0.	1,106.				1,106.
23	0.		421.	-421.				-421.
24	0.		22.	-22.				-22.
25	0.		1,369.	-1,369.				-1,369.
26	0.		4.	-4.				-4.
27	0.		1,482.	-1,482.				-1,482.
28	0.		15.	-15.				-15.
29	0.		50.	-50.				-50.
30	4.		0.	4.				4.
31	0.		49.	-49.				-49.
32	1334274.		1322492.	11,782.				11,782.
33	93,667.		78,633.	15,034.				15,034.
34	18,466.		16,076.	2,390.				2,390.
35	926,226.		910,633.	15,593.				15,593.
36	272,001.		342,465.	-70,464.				-70,464.
37	7,492.		0.	7,492.				7,492.
38	10,644.		0.	10,644.				10,644.
39	8,161.		0.	8,161.				8,161.
40	17,429.		0.	17,429.				17,429.
41	59.		0.	59.				59.
42	117.		0.	117.				117.
43	895.		0.	895.				895.
44	18,553.		0.	18,553.				18,553.
45	10,035.		0.	10,035.				10,035.
46	37,800.		0.	37,800.				37,800.
47	89,123.		0.	89,123.				89,123.
48	2,153.		0.	2,153.				2,153.
49	1150000.	218,552.	1967388.	-598,836.				-598,836.
TOTAL								\$ -388,558.

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

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

HELEN FURIA

LEO GOODWIN FOUNDATION

800 CORPORATE DR SUITE 500

FORT LAUDERDALE, FL 33327

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

TELEPHONE: 954-772-6863
 E-MAIL ADDRESS:
 FORM AND CONTENT:

1. LETTER STATING PURPOSE OF PROGRAM AND AMOUNT REQUESTED.
 2. OBJECTIVES: SPECIFIC PROGRAM DESCRIPTION; TYPE OF PERSON REACHED (AGE, GEOGRAPHIC LOCATION, SOCIAL AND ECONOMIC STATUS), NUMBER OF PERSONS TO BE REACHED. PRIORITY GIVEN TO RESIDENT OF BROWARD COUNTY AND FLORIDA.
 3. HOW WILL FUNDS BE USED.
 4. LINE ITEM OPERATING BUDGET AND AUDITED STATEMENTS AND TAX RETURN.
 5. IRS DETERMINATION LETTER OF 501(C)(3) STATUS AND VERIFICATION THAT IT HAS NOT BEEN REVOKED.
 6. FUNDING SOURCES WITH DOLLAR AMOUNTS OR RECEIVED.
 7. NAMES OF GOVERNING BOARD MEMBERS.
- SUBMISSION DEADLINES: ACCEPTED ANYTIME PROVIDED SUFFICIENT TIME TO REVIEW.
 RESTRICTIONS ON AWARDS: NONE, OTHER THAN QUALIFICATION FOR CHARITABLE PURPOSES.

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

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
AMERIGAS PARTNERS LP			1	\$ -2,497.	
ARMORY CREDIT 83-0480572			1	-17,467.	
EL PASO PIPELINE PARTNERS			1	-314.	
ENBRIDGE ENEGY PTNRS			1	-1,595.	
ENERGY TRANSFER EQUITY LP			1	-5,923.	
ENERGY TRANSFER PTNRS LP			1	-3,332.	
ENTERPRISE PROD PTNRS LP			1	-19,588.	
EV ENERGY PTNRS LP			1	-132.	
GENESIS ENERGY LP			1	-1,503.	
HIGHBRIDGE COMM LLC			1	-62,345.	
INERGY LP			1	-673.	
KINDER MORGAN EN PTNRS LP			1	-13,790.	
LINN ENERGY LP			1	-8,708.	
MAGELLAM MID PTNRS LP			1	-795.	
MARKWEST ENERGY PTNRS LP			1	-5,499.	
MCDONALD US LP 27-4266771			1	-2,888.	
MISCELLANEOUS INCOME			1	1,931.	
ML ASPECT FUTURE LLC			1	-29,133.	
ML SYS MOM LLC 30-0408280			1	-18,861.	
ML WINTON LLC 20-1227904			1	-11,583.	
NUSTAR ENERGY LP			1	-1,916.	
ODP AIV I LP			1	-9,745.	
ODP AIV II LP			1		
ODP AIV III LP			1	-11,872.	
ONEOK PARTNERS LP			1	-3,710.	
OPPENHEIMER DRILL PTNRS			1	-10,000.	
OPPENHEIMER FD 13-4324770			1	-14,001.	
ORTUS CURRENCY LLC			1	-34,432.	

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

OTHER REVENUE	(A) BUSI- NESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLU- SION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
P&A MULTI FD 20-2970615			1	\$ -5,406.	
PEAK SELECT FD 20-3420757			1	-22,705.	
PLAINS ALL AMER PIPE LP			1	-1,217.	
PTNRS GROUP PVT EQUITY			1	-5,130.	
REGENCY ENERGY PTNRS LP			1	-5,976.	
RYE SELECT FD 13-3771103			1	1,988.	
WHISTLER PTNR- 13-4068791			1	1,841.	
WILLIAMS PTNRS LP			1	-4,266.	
XANTHUS PTNR - 13-4038889			1	29,009.	
TOTAL		\$ 0.		\$ -302,233.	\$ 0.

2012

FEDERAL SUPPORTING DETAIL

PAGE 1

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

EMERALD ASSET ADVISORS

	\$	25,000.
TOTAL	\$	<u>25,000.</u>

2012

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

LEO GOODWIN FOUNDATION, INC.

52-6054098

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

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

ATTACHMENT C-1**Realized Gain/(Loss) From 11/01/2012 To 10/31/2013**

Held At Oppenheimer & Co.

Report printed on 11/19/2013 03:09 PM

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

FA Bjelajac, N/Hord,
FA# M7M

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term G/L	Symbol
20,000	FHLMC PC GOLD COMB 15 4 5% DUE 06/01/21 PL G1-2484 FHLMC MTHLY 14 DAY DELAY PASS THROUGH GIANT GTR CVTL	96 2969	01/18/2007	2,607 45	106 0000	03/12/2013	3,539 88	932 43	35 76%	L	3128M1UH0000
15,000	AMAZON COM INC B/E 1 2% DUE 11/29/17 NOTE	99 7400	11/29/2012	14,961 00	98 2920	10/24/2013	14,743 80	(217 20)	-1 45%	S	023135AH9000
20,000	AT&T INC B/E 1 7% DUE 06/01/17 NOTE	102 7640	08/07/2012	20,552 80	100 3850	10/24/2013	20,077 00	(475 80)	-2 32%	L	00206RBF8000
15,000	BANK OF AMERICA CORPORATION B/E 4 75% DUE 08/01/15 NOTE	102 5110	12/29/2009	15,376 65	106 3510	10/24/2013	15,952 65	576 00	3 75%	L	060505BS2000
10,000	BB&T CORPORATION B/E 1 45% DUE 01/12/18 MTN	100 1890	11/19/2012	10,018 90	98 2060	10/24/2013	9,820 60	(198 30)	-1 98%	S	05531FAM 000
50,000	BERKSHIRE HATHAWAY INC DEL B/E 2 2% DUE 08/15/16 NOTE	99 7180	08/11/2011	49,859 00	103 7140	10/17/2013	51,857 00	1,998 00	4 01%	L	084670BB3000
55,000	BLACKROCK INC B/E 3 5% DUE 12/10/14 NOTE	99 3710	12/30/2009	54,654 05	105 7230	12/12/2012	58,147 65	3,493 60	6 39%	L	09247XAD3000
15,000	BOSTON PPTYS LTD PARTNERSHIP B/E 5 875% DUE 10/15/19 NOTE	103 0370	02/11/2010	15,455 55	116 3740	10/24/2013	17,456 10	2,000 55	12 94%	L	10112RAQ7000
5,000	BP CAP MKTS P L C FGN 3 2% DUE 03/11/16 NOTE	99 8000	04/13/2011	4,990 00	105 1590	10/24/2013	5,257 95	267 95	5 37%	L	05565QBQ0000
15,000	BP CAP MKTS P L C FGN 3 2% DUE 03/11/16 NOTE	99 9800	04/14/2011	14,997 00	105 1590	10/24/2013	15,773 85	776 85	5 18%	L	05565QBQ0000
4,000	BURLINGTON COAT FACTORY B/E 10% DUE 02/15/19 NOTE	105 0000	04/03/2012	4,200 00	109 0000	12/12/2012	4,360 00	160 00	3 81%	S	121579AG1000
	CALL 02/15/15 @105										

Positions and/or balances marked with an * have been posted to a non-U.S. currency account

The information and statistical data contained herein have been obtained from sources which we believe to be reliable but are in no way warranted by us as to accuracy or completeness. This report is intended to be an analysis and should not be relied upon for accuracy unless it conforms with the official records of the firm. Accordingly, you should rely only on the monthly statement as the official record of your valued Oppenheimer & Co. account.

ATTACHMENT C-1

Realized Gain/(Loss) From 11/01/2012 To 10/31/2013
Held At Oppenheimer & Co.
 Report printed on 11/19/2013 03:09 PM

LEO GOODWIN FOUNDATION INC

User Name Bjelajac, N/Hord.

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term G/L	Symbol
10,000	CATERPILLAR FINL SVCS MTNS BE B/E 2 05% DUE 08/01/16 MTN	100 7010	08/25/2011	10,070 10	103 0530	10/24/2013	10,305 30	235 20	2 34%	L	14912L4X6000
15,000	CITIGROUP INC B/E 3 953% DUE 06/15/16 NOTE	108 2390	10/05/2012	16,235 85	106 5360	10/24/2013	15,980 40	(255 45)	-1 57%	L	172967FSS000
55,000	CME GROUP INC B/E 5 75% DUE 02/15/14 NOTE	110 4140	02/11/2010	60,727 70	105 8000	12/12/2012	58,190 00	(2,537 70)	-4 18%	L	12572QAD7000
45,000	EBAY INC B/E 1 35% DUE 07/15/17 NOTE	100 7000	07/25/2012	45,315 00	101 3780	12/12/2012	45,620 10	305 10	0 67%	S	278642AG8000
6,000	FEDERAL HOME LN MTG CORP B/E 4 75% DUE 11/17/15 NOTE	101 2031	07/24/2008	6,072 19	108 9897	10/17/2013	6,539 38	467 20	7 69%	L	3134A4VG6000
3,000	FEDERAL HOME LN MTG CORP B/E 4 5% DUE 07/15/13 NOTE	106 7667	12/11/2008	3,203 00	100 0000	07/15/2013	3,000 00	(203 00)	-6 34%	L	3134A4TZ7000
10,000	FEDERAL HOME LN MTG CORP B/E 4 5% DUE 07/15/13 NOTE	108 2363	02/05/2009	10,823 63	100 0000	07/15/2013	10,000 00	(823 63)	-7 61%	L	3134A4TZ7000
1,000	FEDERAL HOME LN MTG CORP B/E 4 5% DUE 07/15/13 NOTE	106 8000	06/02/2009	1,068 00	100 0000	07/15/2013	1,000 00	(68 00)	-6 37%	L	3134A4TZ7000
9,000	FEDERAL HOME LN MTG CORP B/E 4 75% DUE 11/17/15 NOTE	108 4929	12/30/2009	9,764 36	108 9897	10/17/2013	9,809 08	44 71	0 46%	L	3134A4VG6000
25,000	FEDERAL HOME LN MTG CORP B/E 4 75% DUE 11/17/15 NOTE	108 4929	12/30/2009	27,123 23	108 9492	10/24/2013	27,237 30	114 07	0 42%	L	3134A4VG6000
30,000	FEDERAL NATL MTG ASSN B/E 2 375% DUE 07/28/15 NOTE	102 0838	07/20/2010	30,625 14	105 2495	12/12/2012	31,574 85	949 71	3 10%	L	31398AU34000
10,000	FHLMC REMIC SERIES R010 CL AB 5 5% DUE 12/15/19 CMO	99 6719	02/14/2007	0 00	0 1067	03/15/2013	10 67	10 67	N/A	L	31397EJZ6000
45,000	FRANCE TELECOM SA FGN 2 125% DUE 09/16/15 NOTE	99 8260	09/08/2010	44,921 70	102 5700	04/25/2013	46,156 50	1,234 80	2 75%	L	35177PAU1000
20,000	GENERAL ELEC CAP CORP MTN BE B/E 2 9% DUE 01/09/17 MTN	103 6190	02/01/2012	20,723 80	104 9350	10/24/2013	20,987 00	263 20	1 27%	L	36962G5N0000

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ATTACHMENT C-1**Realized Gain/(Loss) From 11/01/2012 To 10/31/2013
Held At Oppenheimer & Co.**

Report printed on 11/19/2013 03:09 PM

LEO GOODWIN FOUNDATION INC

User Name Bjelajac, N/Hord.

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term G/L	Symbol
65,000	GOLDMAN SACHS GRP INC MTN BE B/E 6% DUE 05/01/14 MTN	110 4330	12/29/2009	71,781 45	102 8380	10/17/2013	66,844 70	(4,936 75)	-6 88%	L	38141EA33000
65,000	HOUSEHOLD FIN CORP B/E 4 75% DUE 07/15/13 NOTE	104 9980	12/29/2009	68,248 70	101 5810	02/07/2013	66,027 65	(2,221 05)	-3 25%	L	441812KD5000
3,000	INGLES MKTS INC B/E 8 875% DUE 05/15/17 NOTE	106 2400	05/05/2010	3,187 20	107 0000	12/12/2012	3,210 00	22 80	0 72%	L	457030AG9000
15,000	JPMORGAN CHASE & CO B/E 2 6% DUE 01/15/16 NT INV CO	98 5910	11/18/2010	14,788 65	103 5140	10/24/2013	15,527 10	738 45	4 99%	L	46625HHW3000
10,000	JPMORGAN CHASE & CO B/E 2 6% DUE 01/15/16 NT INV CO	98 4160	05/05/2011	9,841 60	103 5140	10/24/2013	10,351 40	509 80	5 18%	L	46625HHW3000
10,000	KEYBANK NATIONAL ASSOCIATION B/E 1 65% DUE 02/01/18 MTN	98 5960	07/18/2013	9,859 60	98 9530	10/24/2013	9,895 30	35 70	0 36%	S	49327M2A1000
10,000	KOHL'S CORP B/E 3 25% DUE 02/01/23 NOTE	92 3770	07/09/2013	9,237 70	93 7690	10/24/2013	9,376 90	139 20	1 51%	S	500255AS3000
15,000	CALL 11/01/22 @100 LOWES COS INC B/E 3 8% DUE 11/15/21 NOTE	107 7050	02/16/2012	16,155 75	103 5950	10/24/2013	15,539 25	(616 50)	-3 82%	L	548661CV7000
20,000	CALL 08/15/21 @100 MORGAN STANLEY B/E 4 75% DUE 04/01/14 NOTE	103 5180	01/12/2011	20,703 60	101 4900	10/24/2013	20,298 00	(405 60)	-1 96%	L	61748AAE6000
40,000	OCCIDENTAL PETE CORP DEL B/E 2 5% DUE 02/01/16 NOTE	99 7590	02/02/2011	39,903 60	105 4190	12/12/2012	42,167 60	2,264 00	5 67%	L	674599BZ7000
500	PENNEY J C CORP INC B/E 6 375% DUE 10/15/36 NOTE	92 8120	08/21/2007	464 06	75 5000	12/12/2012	377 50	(86 56)	-18 65%	L	708130AC3000
20,000	PRUDENTIAL FINL INC MTNS BOOK B/E 3% DUE 05/12/16 MTN	100 8920	07/15/2011	20,178 40	104 6490	10/24/2013	20,929 80	751 40	3 72%	L	74432QBR5000
10,000	RIO TINTO FIN USA LTD B/E 2 5% DUE 05/20/16 NOTE	99 5720	05/19/2011	9,957 20	103 1580	10/24/2013	10,315 80	358 60	3 60%	L	767201AM8000

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ATTACHMENT C-1

Realized Gain/(Loss) From 11/01/2012 To 10/31/2013
Held At Oppenheimer & Co.
 Report printed on 11/19/2013 03:09 PM

LEO GOODWIN FOUNDATION INC

User Name Bjelajac, N/Hord,

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term C/L	Symbol
50,000	SHELL INTERNATIONAL FIN BV FGN 3 25% DUE 09/22/15 NOTE	100 5530	12/29/2009	50,276 50	107 0630	11/29/2012	53,531 50	3,255 00	6 47%	L	822582AH5000
60,000	SIMON PTY GROUP LP B/E 5 75% DUE 12/01/15 NOTE	113 2471	08/18/2010	67,948 24	109 0970	10/17/2013	65,458 20	(2,490 04)	-3 66%	L	828807BP1000
20,000	CALL 09/02/15 @100 STATOIL ASA FGN 1 8% DUE 11/23/16 NOTE	100 1280	11/22/2011	20,025 60	103 6810	05/09/2013	20,736 20	710 60	3 55%	L	85771PAD4000
40,000	STRYKER CORP B/E 2% DUE 09/30/16 NOTE	100 1710	09/14/2011	40,068 40	104 3100	12/12/2012	41,724 00	1,655 60	4 13%	L	863667AC5000
30,000	THERMO FISHER SCIENTIFIC INC B/E 2 25% DUE 08/15/16 NOTE	102 0290	09/08/2011	30,608 70	102 6610	04/18/2013	30,798 30	189 60	0 62%	L	883556BA9000
50,000	TIME WARNER CABLE INC B/E 4 125% DUE 02/15/21 NOTE	94 1410	04/06/2011	47 070 50	92 4740	07/08/2013	46,237 00	(833 50)	-1 77%	L	88732JAX6000
50,000	CALL 11/15/20 @100 TOTAL CAPITAL B/E 3 125% DUE 10/02/15 NOTE	99 4350	12/29/2009	49,717 50	106 6570	12/12/2012	53,328 50	3,611 00	7 26%	L	89152UAA0000
12,000	UNITED STATES TREAS NTS 4% DUE 11/15/12 NOTE	109 2699	02/06/2009	13,112 38	100 0000	11/15/2012	12,000 00	(1,112 38)	-8 48%	L	912828AP5000
9,000	UNITED STATES TREAS NTS B/E 3 125% DUE 09/30/13 NOTE	104 0667	10/27/2009	9,366 00	102 3555	12/12/2012	9,211 99	(154 01)	-1 64%	L	912828JM3000
6,000	UNITED STATES TREAS NTS B/E 3 125% DUE 09/30/13 NOTE	104 6333	10/30/2009	6,278 00	102 3555	12/12/2012	6,141 33	(136 67)	-2 18%	L	912828JM3000
125,000	UNITED STATES TREAS NTS B/E 4% DUE 02/15/15 NOTE	106 6133	12/30/2009	133,266 60	108 0625	12/12/2012	135,078 13	1,811 53	1 36%	L	912828DM9000
12,000	UNITED STATES TREAS NTS B/E 4% DUE 02/15/15 NOTE	106 6133	12/30/2009	12,793 59	104 9453	10/24/2013	12,593 44	(200 15)	-1 56%	L	912828DM9000
23,000	UNITED STATES TREAS NTS B/E 4% DUE 02/15/15 NOTE	106 6133	12/30/2009	24,521 05	104 9922	10/17/2013	24,148 20	(372 85)	-1 52%	L	912828DM9000

Positions and/or balances marked with an * have been posted to a non-U.S. currency account

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ATTACHMENT C-1**Realized Gain/(Loss) From 11/01/2012 To 10/31/2013****Held At Oppenheimer & Co.**

Report printed on 11/19/2013 03:09 PM

LEO GOODWIN FOUNDATION INC

User Name Bjelajac, N/Hord,

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term C/L	Symbol
27,000	UNITED STATES TREAS NTS B/E 4% DUE 02/15/15 NOTE	106 6133	12/30/2009	28,785 59	107 5156	02/07/2013	29,029 22	243 63	0 85%	L	912828DM9000
			TOTAL	1,322,492 26			1,334,274 07				

	TOTAL ST COST	93,592 20	TOTAL ST PROCEEDS	93,816 70
	TOTAL LT COST	1,228,900 06	TOTAL LT PROCEEDS	1,240,457 37
	TOTAL COST	1,322,492 26	TOTAL PROCEEDS	1,334,274 07

	TOTAL SHORT TERM GAIN/(LOSS)	224 50
	TOTAL LONG TERM GAIN/(LOSS)	11,557 31
	TOTAL REALIZED GAIN/(LOSS)	11,781 81

ATTACHMENT C-2**Realized Gain/(Loss) From 11/01/2012 To 10/31/2013****Held At Oppenheimer & Co.**

Report printed on 11/19/2013 02:47 PM

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

FA Bjelajac, N/Hord,
 FA# M7M

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L	Symbol
	KINDER MORGAN MANAGEMENT LLC	0 0000	02/14/2013	0 00	0 0000	02/14/2013	6 46	6 46	N/A	S	KMR
	KINDER MORGAN MANAGEMENT LLC	0 0000	05/15/2013	0 00	0 0000	05/15/2013	6 41	6 41	N/A	S	KMR
	KINDER MORGAN MANAGEMENT LLC	0 0000	08/14/2013	0 00	0 0000	08/14/2013	6 40	6 40	N/A	S	KMR
111	AMERIGAS PARTNERS L P UNIT L P INT SBI/CBI	45 1200	10/13/2011	5,008 32	44 5800	04/25/2013	4,948 26	(60 06)	-1 20%	L	APU
526	ENTERPRISE PRODS PARTNERS L P SBI/CBI	42 3109	10/13/2011	22,255 53	50 9500	11/13/2012	26,799 09	4,543 56	20 42%	L	EPD
6	KINDER MORGAN MANAGEMENT LLC	54 4763	10/13/2011	322 25	75 5601	09/11/2013	453 35	131 10	40 68%	L	KMR
7	KINDER MORGAN MANAGEMENT LLC	55 3318	10/13/2011	387 89	79 5382	08/07/2013	556 76	168 87	43 53%	L	KMR
7	KINDER MORGAN MANAGEMENT LLC	57 9567	10/13/2011	406 94	79 5382	08/07/2013	556 76	149 82	36 82%	L	KMR
7	KINDER MORGAN MANAGEMENT LLC	58 8574	10/13/2011	412 92	79 5382	08/07/2013	556 76	143 84	34 83%	L	KMR
7	KINDER MORGAN MANAGEMENT LLC	59 8017	10/13/2011	418 99	79 5382	08/07/2013	556 76	137 76	32 88%	L	KMR
8	KINDER MORGAN MANAGEMENT LLC	56 1490	10/13/2011	449 82	79 5382	08/07/2013	636 29	186 47	41 45%	L	KMR
8	KINDER MORGAN MANAGEMENT LLC	57 0292	10/13/2011	457 38	79 5382	08/07/2013	636 29	178 91	39 12%	L	KMR
8	KINDER MORGAN MANAGEMENT LLC	60 6905	10/13/2011	485 89	79 5382	08/07/2013	636 29	150 40	30 95%	L	KMR
141	KINDER MORGAN MANAGEMENT LLC	55 3318	10/13/2011	7,813 26	79 5382	08/07/2013	11,214 69	3,401 43	43 53%	L	KMR
146	KINDER MORGAN MANAGEMENT LLC	55 3318	10/13/2011	8,090 33	84 9088	07/17/2013	12,396 46	4,306 13	53 23%	L	KMR
189	KINDER MORGAN MANAGEMENT LLC	54 4763	10/13/2011	10,150 86	75 5601	09/11/2013	14,280 60	4,129 74	40 68%	L	KMR
	KINDER MORGAN MANAGEMENT LLC	0 0000	11/14/2012	0 00	0 0000	11/14/2012	15 30	15 30	N/A	S	KMR
5	KINDER MORGAN MANAGEMENT LLC	74 5700	11/21/2012	372 85	75 5601	09/11/2013	377 79	4 94	1 33%	S	KMR

Positions and/or balances marked with an * have been posted to a non-U.S. currency account

The information and statistical data contained herein have been obtained from sources which we believe to be reliable but are in no way warranted by us as to accuracy or completeness. This report is intended to be an analysis and should not be relied upon for accuracy unless it conforms with the official records of the firm. Accordingly, you should rely only on the monthly statement as the official record of your valued Oppenheimer & Co. account.

ATTACHMENT C-2

Realized Gain/(Loss) From 11/01/2012 To 10/31/2013
Held At Oppenheimer & Co.

Report printed on 11/19/2013 02:47 PM

LEO GOODWIN FOUNDATION INC

User Name Bjelajac, N/Hord,

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term G/L	Symbol
	KINDER MORGAN MANAGEMENT LLC	0 0000	02/14/2013	0 00	0 0000	02/14/2013	3 44	3 44	N/A	S	KMR
	KINDER MORGAN MANAGEMENT LLC	0 0000	05/15/2013	0 00	0 0000	05/15/2013	60 42	60 42	N/A	S	KMR
107	NUSTAR ENERGY LP UNIT COM SBI/CBI	54 2700	10/13/2011	5,806 89	50 0525	01/25/2013	5,355 50	(451 39)	-7 77%	L	NS
291	NUSTAR ENERGY LP UNIT COM SBI/CBI	54 2700	10/13/2011	15,792 57	46 7615	03/04/2013	13,607 29	(2,185 28)	-13 84%	L	NS
	TOTAL			78,632 69			93,667 37				

TOTAL ST COST	372 85	TOTAL ST PROCEEDS	476 22
TOTAL LT COST	78,259 84	TOTAL LT PROCEEDS	93,191 15
TOTAL COST	78,632 69	TOTAL PROCEEDS	93,667 37

TOTAL SHORT TERM GAIN/(LOSS)	103 37
TOTAL LONG TERM GAIN/(LOSS)	14,931 30
TOTAL REALIZED GAIN/(LOSS)	15,034 67

Positions and/or balances marked with an * have been posted to a non-U.S. currency account
The information and statistical data contained herein have been obtained from sources which we believe to be reliable but are in no way warranted by us as to accuracy or completeness. This report is intended to be an analysis and should not be relied upon for accuracy unless it conforms with the official records of the firm. Accordingly, you should rely only on the monthly statement as the official record of your valued Oppenheimer & Co. account.

ATTACHMENT C-3

charlesschwab

Accounts > History

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History

Transactions Statements & Reports **Realized Gain / Loss**

View Unrealized Gain/Loss

Select Date Range

Custom Date Range

From 11/01/2012 To 10/31/2013 Search

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

Reporting Period: 11/01/2012 to 10/31/2013

Conc Equity - Hedged 1617-6932

Symbol	▲ Name (Full Short)	Closed Date	Quantity	Proceeds	Cost Basis	Total	Gain/Loss (\$ %)	Long Term	Short Term
CHDVX	CULLEN HIGH DIV EQTY FD	01/02/2013	871 13	\$12,282 78	\$10,778 68	+\$1,504 10	+\$1,504 10		
SEQUX	SEQUOIA FUND	01/02/2013	36 243	\$6,182 78	\$5,297 39	+\$885 39	+\$885 39		
Total				\$18,465.56	\$16,076.07	+\$2,389.49	+\$1,504.10	+\$1,504.10	+\$885.39

Gateway-Mutuals 4126-9084

ATTACHMENT C-4

Symbol	▲ Name (Full Short)	Closed Date	Quantity	Proceeds	Cost Basis	Gain/Loss (\$ %)		
						Total	Long Term	Short Term
VXX	BARCLAYS BANK IPATH NEW	06/20/2013	3,865	\$83,778.15	\$77,009.03	+\$6,769.12		+\$6,769.12
VXX	BARCLAYS BANK IPATH NEW	10/18/2013	3,569	\$45,933.27	\$71,004.93	-\$25,071.66		-\$25,071.66
SVR	ETFS SILVER TRUST ETF	05/22/2013	3,253	\$72,087.18	\$75,444.55	-\$3,357.37		-\$3,357.37
KIFYX	FORWARD SELECT INCOME IN	06/05/2013	4,004.657	\$102,804.58	\$87,872.82	+\$14,931.76	+\$14,931.76	
FPACX	FPA CRESCENT FUND INST C	10/18/2013	1,329.657	\$43,537.86	\$32,822.75	+\$10,715.11	+\$10,715.11	
EMAYX	GABELLI ENTERPRISE MERG	01/02/2013	423.729	\$5,007.37	\$4,585.61	+\$421.76	+\$421.76	
IAU	ISHARES GOLD TRUST	02/26/2013	4,499	\$70,624.22	\$77,581.91	-\$6,957.69		-\$6,957.69
SILV	ISHARES SILVER TRUST IND	04/16/2013	2,472	\$56,039.67	\$82,163.65	-\$26,123.98		-\$26,123.98
MHCIX	MERK HARD CURRENCY FD IN	04/03/2013	12,067.367	\$144,049.36	\$144,185.05	-\$135.69	-\$113.04	-\$22.65
MLPTX	OPPENHEIMER STEELPATH ML	10/24/2013	13,761.348	\$168,403.90	\$134,485.59	+\$33,918.31	+\$33,313.93	+\$604.38
PRPFX	PERMANENT PORTFOLIO	06/28/2013	2,981.528	\$133,960.05	\$123,477.00	+\$10,483.05	+\$10,558.84	-\$75.79
Total				\$926,225.61	\$910,632.89	+\$15,592.72	+\$69,828.36	-\$54,235.64

ATTACHMENT C-5

Conc Equity-No Hedge 4592-2022

Symbol	▲ Name (Full Short)	Closed Date	Quantity	Proceeds	Cost Basis	Gain/Loss (\$ %)		
						Total	Long Term	Short Term
MXXVX	MATTHEW 25 FUND	10/02/2013	91 709	\$2,500 00	\$1,576 48	+\$923 52	+\$923 52	
WEIMX	TETON WESTWOOD MIGHTY MI	01/02/2013	1,004 32	\$19,016 94	\$18,018 93	+\$998 01	+\$998 01	
WEIMX	TETON WESTWOOD MIGHTY MI	10/02/2013	103 734	\$2,465 00	\$1,861 14	+\$603 86	+\$603 86	
WTSIX	WESTCORE SELECT FUND RETAIL	12/14/2012	15,385 826	\$248,019 52	\$321,008 84	-\$72,989 32	-\$68,839 80	-\$4,149 52
Total				\$272,001.46	\$342,465.39	-\$70,463.93	-\$66,314.41	-\$4,149.52

△ Total includes missing cost basis values for one or more lots

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

Ⓜ Data for this holding has been edited

N/A Not Available

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

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

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

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

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

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

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

(0611-3926)

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Bank sweep accounts are generally held at Charles Schwab Bank. Funds deposited at Schwab Bank are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 when aggregated with all other deposits held by you in the same capacity at Schwab Bank. Funds on deposit at Schwab Bank are not deposits or obligations of Charles Schwab & Co., Inc. and may not be covered by the Securities Investor Protection Corporation (SIPC). NOTE: Funds deposited at an FDIC insured institution are insured, in aggregate, up to \$250,000 per depositor, per insured institution based upon account type by the Federal Deposit Insurance Corporation (FDIC).

Account: XXXX-X932
Today's Date: 03:33 PM ET, 11/26/2013

EMASM Fiscal Statement

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

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

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

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

Account Value as of October 31, 2013
\$840,127.23

Realized Capital Gain and Loss Summary*	
	Current Fiscal Year (10/13)
Short Term	7,491.73
Long Term	10,643.58
* - Excludes transactions for which we have insufficient data	

PLEASE SEE REVERSE SIDE
Page 1 of 95
Statement Period Year Ending 10/31/13
Account No. 54C-04007

X 99999999

Fiscal Statement

LEO GOODWIN FOUNDATION INC

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
214.0000	DESARROLLADORA SAB ADR	02/17/12	11/05/12	2,774.21	4,412.12	(1,637.91) ST
7.0000	DESARROLLADORA SAB ADR	02/22/12	11/05/12	90.75	146.74	(55.99) ST
136.0000	DAIMLER AG SHS	02/17/12	11/02/12	6,445.02	8,562.56	(2,117.54) ST
16.0000	DAIMLER AG SHS	02/23/12	11/02/12	758.24	1,001.80	(243.56) ST
79.0000	PETROLEO BRAS VTG SPD ADR	02/01/11	11/05/12	1,686.87	2,974.15	(1,287.28) LT
19.0000	PETROLEO BRAS VTG SPD ADR	06/10/11	11/05/12	405.70	628.05	(222.35) LT
3.0000	PETROLEO BRAS VTG SPD ADR	06/10/11	11/05/12	64.05	99.17	(35.12) LT
62.0000	PETROLEO BRAS VTG SPD ADR	11/15/11	11/05/12	1,323.88	1,685.78	(361.90) ST
23.0000	PETROLEO BRAS VTG SPD ADR	02/17/12	11/05/12	491.12	678.40	(187.28) ST
77.0000	UNITED UTILS GROUP ADR	02/11/11	11/05/12	1,627.95	1,417.87	210.08 LT
58.0000	UNITED UTILS GROUP ADR	02/11/11	11/26/12	1,241.56	1,068.00	173.56 LT
40.0000	UNITED UTILS GROUP ADR	04/14/11	11/26/12	856.25	797.31	58.94 LT
83.0000	UNITED UTILS GROUP ADR	11/15/11	11/26/12	1,776.72	1,684.90	91.82 LT
5.0000	UNITED UTILS GROUP ADR	05/31/12	11/26/12	107.04	101.50	5.54 ST
59.0000	CIE GENERALE DES	10/13/11	11/28/12	1,039.18	788.81	250.37 LT

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Statement Period Year Ending 10/31/13
Account No. 54C-04007

EMASM Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
229.0000	GDF SUEZ ADR	02/17/12	12/14/12	4,543.80	5,983.77	(1,439.97) ST
79.0000	GDF SUEZ ADR	03/14/12	12/14/12	1,567.52	2,064.32	(496.80) ST
14.0000	GDF SUEZ ADR	06/05/12	12/14/12	277.79	280.28	(2.49) ST
397.0000	GRUPO FINANCIERO SANTNDE	09/27/12	12/20/12	6,477.54	5,300.62	1,176.92 ST
117.0000	HANNOVER RUECKVERS ADR	02/17/12	12/05/12	4,274.06	3,276.00	998.06 ST
14.0000	NATL AUSTRALIA B ADR	02/18/10	12/21/12	361.28	324.80	36.48 LT
64.0000	NATL AUSTRALIA B ADR	06/16/10	12/21/12	1,651.58	1,392.65	258.93 LT
62.0000	NATL AUSTRALIA B ADR	01/05/11	12/21/12	1,599.97	1,490.06	109.91 LT
4.0000	NATL AUSTRALIA B ADR	11/15/11	12/21/12	103.23	100.88	2.35 LT
111.0000	PRUDENTIAL PLC ADR	02/01/11	12/05/12	3,235.76	2,458.05	777.71 LT
316.0000	ROYAL KPN N V SP ADR	06/27/12	12/20/12	1,501.97	2,945.78	(1,443.81) ST
399.0000	ROYAL KPN N V SP ADR	07/17/12	12/20/12	1,896.49	3,675.83	(1,779.34) ST
77.0000	TELENOR ASA ADR	02/17/12	12/20/12	4,674.72	4,100.25	574.47 ST
7.0000	TELENOR ASA ADR	06/05/12	12/20/12	424.98	304.36	120.62 ST
5.0000	ANHEUSER-BUSCH INBEV ADR	02/03/11	01/11/13	437.59	280.32	157.27 LT
38.0000	ANHEUSER-BUSCH INBEV ADR	11/15/11	01/11/13	3,325.75	2,185.04	1,140.71 LT
42.0000	BAYER AG SP ADR	02/17/12	01/23/13	4,067.30	3,111.36	955.94 ST
56.0000	CREDIT SUISSE GP SP ADR	02/17/12	01/11/13	1,535.63	1,502.88	32.75 ST
33.0000	CHINA MOBILE LTD SPN ADR	09/02/11	01/11/13	1,919.90	1,671.91	247.99 LT
18.0000	CHINA MOBILE LTD SPN ADR	10/27/11	01/11/13	1,047.22	890.10	157.12 LT
32.0000	CHINA MOBILE LTD SPN ADR	11/15/11	01/11/13	1,861.74	1,576.00	285.74 LT
1.0000	CHINA MOBILE LTD SPN ADR	05/31/12	01/11/13	58.18	50.45	7.73 ST
64.0000	CIE GENERALE DES	10/13/11	01/11/13	1,189.22	855.65	333.57 LT
38.0000	CIE GENERALE DES	10/27/11	01/11/13	706.10	600.81	105.29 LT
116.0000	CIE GENERALE DES	11/15/11	01/11/13	2,155.48	1,505.68	649.80 LT
114.0000	CIE GENERALE DES	12/02/11	01/11/13	2,118.32	1,476.06	642.26 LT
10.0000	CIE GENERALE DES	05/31/12	01/11/13	185.82	116.50	69.32 ST
279.0000	INFINEON TECHS AG SPDADR	02/23/12	01/18/13	2,478.49	2,809.81	(331.32) ST
108.0000	INFINEON TECHS AG SPDADR	02/23/12	01/24/13	958.09	1,087.57	(129.58) ST
447.0000	KINGFISHER PLC SP ADR	02/01/11	01/18/13	3,894.48	3,647.52	246.96 LT
220.0000	KINGFISHER PLC SP ADR	11/15/11	01/18/13	1,916.76	1,735.80	180.96 LT
24.0000	LVMH MOET HENNESSY ADR	02/01/11	01/11/13	879.52	775.68	103.84 LT
61.0000	LINDE AG SHS SP ADR	02/01/11	01/11/13	1,041.95	902.80	139.15 LT
33.0000	ROCHE HLDG LTD SPN ADR	02/09/11	01/08/13	1,698.69	1,205.87	492.82 LT
7.0000	ROCHE HLDG LTD SPN ADR	03/22/11	01/08/13	360.34	249.41	110.93 LT
87.0000	SANOFI ADR	06/21/12	01/18/13	4,161.96	3,192.70	969.26 ST
29.0000	ZURICH INSURANCE GROUP	02/17/12	08/29/12	695.98	682.81	(13.17) ST
29.0000	ZURICH INSURANCE GROUP	02/17/12	08/29/12	695.98	736.30	(40.32) ST
154.0000	BANCO DO BRASIL SA-SPON	02/18/10	01/30/13	1,887.07	2,647.26	(760.19) LT
7.0000	BANCO DO BRASIL SA-SPON	06/03/11	01/30/13	85.77	125.44	(39.67) LT

PLEASE SEE REVERSE SIDE
 Page 85 of 95
 Statement Period Year Ending 10/31/13
 Account No. 54C-04007

Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
60.0000	BANCO DO BRASIL SA-SPON	11/15/11	01/30/13	735.22	875.40	(140.18) LT
39.0000	BANCO DO BRASIL SA-SPON	01/24/12	01/30/13	477.89	586.42	(108.53) LT
21.0000	BANCO DO BRASIL SA-SPON	01/25/12	01/30/13	257.33	321.43	(64.10) LT
59.0000	BANCO DO BRASIL SA-SPON	02/17/12	01/30/13	722.97	985.89	(262.92) ST
8.0000	BANCO DO BRASIL SA-SPON	06/05/12	01/30/13	98.03	78.56	19.47 ST
137.0000	BANCO DO BRASIL SA-SPON	07/25/12	01/30/13	1,678.78	1,351.53	327.25 ST
47.0000	HANNOVER RUECKVERS ADR	02/17/12	02/13/13	1,388.57	1,316.00	522.57 ST
22.0000	HONDA MOTOR ADR NEW	02/01/11	01/31/13	828.58	965.49	(136.91) LT
32.0000	L OREAL CO ADR	05/15/12	01/31/13	948.84	755.34	193.50 ST
13.0000	NESTLE S A REP RG SH ADR	09/12/11	01/31/13	914.54	717.72	196.82 LT
6.0000	PRUDENTIAL PLC ADR	02/01/11	02/13/13	176.81	132.87	43.94 LT
72.0000	PRUDENTIAL PLC ADR	11/15/11	02/13/13	2,121.78	1,448.71	673.07 LT
1.0000	PRUDENTIAL PLC ADR	02/17/12	02/13/13	29.47	23.06	6.41 ST
24.0000	UNILEVER PLC NEW ADR	07/02/12	01/31/13	976.35	812.35	164.00 ST
115.0000	ZURICH INSURANCE GROUP	02/17/12	01/30/13	3,264.42	2,919.85	344.57 ST
279.0000	AMERICA MOVIL SAB DE CV	02/17/12	03/25/13	5,687.06	6,543.58	(856.52) LT
12.0000	AMERICA MOVIL SAB DE CV	06/05/12	03/25/13	244.61	277.27	(32.66) ST
16.0000	DAIMLER AG SHS	02/23/12	03/15/13	959.29	1,001.79	(42.50) LT
5.0000	IMPERIAL TOB GRP SPS ADR	07/01/10	03/08/13	350.97	282.00	68.97 LT
9.0000	IMPERIAL TOB GRP SPS ADR	09/23/10	03/08/13	631.75	548.10	83.65 LT
24.0000	IMPERIAL TOB GRP SPS ADR	11/17/10	03/08/13	1,684.68	1,510.61	174.07 LT
7.0000	IMPERIAL TOB GRP SPS ADR	06/03/11	03/08/13	491.36	499.94	(8.58) LT
19.0000	IMPERIAL TOB GRP SPS ADR	11/15/11	03/08/13	1,333.72	1,406.95	(73.23) LT
3.0000	IMPERIAL TOB GRP SPS ADR	06/05/12	03/08/13	210.59	217.39	(6.80) ST
373.0000	INDUSTRIAL AND COMMRCI BNK	02/23/12	03/01/13	5,272.83	5,393.13	(120.30) LT
1.0000	INDUSTRIAL AND COMMRCI BNK	05/31/12	03/01/13	14.13	12.10	2.03 ST
8.0000	INDUSTRIAL AND COMMRCI BNK	06/05/12	03/01/13	113.10	93.76	19.34 ST
197.0000	KOMATSU NEW NEW SPNSADR	02/17/12	02/28/13	4,983.90	5,910.00	(926.10) LT
114.0000	KOMATSU NEW NEW SPNSADR	02/22/12	02/28/13	2,884.09	3,465.38	(581.29) LT
16.0000	KOMATSU NEW NEW SPNSADR	06/05/12	02/28/13	404.79	371.17	33.62 ST
51.0000	NIPPON TEL&TEL SPDN ADR	11/03/11	03/08/13	1,133.89	1,297.27	(163.38) LT
25.0000	PRUDENTIAL PLC ADR	02/17/12	03/15/13	881.04	576.41	304.63 LT
63.0000	SANDVIK AB ADR	05/15/12	03/15/13	1,025.59	844.86	180.73 ST
37.0000	STATOIL ASA SHS	02/01/11	03/15/13	901.24	970.19	(68.95) LT
1,529.0000	SUMITOMO MITSUI TR HLDGS	02/17/12	02/28/13	5,819.69	5,198.60	621.09 LT
92.0000	SUMITOMO MITSUI TR HLDGS	06/05/12	02/28/13	350.18	225.40	124.78 ST
34.0000	VODAFONE GROU PLC SP ADR	02/03/11	03/15/13	942.30	985.49	(43.19) LT
2.0000	VODAFONE GROU PLC SP ADR	06/03/11	03/15/13	55.43	53.82	1.61 LT
21.0000	VODAFONE GROU PLC SP ADR	11/15/11	03/15/13	582.02	604.02	(22.00) LT
23.0000	WPP PLC NEW/ADR	02/23/12	03/01/13	1,826.23	1,455.07	371.16 LT

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9.0000	WPP PLC NEW/ADR	02/23/12	03/15/13	734.45	569.38	165.07 LT
55.0000	AIA GROUP LTD	03/06/12	04/05/13	931.62	768.47	163.15 LT
62.0000	AUST NW Z B G ADR	02/23/12	04/03/13	1,815.82	1,458.25	357.57 LT
13.0000	BHP BILLITON LTD ADR	02/17/12	04/03/13	866.93	985.50	(118.57) LT
145.0000	DESARROLLADORA SAB ADR	02/22/12	04/16/13	917.10	3,039.59	(2,122.49) LT
17.0000	DESARROLLADORA SAB ADR	06/05/12	04/16/13	107.53	215.63	(108.10) ST
14.0000	ESSILOR INTL SA ADR	09/28/11	04/04/13	775.95	519.44	256.51 LT
23.0000	HSBC HLDG PLC SP ADR	08/01/11	03/26/13	1,221.81	1,134.26	87.55 LT
149.0000	LINDE AG SHS SP ADR	02/01/11	04/04/13	2,751.37	2,205.20	546.17 LT
75.0000	LINDE AG SHS SP ADR	11/15/11	04/04/13	1,384.91	1,125.75	259.16 LT
2.0000	LINDE AG SHS SP ADR	05/31/12	04/04/13	36.93	30.74	6.19 ST
34.0000	LINDE AG SHS SP ADR	09/06/12	04/04/13	627.84	562.70	65.14 ST
30.0000	L OREAL CO ADR	05/15/12	03/26/13	934.80	708.13	226.67 ST
13.0000	NOVARTIS ADR	02/01/11	04/22/13	939.51	735.37	204.14 LT
68.0000	PRUDENTIAL PLC ADR	02/17/12	03/26/13	2,269.66	1,567.84	701.82 LT
64.0000	SANDVIK AB ADR	05/15/12	03/26/13	995.12	858.27	136.85 ST
19.0000	SYMRISE AG ADR	02/23/12	04/05/13	756.30	558.51	197.79 LT
46.0000	SUMITOMO MITSUI-UNSPONS	02/04/11	04/22/13	411.61	324.69	86.92 LT
89.0000	SUMITOMO MITSUI-UNSPONS	03/07/11	04/22/13	796.39	662.34	134.05 LT
108.0000	TOSHIBA CORP SHS	01/24/13	04/22/13	3,473.02	2,721.47	751.55 ST
27.0000	VODAFONE GROU PLC SP ADR	11/15/11	04/22/13	803.24	776.60	26.64 LT
62.0000	ALLIANZ SE SPD ADR	02/18/10	05/06/13	913.24	696.26	216.98 LT
182.0000	ALLIANZ SE SPD ADR	02/18/10	05/07/13	2,750.49	2,043.86	706.63 LT
141.0000	AUST NW Z B G ADR	02/23/12	05/13/13	4,210.88	3,316.35	894.53 LT
4.0000	AUST NW Z B G ADR	05/31/12	05/13/13	119.46	80.60	38.86 ST
140.0000	CREDIT SUISSE GP SP ADR	02/17/12	04/30/13	4,009.62	3,757.20	252.42 LT
55.0000	HITACHI LTD 10 NEW ADR	12/20/12	05/28/13	3,765.52	3,219.86	545.66 ST
29.0000	HONDA MOTOR ADR NEW	02/01/11	04/29/13	1,179.29	1,272.70	(93.41) LT
22.0000	HONDA MOTOR ADR NEW	04/21/11	04/29/13	894.63	821.85	72.78 LT
17.0000	HONDA MOTOR ADR NEW	06/07/11	04/29/13	691.31	638.74	52.57 LT
4.0000	HONDA MOTOR ADR NEW	06/07/11	04/29/13	162.66	150.29	12.37 LT
20.0000	HONDA MOTOR ADR NEW	06/10/11	04/29/13	813.31	735.60	77.71 LT
79.0000	HONDA MOTOR ADR NEW	11/15/11	04/29/13	3,212.57	2,341.14	871.43 LT
26.0000	HONDA MOTOR ADR NEW	11/05/12	04/29/13	1,057.31	804.28	253.03 ST
19.0000	SHIRE PLC-ADR	05/04/12	04/26/13	1,759.98	1,877.49	(117.51) ST
4.0000	STATOIL ASA SHS	02/01/11	05/02/13	93.17	104.89	(11.72) LT
32.0000	STATOIL ASA SHS	07/21/11	05/02/13	745.42	809.40	(63.98) LT
70.0000	STATOIL ASA SHS	11/15/11	05/02/13	1,630.63	1,812.30	(181.67) LT
56.0000	STATOIL ASA SHS	04/19/12	05/02/13	1,304.51	1,494.60	(190.09) LT
78.0000	SANOFI ADR	06/21/12	05/14/13	4,284.95	2,862.42	1,422.53 ST

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35.0000	SANOFI ADR	07/16/12	05/14/13	1,922.73	1,309.60	613.13 ST
8.0000	SANOFI ADR	08/10/12	05/14/13	439.49	329.08	110.41 ST
48.0000	TOSHIBA CORP SHS	01/24/13	05/15/13	1,472.44	1,209.54	262.90 ST
158.0000	TOSHIBA CORP SHS	02/28/13	05/15/13	4,846.80	4,383.30	463.50 ST
76.0000	VOLKSWAGEN A G SPONS ADR	09/01/11	05/14/13	3,001.31	2,296.76	704.55 LT
14.0000	VOLKSWAGEN A G SPONS ADR	11/15/11	05/14/13	552.88	444.08	108.80 LT
114.0000	DNB NOR ASA	02/01/11	04/26/13	1,789.76	1,624.50	165.26 LT
4.0000	ASAH KASEI CORP ADR	02/17/12	06/05/13	53.03	50.24	2.79 LT
2.0000	CREDIT SUISSE GP SP ADR	02/17/12	06/05/13	58.59	52.19	6.40 LT
7.0000	CENTRICA PLC	12/14/11	06/05/13	160.13	123.54	36.59 LT
1.0000	DBS GROUP HLDGS SPN ADR	03/11/13	06/05/13	52.87	49.87	3.00 ST
4.0000	DEUTSCHE LUFT AG SPN ADR	07/27/11	06/05/13	87.99	84.21	3.78 LT
29.0000	DEUTSCHE LUFT AG SPN ADR	07/27/11	06/11/13	631.64	610.51	21.13 LT
92.0000	DEUTSCHE LUFT AG SPN ADR	09/01/11	06/11/13	2,003.82	1,528.66	475.16 LT
53.0000	DEUTSCHE LUFT AG SPN ADR	11/15/11	06/11/13	1,154.38	696.95	457.43 LT
88.0000	DEUTSCHE LUFT AG SPN ADR	02/17/12	06/11/13	1,916.71	1,256.64	660.07 LT
15.0000	DAIMLER AG SHS	02/23/12	06/13/13	936.88	939.18	(2.30) LT
1.0000	EAST JAPAN RY CO ADR	04/04/13	06/05/13	12.33	13.76	(1.43) ST
1.0000	INFINEON TECHS AG SPADR	02/23/12	06/05/13	8.48	10.07	(1.59) LT
65.0000	MEDA AB-UN	05/06/12	06/05/13	800.27	757.63	42.64 ST
2.0000	NISSAN MTR LTD SPN ADR	04/26/12	06/05/13	42.67	41.67	1.00 LT
2.0000	NATL AUSTRALIA B ADR	11/15/11	06/05/13	56.99	50.44	6.55 LT
2.0000	PETROLEO BRAS VTG SPD ADR	02/17/12	06/05/13	35.61	58.99	(23.38) LT
3.0000	RIO TINTO PLC SPNSRD ADR	02/01/11	06/05/13	131.13	213.67	(82.54) LT
1.0000	SYNGENTA AG ADR	10/26/12	06/05/13	78.76	75.92	2.84 ST
166.0000	STATOIL ASA SHS	04/19/12	06/10/13	3,723.67	4,430.41	(706.74) LT
15.0000	SAFRAN SA-UNSPON ADR	01/03/13	06/13/13	811.36	654.95	156.41 ST
50.0000	SCHNEIDER ELEC SA ADR	02/01/11	06/13/13	769.74	797.00	(27.26) LT
1.0000	SEVEN AND I HOLDINGS CO	02/28/11	06/05/13	68.65	55.78	12.87 LT
1.0000	SUNCOR ENERGY INC NEW	02/01/11	06/05/13	30.58	41.83	(11.25) LT
341.0000	TELECOM ITALIA S P A NEW	06/21/12	06/11/13	2,434.29	3,203.87	(769.58) ST
2.0000	TELECOM ITALIA S P A NEW	06/05/13	06/11/13	14.28	15.24	(0.96) ST
1.0000	UNTD OVERSEAS BK SPN ADR	07/15/11	06/05/13	33.11	32.31	0.80 LT
102.0000	ZURICH INSURANCE GROUP	02/17/12	06/06/13	2,643.79	2,403.94	239.85 LT
20.0000	AIA GROUP LTD	03/06/12	07/23/13	364.10	279.44	84.66 LT
58.0000	AIA GROUP LTD	03/06/12	07/23/13	1,068.49	810.39	258.10 LT
39.0000	ASTELLAS PHARMA INC SHS	07/10/12	07/23/13	567.26	441.99	125.27 LT
102.0000	BP PLC SPON ADR	06/14/12	07/18/13	4,384.12	3,939.86	444.26 LT
16.0000	BRIDGESTONE CORP ADR	03/01/13	07/12/13	1,219.78	983.00	236.78 ST
78.0000	BRIDGESTONE CORP ADR	03/01/13	07/23/13	5,842.29	4,792.15	1,050.14 ST

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132.0000	CREDIT SUISSE GP SP ADR	02/17/12	06/27/13	3,495.55	3,444.44	51.11 LT
6.0000	CREDIT SUISSE GP SP ADR	02/17/12	07/18/13	173.80	156.57	17.23 LT
23.0000	CREDIT SUISSE GP SP ADR	06/05/12	07/18/13	666.26	430.91	235.35 LT
99.0000	CREDIT SUISSE GP SP ADR	07/25/12	07/18/13	2,867.85	1,564.69	1,303.16 ST
127.0000	CREDIT SUISSE GP SP ADR	09/17/12	07/18/13	3,678.98	2,916.01	762.97 ST
29.0000	CHECK POINT SOFTWARE TECH	02/01/11	07/22/13	1,592.69	1,351.65	241.04 LT
86.0000	LVMH MOET HENNESSY ADR	02/01/11	07/16/13	2,968.69	2,779.52	189.17 LT
24.0000	LVMH MOET HENNESSY ADR	03/17/11	07/16/13	828.47	689.28	139.19 LT
66.0000	LVMH MOET HENNESSY ADR	11/15/11	07/16/13	2,278.30	2,053.92	224.38 LT
1.0000	LVMH MOET HENNESSY ADR	06/05/13	07/16/13	34.52	34.64	(0.12) ST
3.0000	MITSUBISHI CP SPNSRD ADR	02/18/10	07/23/13	112.10	149.22	(37.12) LT
20.0000	MITSUBISHI CP SPNSRD ADR	03/15/10	07/23/13	747.37	1,038.29	(290.92) LT
11.0000	MITSUBISHI CP SPNSRD ADR	05/13/10	07/23/13	411.05	507.46	(96.41) LT
4.0000	MITSUBISHI CP SPNSRD ADR	05/14/10	07/23/13	149.47	183.26	(33.79) LT
4.0000	MITSUBISHI CP SPNSRD ADR	05/17/10	07/23/13	149.47	182.19	(32.72) LT
37.0000	MITSUBISHI CP SPNSRD ADR	02/01/11	07/23/13	1,382.65	2,109.00	(726.35) LT
86.0000	NEWCREST MNG LTD SPN ADR	09/23/10	07/08/13	770.42	3,337.54	(2,567.12) LT
15.0000	NEWCREST MNG LTD SPN ADR	05/26/11	07/08/13	134.37	618.00	(483.63) LT
16.0000	NEWCREST MNG LTD SPN ADR	07/05/11	07/08/13	143.33	649.60	(506.27) LT
12.0000	NEWCREST MNG LTD SPN ADR	10/07/11	07/08/13	107.50	416.40	(308.90) LT
58.0000	NEWCREST MNG LTD SPN ADR	11/15/11	07/08/13	519.60	2,200.52	(1,680.92) LT
28.0000	NEWCREST MNG LTD SPN ADR	05/04/12	07/08/13	250.84	732.42	(481.58) LT
4.0000	NEWCREST MNG LTD SPN ADR	05/31/12	07/08/13	35.83	96.20	(60.37) LT
22.0000	NEWCREST MNG LTD SPN ADR	01/22/13	07/08/13	197.09	535.23	(338.14) ST
5.0000	NEWCREST MNG LTD SPN ADR	06/05/13	07/08/13	44.80	68.85	(24.05) ST
238.0000	SANDVIK AB ADR	05/15/12	07/23/13	2,983.06	3,191.70	(208.64) LT
19.0000	SANDVIK AB ADR	05/31/12	07/23/13	238.14	237.82	0.32 LT
60.0000	SANDVIK AB ADR	09/07/12	07/23/13	752.03	839.53	(87.50) ST
62.0000	SANDVIK AB ADR	09/17/12	07/23/13	777.11	930.60	(153.49) ST
1.0000	SANDVIK AB ADR	06/05/13	07/23/13	12.54	13.83	(1.29) ST
3.0000	SEVEN AND I HOLDINGS CO	02/28/11	07/23/13	237.88	167.36	70.52 LT
10.0000	SEVEN AND I HOLDINGS CO	02/28/11	07/26/13	742.99	557.85	185.14 LT
65.0000	SUMITOMO MITSUI-UNSPONS	03/07/11	07/11/13	617.96	483.73	134.23 LT
8.0000	SUMITOMO MITSUI-UNSPONS	03/10/11	07/11/13	76.06	56.51	19.55 LT
6.0000	TOTAL S.A. SP ADR	02/18/10	07/22/13	316.95	351.30	(34.35) LT
120.0000	UNILEVER PLC NEW ADR	07/02/12	07/26/13	4,861.49	4,061.76	799.73 LT
25.0000	UNILEVER PLC NEW ADR	07/31/12	07/26/13	1,012.82	899.47	113.35 ST
71.0000	DNB NOR ASA	02/01/11	07/26/13	1,180.55	1,011.75	168.80 LT
34.0000	DNB NOR ASA	02/03/11	07/26/13	565.34	484.16	81.18 LT
4.0000	AXA -SPONS ADR	06/05/13	07/30/13	88.17	82.49	5.68 ST

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1 0000	ASAHI KASEI CORP ADR	02/17/12	07/30/13	12.66	12.56	0.10 LT
173.0000	ASAHI KASEI CORP ADR	02/17/12	08/09/13	2,533.46	2,172.88	360.58 LT
14.0000	ALLIANZ SE SPD ADR	02/18/10	07/30/13	216.57	157.22	59.35 LT
14.0000	AVIVA PLC SHS	11/02/12	07/30/13	160.43	153.16	7.27 ST
15.0000	AIA GROUP LTD	03/06/12	07/30/13	209.58	209.58	74.06 LT
6.0000	ADIDAS AG SPONSORED ADR	03/15/13	07/30/13	338.93	311.94	26.99 ST
4.0000	ARKEMA ADR	11/26/12	07/30/13	399.59	398.03	1.56 ST
22.0000	ASTELLAS PHARMA INC SHS	07/10/12	07/30/13	302.71	249.33	53.38 LT
23.0000	BANCO BILBAO VIZCAYA	07/23/13	07/30/13	215.50	201.82	13.68 ST
1.0000	BAYER AG SP ADR	02/17/12	07/30/13	111.69	74.08	37.61 LT
20.0000	BARCLAYS PLC ADR	09/18/12	07/30/13	353.29	292.04	61.25 ST
3.0000	BP PLC SPON ADR	06/14/12	07/30/13	124.11	115.88	8.23 LT
3.0000	BASF SE SPONSORED ADR	02/17/12	07/30/13	267.59	248.40	19.19 LT
29.0000	BG GROUP PLC SPON ADR	02/18/10	07/30/13	518.51	538.18	(19.67) LT
20.0000	BNP PARIBAS SPONSORD ADR	02/18/10	07/30/13	633.19	712.00	(78.81) LT
7.0000	BHP BILLITON LTD ADR	02/17/12	07/30/13	440.67	530.65	(89.98) LT
16.0000	BRAMBLES LTD SHS	05/14/13	07/30/13	262.71	298.77	(36.06) ST
8.0000	PT BANK RAKYAT ADR	07/19/13	07/30/13	125.43	129.01	(3.58) ST
2.0000	CANADIAN PACIFIC RAILWAY	01/11/13	07/30/13	250.51	222.75	27.76 ST
4.0000	CREDIT SUISSE GP SP ADR	09/17/12	07/30/13	116.76	91.84	24.92 ST
7.0000	CHECK POINT SOFTWARE TECH	02/01/11	07/30/13	395.63	326.26	69.37 LT
158.0000	CANON INC ADR REP5SH	04/08/13	07/29/13	4,989.03	5,534.76	(545.73) ST
63.0000	CANON INC ADR REP5SH	05/14/13	07/29/13	1,989.30	2,290.64	(301.34) ST
1.0000	CANON INC ADR REP5SH	06/05/13	07/29/13	31.58	33.46	(1.88) ST
6.0000	COMPANHIA D SNMNT0 BSCO	05/28/13	07/30/13	61.32	82.10	(20.78) ST
15.0000	CENTRICA PLC	12/14/11	07/30/13	353.24	264.72	88.52 LT
11.0000	CIE GENERALE DES	02/13/13	07/30/13	221.53	205.64	15.89 ST
1.0000	CHORUS LTD SHS SPON ADR	11/15/11	07/30/13	10.85	12.07	(1.22) LT
6.0000	DBS GROUP HLDGS SPN ADR	03/11/13	07/30/13	317.57	299.21	18.36 ST
2.0000	DIAGEO PLC SP5D ADR NEW	03/10/11	07/30/13	243.17	152.30	90.87 LT
1.0000	DEUTSCHE LUFT AG SPN ADR	02/17/12	07/30/13	20.09	14.28	5.81 LT
2.0000	DELHAIZE GROUP SPONS ADR	03/08/13	07/30/13	130.05	105.84	24.21 ST
5.0000	DEUTSCHE BK AG REG SHS	04/30/13	07/30/13	227.19	229.80	(2.61) ST
5.0000	DAIMLER AG SHS	02/23/12	07/30/13	350.09	313.06	37.03 LT
17.0000	DAIMLER AG SHS	02/23/12	08/08/13	1,235.48	1,064.41	171.07 LT
5.0000	ESSILOR INTL SA ADR	09/28/11	07/30/13	278.99	185.51	93.48 LT
19.0000	EAST JAPAN RY CO ADR	04/04/13	07/30/13	253.64	261.43	(7.79) ST
8.0000	FANUC LTD-UNSP	02/22/11	07/30/13	203.59	204.69	(1.10) LT
10.0000	GRUPO FIN BANORTE-SPON	06/27/13	07/30/13	317.49	290.60	26.89 ST
31.0000	GRUPO FIN BANORTE-SPON	06/27/13	08/08/13	1,055.85	900.86	154.99 ST

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9,0000	HSBC HLDG PLC SP ADR	08/01/11	07/30/13	505.09	443.84	61.25 LT
4,0000	HANNOVER RUECKVERS ADR	02/17/12	07/30/13	147.43	112.00	35.43 LT
18,0000	HEIDELBERGCEMENT AG SHS	04/04/13	07/30/13	259.73	260.27	(0.54) ST
9,0000	HEINEKEN N V ADR	01/31/13	07/30/13	308.24	317.30	(9.06) ST
6,0000	HITACHI LTD 10 NEW ADR	12/20/12	07/30/13	400.49	351.26	49.23 ST
4,0000	HONDA MOTOR ADR NEW	05/14/13	07/30/13	149.75	163.03	(13.28) ST
6,0000	INFINEON TECHS AG SPDADR	02/23/12	07/30/13	52.97	60.43	(7.46) LT
35,0000	INFINEON TECHS AG SPDADR	03/01/12	07/30/13	309.05	352.85	(43.80) LT
44,0000	ING GP NV SPSD ADR	04/28/11	07/30/13	444.83	576.27	(131.44) LT
116,0000	ING GP NV SPSD ADR	04/28/11	08/08/13	1,320.90	1,519.24	(198.34) LT
188,0000	ING GP NV SPSD ADR	11/15/11	08/08/13	2,140.78	1,396.07	744.71 LT
9,0000	JARDINE STRATGIC UNSP AD	07/12/13	07/30/13	156.68	169.28	(12.60) ST
13,0000	JULIUS BAER GROUP ADR	02/03/11	07/30/13	115.43	115.64	(0.21) LT
8,0000	KONINKLIJKE AHOLD NV ADR	02/18/10	07/30/13	131.35	98.00	33.35 LT
1,0000	KDDI CORP SHS	06/12/13	07/30/13	13.66	11.25	2.41 ST
15,0000	KERING S A	01/11/13	07/30/13	343.04	294.48	48.56 ST
20,0000	LONZA GROUP AG SHS	10/19/12	07/30/13	153.19	97.79	55.40 ST
14,0000	L OREAL CO ADR	05/15/12	07/30/13	465.77	330.46	135.31 LT
12,0000	L OREAL CO ADR	05/15/12	08/20/13	404.03	283.25	120.78 LT
5,0000	MITSUBISHI CP SPNSRD ADR	02/01/11	07/30/13	180.79	285.00	(104.21) LT
79,0000	MITSUBISHI CP SPNSRD ADR	02/01/11	08/08/13	3,046.72	4,503.00	(1,456.28) LT
7,0000	MTN GROUP LTD-SPONS ADR	02/17/12	07/30/13	131.03	120.96	10.07 LT
71,0000	MITSUBISHI UFJ FINL GRP	07/31/12	07/30/13	437.65	349.38	88.27 ST
13,0000	MEDA AB-UN	05/06/13	07/30/13	151.96	151.53	0.43 ST
9,0000	NISSAN MTR LTD SPN ADR	04/26/12	07/30/13	190.07	187.49	2.58 LT
7,0000	NATL AUSTRALIA B ADR	11/15/11	07/30/13	198.09	176.54	21.55 LT
9,0000	NIPPON TEL&TEL SPDN ADR	11/15/11	07/30/13	226.52	226.18	0.34 LT
7,0000	NOVARTIS ADR	02/01/11	07/30/13	498.32	395.97	102.35 LT
7,0000	NESTLE S A REP RG SH ADR	09/12/11	07/30/13	466.68	386.47	80.21 LT
13,0000	PETROLEO BRAS VTG SPD ADR	02/17/12	07/30/13	178.48	383.44	(204.96) LT
2,0000	POSCO SPN ADR	02/17/12	07/30/13	144.65	182.52	(37.87) LT
11,0000	PRUDENTIAL PLC ADR	02/17/12	07/30/13	391.37	253.62	137.75 LT
3,0000	RIO TINTO PLC SPNSRD ADR	02/01/11	07/30/13	135.02	213.66	(78.64) LT
2,0000	ROYAL DUTCH-SHEL PLC	02/17/12	07/30/13	139.90	147.70	(7.80) LT
5,0000	REED ELSEVIER N V	02/17/12	07/30/13	189.25	124.62	64.63 LT
12,0000	ROCHE HLDG LTD SPN ADR	03/22/11	07/30/13	746.39	427.56	318.83 LT
29,0000	SOCIETE GENERAL SPN ADR	12/05/12	07/30/13	233.15	214.29	18.86 ST
1,0000	SIEMENS AG ADR	02/17/12	07/30/13	106.57	94.81	11.76 LT
2,0000	SHIRE PLC-ADR	05/04/12	07/30/13	221.03	197.63	23.40 LT
4,0000	SMITH-NPHW PLC SPADR NEW	02/17/12	07/30/13	238.95	200.31	38.64 LT

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 Statement Period Year Ending 10/31/13
 Account No. 54C-04007

Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
4 0000	SYNGENTA AG ADR	10/26/12	07/30/13	317.91	303.67	14.24 ST
14 0000	SYNGENTA AG ADR	10/26/12	08/08/13	1,110.89	1,062.85	48 04 ST
25 0000	STATOIL ASA SHS	04/19/12	07/30/13	536.29	667.23	(130.94) LT
18 0000	STATOIL ASA SHS	04/19/12	08/08/13	386.34	480.40	(94 06) LT
6 0000	SANOFI ADR	08/10/12	07/30/13	318.04	246.81	71.23 ST
5 0000	SAFRAN SA-UNSPON ADR	01/03/13	07/30/13	289.79	218.32	71 47 ST
2 0000	SEVEN AND I HOLDINGS CO	02/28/11	07/30/13	151.07	111.57	39.50 LT
6 0000	SYMRISE AG ADR	02/23/12	07/30/13	257.75	176.37	81.38 LT
21 0000	SYMRISE AG ADR	02/23/12	08/08/13	964.29	617.30	346.99 LT
37 0000	SYMRISE AG ADR	02/23/12	08/09/13	1,692.06	1,087.63	604.43 LT
6 0000	SUNCOR ENERGY INC NEW	02/01/11	07/30/13	189.78	251.00	(61.22) LT
52 0000	SUMITOMO MITSUI-UNSPONS	03/10/11	07/30/13	471.88	367.29	104 59 LT
17 0000	SBERBANK SPONSORED ADR	08/02/11	07/30/13	193.62	252.44	(58.82) LT
4 0000	TOTAL S.A. SP ADR	02/18/10	07/30/13	212.25	234.20	(21.95) LT
1 0000	TENAGA NASL BHD SPNS ADR	01/30/13	07/30/13	10.99	9.13	1.86 ST
4 0000	TEVA PHARMACTCL INDS ADR	02/17/12	07/30/13	158.29	178.42	(20.13) LT
10 0000	TAIWAN S MANUFACTURING ADR	03/26/13	07/30/13	169.63	169.93	(0.30) ST
3 0000	TORONTO DOMINION BANK	02/01/11	07/30/13	255.14	229.98	25.16 LT
16 0000	UPM KYMMENE OY SPSD ADR	08/13/12	07/30/13	177.27	176.16	1.11 ST
8 0000	UNTD OVERSEAS BK SPN ADR	07/15/11	07/30/13	272.15	258.44	(13 71) LT
11 0000	VODAFONE GROU PLC SP ADR	11/15/11	07/30/13	327.04	316.39	10.65 LT
4 0000	VOLKSWAGEN A G SPONS ADR	11/15/11	07/30/13	178.95	126.88	52.07 LT
3 0000	ZURICH INSURANCE GROUP	02/17/12	07/30/13	80.24	70.70	9.54 LT
2 0000	WPP PLC NEW/ADR	02/23/12	07/30/13	178.31	126.53	51.78 LT
27 0000	DNB NOR ASA	02/03/11	07/31/13	449.87	384.48	65.39 LT
16 0000	ESSILOR INTL SA ADR	09/28/11	09/05/13	841.96	593.64	248.32 LT
30 0000	ESSILOR INTL SA ADR	09/29/11	09/05/13	1,578.68	1,118.37	460.31 LT
256 0000	KDDI CORP SHS	06/12/13	09/16/13	3,339.31	2,880.59	458.72 ST
58 0000	KURARAY CO LTD SHS	06/12/12	09/25/13	2,092.02	2,456.30	(364.28) LT
278 0000	MTN GROUP LTD-SPONS ADR	02/17/12	08/28/13	5,074.10	4,803.84	270.26 LT
13 0000	MTN GROUP LTD-SPONS ADR	06/05/12	08/28/13	237.28	209.43	27.85 LT
6 0000	MTN GROUP LTD-SPONS ADR	06/05/13	08/28/13	109.52	105.48	4.04 ST
199 0000	TEVA PHARMACTCL INDS ADR	02/17/12	09/16/13	7,524.55	8,876.39	(1,351.84) LT
10 0000	TEVA PHARMACTCL INDS ADR	06/05/12	09/16/13	378.12	389.17	(11.05) LT
1 0000	TEVA PHARMACTCL INDS ADR	06/05/13	09/16/13	37.82	38.13	(0.31) ST
8 0000	ARKEMA ADR	11/26/12	10/15/13	910.34	796.06	114.28 ST
105 0000	BANCO BILBAO VIZCAYA	07/23/13	10/15/13	1,278.13	921.33	356.80 ST
1 0000	BARCLAYS PLC RIGHTS	09/24/13	10/23/13	5.28	N/A	N/C
53 0000	BG GROUP PLC SPON ADR	02/18/10	10/01/13	1,007.23	983.58	23.65 LT
146 0000	CENTRICA PLC	12/14/11	10/21/13	3,445.28	2,576.61	868 67 LT

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LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	CENTRICA PLC	12/21/11	10/21/13	23.60	17.45	6.15 LT
404.0000	CIE GENERALE DES	02/13/13	10/08/13	8,507.44	7,552.55	954.89 ST
5.0000	CIE GENERALE DES	06/05/13	10/08/13	105.30	88.03	17.27 ST
23.0000	INFINEON TECHS AG SPDADR	03/01/12	10/15/13	226.86	231.87	(5.01) LT
139.0000	INFINEON TECHS AG SPDADR	04/20/12	10/15/13	1,371.03	1,382.24	(11.21) LT
5.0000	INFINEON TECHS AG SPDADR	05/31/12	10/15/13	49.31	39.30	10.01 LT
67.0000	INFINEON TECHS AG SPDADR	07/02/12	10/15/13	660.87	458.21	202.66 LT
72.0000	KURARAY CO LTD SHS	02/17/12	10/15/13	2,433.55	3,049.20	(615.65) LT
8.0000	KURARAY CO LTD SHS	06/05/12	10/15/13	270.40	307.84	(37.44) LT
321.0000	NISSAN MTR LTD SPN ADR	04/26/12	10/15/13	6,488.67	6,687.23	(198.56) LT
15.0000	NISSAN MTR LTD SPN ADR	06/05/12	10/15/13	303.21	278.95	24.26 LT
104.0000	NISSAN MTR LTD SPN ADR	12/21/12	10/15/13	2,102.25	1,900.35	201.90 ST
10.0000	NISSAN MTR LTD SPN ADR	04/30/13	10/15/13	202.15	210.09	(7.94) ST
87.0000	PRUDENTIAL PLC ADR	02/17/12	10/08/13	3,254.98	2,005.91	1,249.07 LT
107.0000	PRUDENTIAL PLC ADR	02/17/12	10/10/13	4,025.88	2,467.03	1,558.85 LT
488.0000	SOCIETE GENERAL SPN ADR	12/05/12	10/18/13	5,656.80	3,605.95	2,050.85 ST
19.0000	TOTAL S.A. SP ADR	02/18/10	10/22/13	1,149.70	1,112.44	37.26 LT
29.0000	TOTAL S.A. SP ADR	07/01/10	10/22/13	1,754.80	1,302.62	452.18 LT
11.0000	TOTAL S.A. SP ADR	06/07/11	10/22/13	665.61	618.53	47.08 LT
2.0000	TOTAL S.A. SP ADR	06/07/11	10/22/13	121.02	112.46	8.56 LT
27.0000	TOTAL S.A. SP ADR	11/15/11	10/22/13	1,633.79	1,362.45	271.34 LT
22.0000	TOTAL S.A. SP ADR	12/20/12	10/22/13	1,331.24	1,146.08	185.16 ST
12.0000	WPP PLC NEW/ADR	02/23/12	10/01/13	1,230.09	759.16	470.93 LT

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

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

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

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

Account Value as of October 31, 2013
\$846,296.43

Realized Capital Gain and Loss Summary*	
	Current
	Fiscal Year
	(10/13)
Short Term	8,160.91
Long Term	17,429.29
* - Excludes transactions for which we have insufficient data	

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Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
5.0000	AGRIUM INC	06/11/12	11/05/12	529.88	398.65	131.23 ST
35.0000	BG GROUP PLC SPON ADR	02/18/10	11/02/12	611.54	649.53	(37.99) LT
34.0000	CHINA SOUTHRN AIRLN ADR	12/22/11	11/16/12	738.51	862.56	(124.05) ST

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Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
4.0000	CHINA SOUTHRN AIRLN ADR	12/22/11	11/16/12	86.89	102.23	(15.34) ST
9.0000	CHINA SOUTHRN AIRLN ADR	12/22/11	11/16/12	197.53	230.02	(32.49) ST
32.0000	CHINA SOUTHRN AIRLN ADR	12/23/11	11/16/12	702.33	830.68	(128.35) ST
48.0000	CHINA SOUTHRN AIRLN ADR	12/28/11	11/16/12	1,053.50	1,215.67	(162.17) ST
44.0000	CHINA SOUTHRN AIRLN ADR	12/29/11	11/16/12	965.72	1,128.87	(163.15) ST
13.0000	CHINA SOUTHRN AIRLN ADR	12/29/11	11/19/12	287.80	333.53	(45.73) ST
20.0000	CHINA SOUTHRN AIRLN ADR	12/29/11	11/19/12	442.78	518.80	(76.02) ST
58.0000	CHINA SOUTHRN AIRLN ADR	12/30/11	11/19/12	1,284.08	1,476.67	(192.59) ST
273.0000	CHINA SOUTHRN AIRLN ADR	11/11/10	11/06/12	4,597.95	5,272.20	(674.25) LT
24.0000	NISSAN MTR LTD SPN ADR	06/03/11	11/06/12	404.21	459.84	(55.63) LT
50.0000	NISSAN MTR LTD SPN ADR	11/15/11	11/06/12	842.13	925.50	(83.37) ST
73.0000	TIM PARTICIPACO/S ADR	12/08/10	11/05/12	1,340.45	1,443.20	(102.75) LT
118.0000	TIM PARTICIPACO/S ADR	12/09/10	11/05/12	2,166.76	2,338.66	(171.90) LT
79.0000	TIM PARTICIPACO/S ADR	11/15/11	11/05/12	1,450.64	1,900.82	(450.18) ST
29.0000	VOLKSWAGEN A G SPONS ADR	12/28/10	11/05/12	1,123.39	806.92	316.47 LT
63.0000	AUTOLIV INC	11/02/10	12/11/12	3,914.26	4,546.47	(632.21) LT
6.0000	AUTOLIV INC	06/03/11	12/11/12	372.78	443.24	(70.46) LT
28.0000	AUTOLIV INC	11/15/11	12/11/12	1,739.68	1,526.00	213.68 LT
14.0000	AUTOLIV INC	11/15/11	12/12/12	878.77	763.00	115.77 LT
168.0000	ASML HOLDING NV ESCROESC	11/29/12	12/03/12	1,992.82	N/A	N/C
17.0000	ADIDAS AG SPONSORED ADR	05/04/11	12/10/12	743.55	633.56	109.99 LT
18.0000	ASSA ABLOY AB ADR	12/23/10	11/29/12	318.44	255.15	63.29 LT
34.0000	ASSA ABLOY AB ADR	12/23/10	11/29/12	601.51	481.95	119.56 LT
296.0000	BANCO LATINOAMERICANO DE	03/22/12	12/17/12	6,105.01	6,215.52	(110.51) ST
23.0000	BANCO LATINOAMERICANO DE	03/22/12	12/18/12	474.93	482.96	(8.03) ST
4.0000	CREDIT SUISSE GP SP ADR	02/18/11	12/18/12	99.63	189.61	(89.98) LT
23.0000	CREDIT SUISSE GP SP ADR	03/16/11	12/18/12	572.87	958.00	(385.13) LT
21.0000	CREDIT SUISSE GP SP ADR	05/27/11	12/18/12	523.05	899.59	(376.54) LT
3.0000	CREDIT SUISSE GP SP ADR	05/27/11	12/18/12	74.72	128.51	(53.79) LT
20.0000	CREDIT SUISSE GP SP ADR	07/13/11	12/18/12	498.15	747.86	(249.71) LT
23.0000	CREDIT SUISSE GP SP ADR	07/21/11	12/18/12	572.88	853.95	(281.07) LT
24.0000	CREDIT SUISSE GP SP ADR	09/19/11	12/18/12	597.79	588.14	9.65 LT
5.0000	CREDIT SUISSE GP SP ADR	09/19/11	12/19/12	126.11	122.53	3.58 LT
81.0000	CREDIT SUISSE GP SP ADR	11/15/11	12/19/12	2,043.10	1,900.44	142.66 LT
4.0000	CNOOC LTD ADR	02/18/10	12/18/12	856.61	633.12	223.49 LT
52.0000	CIE GENERALE DES	03/13/12	12/10/12	941.46	755.03	186.43 ST
8.0000	LVMH MOET HENNESSY ADR	08/16/11	12/07/12	285.14	264.70	20.44 LT
16.0000	LVMH MOET HENNESSY ADR	08/16/11	12/10/12	566.90	529.41	37.49 LT
70.0000	RECKITT BENCKISER GR ADR	02/18/10	11/29/12	877.62	765.80	111.82 LT
34.0000	RECKITT BENCKISER GR ADR	02/18/10	12/07/12	431.50	371.96	59.54 LT

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LEO GOODWIN FOUNDATION INC

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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
39.0000	RECKITT BENCKISER GR ADR	02/18/10	12/10/12	495.77	426.66	69.11 LT
133.0000	SBERBANK SPONSORED ADR	09/13/11	12/17/12	1,605.46	1,415.28	190.18 LT
25.0000	TEVA PHARMACTCL INDS ADR	02/18/10	12/06/12	1,046.84	1,435.18	(388.34) LT
78.0000	TURKIYE GRTI BK SPN ADR	02/18/10	11/29/12	358.02	323.70	34.32 LT
78.0000	TURKIYE GRTI BK SPN ADR	03/16/10	11/29/12	358.02	329.02	29.00 LT
32.0000	WAL-MART DE MEX SPNADR V	02/18/10	12/06/12	1,060.11	781.28	278.83 LT
18.0000	ARM HLDGS PLC SPD ADR	02/18/10	01/02/13	696.61	171.72	524.89 LT
83.0000	ASML HOLDING NV ESCROESC	03/14/11	11/29/12	984.45	653.99	330.46 LT
24.0000	ASML HOLDING NV ESCROESC	06/03/11	11/29/12	284.66	175.03	109.63 LT
9.0000	ASML HOLDING NV ESCROESC	11/15/11	11/29/12	106.74	69.44	37.30 LT
34.0000	ASML HOLDING NV ESCROESC	10/12/12	11/29/12	403.37	344.83	58.54 ST
18.0000	ASML HOLDING NV ESCROESC	10/19/12	11/29/12	213.60	178.43	35.17 ST
10.0000	BAYER AG SP ADR	07/28/11	12/31/12	951.48	805.45	146.03 LT
23.0000	BG GROUP PLC SPON ADR	02/18/10	12/31/12	381.33	426.83	(45.50) LT
114.0000	BG GROUP PLC SPON ADR	02/18/10	01/03/13	1,881.41	2,115.62	(234.21) LT
50.0000	BG GROUP PLC SPON ADR	04/30/10	01/03/13	825.18	866.50	(41.32) LT
105.0000	BG GROUP PLC SPON ADR	11/15/11	01/03/13	1,732.89	2,303.49	(570.60) LT
2.0000	CNOOC LTD ADR	02/18/10	12/31/12	436.83	316.56	120.27 LT
6.0000	CHINA PETE CHEM SPN ADR	12/03/10	12/31/12	683.68	566.81	116.87 LT
22.0000	CHICAGO BRDG &IRON CO NV	02/18/10	12/31/12	1,008.02	481.49	526.53 LT
9.0000	COPA HOLDINGS S A CL A	09/17/12	12/31/12	895.85	752.29	143.56 ST
153.0000	ENERGIS S A SPON ADR	09/23/10	01/02/13	2,800.73	3,631.09	(830.36) LT
73.0000	ENERGIS S A SPON ADR	09/23/10	01/03/13	1,351.42	1,732.48	(381.06) LT
67.0000	ENERGIS S A SPON ADR	06/03/11	01/03/13	1,240.35	1,481.18	(240.83) LT
84.0000	ENERGIS S A SPON ADR	11/15/11	01/03/13	1,555.07	1,591.04	(35.97) LT
3.0000	ENERGIS S A SPON ADR	06/05/12	01/03/13	55.54	52.26	3.28 ST
27.0000	EMBRAER S A SPONSRD ADR	02/18/10	01/24/13	832.97	604.80	228.17 LT
347.0000	FLSMIDTH AND CO A/S ADR	02/18/10	01/07/13	2,016.71	2,196.51	(179.80) LT
25.0000	FLSMIDTH AND CO A/S ADR	02/18/10	01/10/13	146.03	158.25	(12.22) LT
93.0000	FLSMIDTH AND CO A/S ADR	06/03/11	01/10/13	543.24	786.78	(243.54) LT
162.0000	FLSMIDTH AND CO A/S ADR	11/15/11	01/10/13	946.31	1,053.00	(106.69) LT
16.0000	HSBC HLDG PLC SP ADR	02/29/12	12/31/12	844.62	712.09	132.53 ST
181.0000	KDDI CORP SHS	05/11/11	01/24/13	3,121.26	3,205.75	(84.49) LT
64.0000	KDDI CORP SHS	11/15/11	01/24/13	1,103.65	1,183.36	(79.71) LT
8.0000	LUKOIL SPONSORED ADR	02/22/12	12/31/12	536.47	479.74	56.73 ST
185.0000	LI & FUNG LTD-UNSP ADR	09/16/11	01/04/13	677.06	687.72	(10.66) LT
173.0000	LI & FUNG LTD-UNSP ADR	09/20/11	01/04/13	633.15	598.35	34.80 LT
317.0000	LI & FUNG LTD-UNSP ADR	09/20/11	01/16/13	936.49	1,096.41	(159.92) LT
387.0000	LI & FUNG LTD-UNSP ADR	11/15/11	01/16/13	1,143.28	1,544.13	(400.85) LT
341.0000	LI & FUNG LTD-UNSP ADR	07/26/12	01/16/13	1,007.40	1,240.56	(233.16) ST

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EMATM Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
15.0000	PRUDENTIAL PLC ADR	01/25/12	12/31/12	426.44	330.82	95.62 ST
28.0000	RIO TINTO PLC SPNSRD ADR	02/18/10	12/31/12	1,622.61	1,511.72	110.89 LT
11.0000	SIGNET JEWELERS LTD SHS	02/18/10	12/31/12	587.17	318.45	268.72 LT
43.0000	TAIWAN S MANUFACTURING ADR	06/20/12	12/31/12	731.11	608.35	122.76 ST
24.0000	CARNIVAL CORP PAIRED SHS	02/18/10	02/13/13	895.07	811.14	83.93 LT
27.0000	LAS VEGAS SANDS CORP	12/21/11	01/31/13	1,482.21	1,145.36	336.85 LT
40.0000	SWATCH GROUP AG UNSPOND	10/12/11	01/29/13	1,082.18	786.63	295.55 LT
27.0000	TEVA PHARMACTCL INDS ADR	02/18/10	02/06/13	1,027.51	1,550.00	(522.49) LT
55.0000	VODAFONE GROU PLC SP ADR	11/25/11	02/01/13	1,500.29	1,414.04	86.25 LT
76.0000	VODAFONE GROU PLC SP ADR	01/25/12	02/01/13	2,073.13	2,077.79	(4.66) LT
17.0000	EMBRAER S A SPONSRD ADR	02/18/10	02/27/13	564.86	380.80	184.06 LT
106.0000	CGI GROUP INC	06/08/10	03/22/13	2,755.40	1,644.77	1,110.63 LT
60.0000	CGI GROUP INC	06/08/10	03/25/13	1,565.58	931.00	634.58 LT
40.0000	CGI GROUP INC	11/15/11	03/25/13	1,043.73	770.33	273.40 LT
11.0000	SWATCH GROUP AG UNSPOND	10/12/11	03/07/13	310.57	216.32	94.25 LT
23.0000	SWATCH GROUP AG UNSPOND	10/19/11	03/07/13	649.39	448.39	201.00 LT
1.0000	SWATCH GROUP AG UNSPOND	11/08/11	03/07/13	28.24	21.02	7.22 LT
24.0000	BAYER AG SP ADR	07/28/11	04/22/13	2,440.96	1,933.08	507.88 LT
10.0000	BAYER AG SP ADR	08/10/11	04/22/13	1,017.06	628.67	388.39 LT
8.0000	BAYER AG SP ADR	08/11/11	04/22/13	813.65	483.72	329.93 LT
33.0000	BAYER AG SP ADR	11/15/11	04/22/13	3,356.34	2,134.11	1,222.23 LT
35.0000	EMBRAER S A SPONSRD ADR	02/18/10	04/15/13	1,205.65	783.99	421.66 LT
49.0000	CGI GROUP INC	11/15/11	03/26/13	1,285.23	943.66	341.57 LT
83.0000	KOMATSU NEW NEW SPNSDADR	12/13/10	04/05/13	1,901.62	2,452.65	(551.03) LT
16.0000	mitsui co adr	03/25/11	04/09/13	4,135.97	5,981.87	(1,845.90) LT
2.0000	mitsui co adr	06/03/11	04/09/13	516.99	664.62	(147.63) LT
5.0000	mitsui co adr	11/15/11	04/09/13	1,292.50	1,517.20	(224.70) LT
61.0000	RIO TINTO PLC SPNSRD ADR	02/18/10	04/08/13	2,804.18	3,293.40	(489.22) LT
37.0000	RIO TINTO PLC SPNSRD ADR	11/15/11	04/08/13	1,700.90	2,057.00	(356.10) LT
25.0000	RIO TINTO PLC SPNSRD ADR	06/05/12	04/08/13	1,149.26	1,072.37	76.89 ST
172.0000	REXAM PLC SHS ADR	05/16/12	04/22/13	6,718.77	5,485.80	1,232.97 ST
4.0000	REXAM PLC SHS ADR	06/05/12	04/22/13	156.26	123.25	33.01 ST
218.0000	SBERBANK SPONSORED ADR	09/13/11	03/27/13	2,705.79	2,319.79	386.00 LT
93.0000	SBERBANK SPONSORED ADR	11/15/11	03/27/13	1,154.31	996.80	157.51 LT
93.0000	TURKIYE GRTI BK SPN ADR	03/16/10	04/02/13	486.11	392.29	93.82 LT
141.0000	TURKIYE GRTI BK SPN ADR	06/30/10	04/02/13	737.00	610.53	126.47 LT
152.0000	TURKIYE GRTI BK SPN ADR	12/02/10	04/02/13	794.50	895.75	(101.25) LT
388.0000	TURKIYE GRTI BK SPN ADR	11/15/11	04/02/13	2,028.08	1,392.92	635.16 LT
7.0000	TURKIYE GRTI BK SPN ADR	06/05/12	04/02/13	36.59	23.66	12.93 ST
12.0000	TOYOTA MOTOR CORP ADR	02/18/10	03/27/13	1,231.76	885.00	346.76 LT

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Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
9 0000	TOYOTA MOTOR CORP ADR	02/18/10	04/17/13	1,004.17	663.75	340.42 LT
17 0000	ARM HLDGS PLC SPD ADR	02/18/10	05/01/13	808.77	162.18	646.59 LT
215 0000	AMERICA MOVIL SAB DE CV	02/18/10	05/28/13	4,345.57	4,898.77	(553.20) LT
12 0000	AMERICA MOVIL SAB DE CV	06/03/11	05/28/13	242.54	301.96	(59.42) LT
26 0000	AMERICA MOVIL SAB DE CV	11/15/11	05/28/13	525.51	661.44	(135.93) LT
7 0000	AMERICA MOVIL SAB DE CV	06/05/12	05/28/13	141.49	161.74	(20.25) ST
96 0000	CHECK POINT SOFTWARE TECH	02/18/10	04/26/13	4,330.50	3,148.54	1,181.96 LT
9 0000	CNOOC LTD ADR	02/18/10	05/21/13	1,677.07	1,424.52	252.55 LT
7 0000	MERCADOLIBRE INC	09/19/11	05/01/13	685.50	471.67	213.83 LT
8 0000	MERCADOLIBRE INC	09/19/11	05/09/13	957.16	539.05	418.11 LT
4 0000	MERCADOLIBRE INC	09/23/11	05/09/13	478.59	238.40	240.19 LT
23 0000	SCHLUMBERGER LTD	02/18/10	05/20/13	1,776.41	1,509.26	267.15 LT
1 0000	ARM HLDGS PLC SPD ADR	02/18/10	06/05/13	41.75	9.54	32.21 LT
66 0000	ALLIANZ SE SPD ADR	11/06/12	06/05/13	1,009.59	814.94	194.65 ST
1 0000	ACCENTURE PLC SHS	06/04/12	06/05/13	80.84	55.72	25.12 LT
3 0000	ALLIED WORLD ASSURANCE	02/18/10	06/05/13	270.69	138.03	132.66 LT
7 0000	AIA GROUP LTD	09/10/12	06/05/13	120.20	102.64	17.56 ST
2 0000	ADIDAS AG SPONSORED ADR	05/04/11	06/05/13	108.69	74.54	34.15 LT
102 0000	AERCAP HOLDINGS N.V. SHS	04/28/10	06/05/13	1,764.57	1,430.90	333.67 LT
1 0000	ASSA ABLOY AB ADR	12/23/10	06/05/13	217.90	155.93	61.97 LT
31 0000	BAE SYS PLC SPN ADR	02/18/10	06/05/13	763.10	135.58	(40.41) LT
17 0000	BT GROUP PLC ADR	11/05/12	06/05/13	771.40	711.45	51.65 LT
1 0000	BURBERRY GROU PLC-SP ADR	10/23/12	06/05/13	42.87	614.74	156.66 ST
1 0000	CANADIAN NATL RAILWAY CO	02/18/10	06/05/13	100.62	36.22	6.65 ST
4 0000	CARNIVAL CORP PAIRED SHS	02/18/10	06/05/13	128.98	52.47	48.15 LT
36 0000	CHICAGO BRDG & IRON CO NV	02/18/10	06/05/13	2,170.90	135.19	(6.21) LT
6 0000	COMPASS GROUP PLC ADR	12/10/12	06/05/13	79.28	787.90	1,383.00 LT
15 0000	COPA HOLDINGS S A CL A	09/17/12	06/05/13	1,954.83	71.47	7.81 ST
15 0000	CIE GENERALE DES	03/13/12	06/05/13	263.54	1,253.81	701.02 ST
2 0000	DEUTSCHE BK AG REG SHS	10/31/12	06/05/13	94.75	217.80	45.74 LT
6 0000	ELEKTA B SHS UNSPOND ADR	12/10/12	06/05/13	96.11	91.46	3.29 ST
3 0000	EMBRAER S A SPONSRD ADR	02/18/10	06/05/13	109.28	91.70	4.41 ST
11 0000	FLEXTRONICS INTL LTD	03/16/10	06/05/13	83.66	67.20	42.08 LT
7 0000	FRESENIUS MEDICAL CARE	02/18/10	06/05/13	240.48	83.61	0.05 LT
11 0000	FANUC LTD-UNSP	02/18/10	06/05/13	263.11	179.48	62.93 LT
4 0000	HSBC HLDG PLC SP ADR	02/29/12	06/05/13	221.30	178.02	83.63 LT
6 0000	HANG LUNG PROPERTIES ADR	02/18/10	06/05/13	106.01	110.52	43.28 LT
47 0000	HENNES AND MAURITZ AB-	02/18/10	06/05/13	320.53	285.52	(4.51) LT
8 0000	HONG KONG EXCHANGES AND	02/18/10	06/05/13	131.99	134.00	35.01 LT
						(2.01) LT

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2 0000	HITACHI LTD 10 NEW ADR	04/27/11	06/05/13	131 69	103.80	27.89 LT
31 0000	INDUSTRAL AND COMMRCIAL BNK	02/18/10	06/05/13	425.00	444.98	(19.98) LT
24 0000	ITAU UNIBANCO BANCO HOLD	02/18/10	06/05/13	359.75	452.67	(92.92) LT
17 0000	KOMATSU NEW NEW SPNSDADR	12/13/10	06/05/13	431.34	502.35	(71.01) LT
132 0000	KINGFISHER PLC SP ADR	02/18/10	06/05/13	1,400.50	893.64	506.86 LT
1 0000	KUBOTA CORP ADR	04/02/13	06/05/13	74.45	69.32	5.13 ST
10 0000	LVMH MOET HENNESSY ADR	08/16/11	06/05/13	344.79	330.88	13.91 LT
1 0000	LULULEMON ATHLETICA INC	01/30/13	06/05/13	80.22	69.59	10.63 ST
29 0000	MITSUBISHI UFJ FINL GRP	02/18/10	06/05/13	168.51	146.69	21.82 LT
1 0000	MERCADOLIBRE INC	09/23/11	06/05/13	114.93	59.60	55.33 LT
5 0000	NOVARTIS ADR	02/18/10	06/05/13	357.91	273.00	84.91 LT
1 0000	NESTLE S A REP RG SH ADR	02/18/10	06/05/13	67.27	47.74	19.53 LT
1 0000	NOVO NORDISK A S ADR	02/18/10	06/05/13	163.32	72.32	91.00 LT
5 0000	PEARSON SPONSORED ADR	02/03/12	06/05/13	91.79	95.88	(4.09) LT
7 0000	PUBLICIS GROUPE SPON ADR	05/25/10	06/05/13	123.26	67.95	55.31 LT
2 0000	PACIFIC RUBIALES ENERGY	05/23/13	06/05/13	43.27	41.03	2.24 ST
5 0000	POTASH CORP SASKATCHEWAN	10/17/11	06/05/13	207.62	247.70	(40.08) LT
24 0000	POTASH CORP SASKATCHEWAN	10/17/11	06/13/13	965.31	1,188.99	(223.68) LT
4 0000	POTASH CORP SASKATCHEWAN	10/17/11	06/24/13	154.17	198.16	(43.99) LT
20 0000	POTASH CORP SASKATCHEWAN	11/15/11	06/24/13	770.89	921.50	(150.61) LT
33 0000	PRUDENTIAL PLC ADR	01/25/12	06/05/13	1,105.89	727.81	378.08 LT
6 0000	ROYAL BK SCOTLAND GR ADR	12/18/12	06/05/13	60.83	60.61	0.22 ST
9 0000	RECKITT BENCKISER GROUP	02/18/10	06/05/13	127.88	98.46	29.42 LT
2 0000	SAP AG SHS	02/18/10	06/05/13	149.81	87.88	61.93 LT
49 0000	SK TELECOM ADR	12/17/12	06/05/13	1,005.17	791.04	214.13 ST
2 0000	SIEMENS AG ADR	03/10/11	06/05/13	211.98	255.19	(43.21) LT
1 0000	SIEMENS AG ADR	03/10/11	06/25/13	99.90	127.59	(27.69) LT
7 0000	SIEMENS AG ADR	05/10/11	06/25/13	699.34	962.83	(263.49) LT
8 0000	SIEMENS AG ADR	08/31/11	06/25/13	799.26	827.65	(28.39) LT
2 0000	SCHLUMBERGER LTD	02/18/10	06/05/13	145.41	131.24	14.17 LT
1 0000	SINA CORPORATION	05/17/13	06/05/13	56.62	59.77	(3.15) ST
1 0000	SYNGENTA AG ADR	03/26/12	06/05/13	78.76	68.30	10.46 LT
4 0000	SABMILLER PLC SPON ADR	02/18/10	06/05/13	202.59	109.24	93.35 LT
1 0000	SOUTHERN COPPER CORP	12/12/11	06/05/13	31.40	31.08	0.32 LT
14 0000	SPREADTRUM COMMUNICATION	01/04/13	06/05/13	270.37	239.98	30.39 ST
8 0000	SAFRAN SA-UNSPON ADR	04/22/13	06/05/13	417.43	367.15	50.28 ST
24 0000	SIGNET JEWELERS LTD SHS	02/18/10	06/05/13	1,629.80	694.80	935.00 LT
12 0000	SUMITOMO MITSUI TR HLDGS	05/14/13	06/05/13	50.51	69.83	(19.32) ST
3 0000	TEVA PHARMACTCL INDS ADR	02/18/10	06/05/13	114.35	172.22	(57.87) LT
45 0000	TEVA PHARMACTCL INDS ADR	02/18/10	06/12/13	1,756.23	2,583.33	(827.10) LT

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32.0000	TAIWAN S MANUFACTURING ADR	06/20/12	06/05/13	601.76	452.73	149.03 ST
102.0000	TAIWAN S MANUFACTURING ADR	06/20/12	06/07/13	1,905.71	1,443.06	462.65 ST
135.0000	TAIWAN S MANUFACTURING ADR	06/20/12	06/13/13	2,449.59	1,909.94	539.65 ST
2.0000	TAIWAN S MANUFACTURING ADR	07/26/12	06/13/13	36.30	26.78	9.52 ST
9.0000	TENCENT HOLDINGS LTD ADR	04/27/10	06/05/13	347.03	187.58	159.45 LT
9.0000	TULLOW OIL PLC SHS	12/17/12	06/05/13	71.68	88.13	(16.45) ST
1.0000	TOYOTA MOTOR CORP ADR	02/18/10	06/05/13	115.90	73.75	42.15 LT
54.0000	VALEO SPONSORED ADR	12/06/10	06/05/13	1,830.22	1,594.54	235.68 LT
44.0000	WUXI PHARMATECH CAYMAN I	11/21/12	06/05/13	913.87	700.01	213.86 ST
1.0000	YUM BRANDS INC	03/08/12	06/05/13	68.76	66.19	2.57 LT
7.0000	YANDEX N V CL A	05/31/11	06/05/13	185.77	245.38	(59.61) LT
3.0000	YANDEX N V CL A	06/03/11	06/05/13	79.62	100.33	(20.71) LT
2.0000	WAL-MART DE MEX SPNADR V	02/18/10	06/05/13	56.77	48.83	7.94 LT
15.0000	ACCENTURE PLC SHS	06/04/12	06/28/13	1,076.24	835.75	240.49 LT
63.0000	ASML HLDG NV NY REG SHS	03/14/11	07/26/13	5,602.14	2,749.93	2,852.21 LT
19.0000	ASML HLDG NV NY REG SHS	06/03/11	07/26/13	1,689.54	770.59	918.95 LT
7.0000	ASML HLDG NV NY REG SHS	11/15/11	07/26/13	622.46	298.29	324.17 LT
2.0000	ASML HLDG NV NY REG SHS	10/12/12	07/26/13	177.85	112.37	65.48 ST
40.0000	ASSA ABLOY AB ADR	12/23/10	07/22/13	889.46	567.00	322.46 LT
40.0000	COMPANHIA ENERG DE ADR	07/21/11	06/27/13	362.86	574.08	(211.22) LT
221.0000	COMPANHIA ENERG DE ADR	07/22/11	06/27/13	2,004.81	3,174.84	(1,170.03) LT
143.0000	COMPANHIA ENERG DE ADR	11/15/11	06/27/13	1,297.23	1,741.73	(444.50) LT
315.0000	COMPANHIA ENERG DE ADR	06/05/13	06/27/13	2,857.54	3,230.36	(372.82) ST
190.0000	COPEL PARANA ADR PREF B	09/23/10	06/27/13	2,375.92	4,322.48	(1,946.56) LT
10.0000	COPEL PARANA ADR PREF B	06/03/11	06/27/13	125.04	268.10	(143.06) LT
125.0000	COPEL PARANA ADR PREF B	11/15/11	06/27/13	1,563.11	2,472.63	(909.52) LT
83.0000	COPEL PARANA ADR PREF B	06/05/13	06/27/13	1,037.92	1,329.14	(291.22) ST
60.0000	COPEL PARANA ADR PREF B	06/05/13	06/28/13	730.98	960.82	(229.84) ST
3.0000	CNOOC LTD ADR	02/18/10	07/15/13	524.24	474.84	49.40 LT
3.0000	CNOOC LTD ADR	02/18/10	07/16/13	527.97	474.84	53.13 LT
51.0000	ELEKTA B SHS UNSPOND ADR	12/10/12	07/24/13	881.88	779.44	102.44 ST
41.0000	ELEKTA B SHS UNSPOND ADR	12/10/12	07/26/13	694.67	626.61	68.06 ST
16.0000	ELEKTA B SHS UNSPOND ADR	12/11/12	07/26/13	271.10	250.90	20.20 ST
87.0000	ITAU UNIBANCO BANCO HOLD	02/18/10	07/08/13	1,020.26	1,640.93	(620.67) LT
47.0000	ITAU UNIBANCO BANCO HOLD	05/21/10	07/08/13	551.18	758.78	(207.60) LT
43.0000	ITAU UNIBANCO BANCO HOLD	02/03/11	07/08/13	504.27	835.27	(331.00) LT
1.0000	ITAU UNIBANCO BANCO HOLD	05/04/11	07/08/13	11.73	20.41	(8.68) LT
95.0000	ROYAL BK SCOTLAND GR ADR	12/18/12	07/01/13	816.58	959.68	(143.10) ST
47.0000	ROYAL BK SCOTLAND GR ADR	12/18/12	07/02/13	389.78	474.79	(85.01) ST
30.0000	ROYAL BK SCOTLAND GR ADR	12/19/12	07/02/13	248.80	308.28	(59.48) ST

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25.0000	ROYAL BK SCOTLAND GR ADR	12/19/12	07/02/13	207.33	256.90	(49.57) ST
23.0000	ROYAL BK SCOTLAND GR ADR	12/20/12	07/02/13	190.75	238.65	(47.90) ST
37.0000	ROYAL BK SCOTLAND GR ADR	12/20/12	07/02/13	306.85	383.92	(77.07) ST
18.0000	ROYAL BK SCOTLAND GR ADR	12/21/12	07/02/13	149.28	183.87	(34.59) ST
59.0000	ROYAL BK SCOTLAND GR ADR	12/21/12	07/02/13	489.33	602.68	(113.35) ST
9.0000	ROYAL BK SCOTLAND GR ADR	12/21/12	07/03/13	73.96	91.93	(17.97) ST
15.0000	ROYAL BK SCOTLAND GR ADR	12/24/12	07/03/13	123.26	154.65	(31.39) ST
4.0000	ROYAL BK SCOTLAND GR ADR	12/26/12	07/03/13	32.87	41.46	(8.59) ST
89.0000	ROYAL BK SCOTLAND GR ADR	04/05/13	07/03/13	731.40	744.12	(12.72) ST
10.0000	ROYAL BK SCOTLAND GR ADR	04/08/13	07/03/13	82.18	81.73	0.45 ST
91.0000	RECKITT BENCKISER GROUP	02/18/10	07/17/13	1,278.28	995.54	282.74 LT
13.0000	SAP AG SHS	02/18/10	07/03/13	920.75	571.22	349.53 LT
14.0000	SAP AG SHS	02/18/10	07/03/13	1,006.57	615.16	391.41 LT
2.0000	SIEMENS AG ADR	08/31/11	07/08/13	206.71	206.91	(0.20) LT
8.0000	SIEMENS AG ADR	09/15/11	07/08/13	826.84	773.69	53.15 LT
21.0000	SIEMENS AG ADR	11/15/11	07/08/13	2,170.47	2,100.21	70.26 LT
28.0000	TENCENT HOLDINGS LTD ADR	07/26/12	07/08/13	620.14	491.68	128.46 ST
16.0000	YANDEX N V CL A	04/27/10	07/22/13	1,180.12	583.57	596.55 LT
16.0000	YANDEX N V CL A	06/03/11	07/24/13	484.45	535.08	(50.63) LT
1.0000	ARM HLDGS PLC SPD ADR	06/16/11	07/24/13	484.46	487.38	(2.92) LT
1.0000	ACCENTURE PLC SHS	02/18/10	07/30/13	39.59	9.54	30.05 LT
4.0000	ALLIED WORLD ASSURANCE	06/04/12	07/30/13	73.41	55.72	17.69 LT
1.0000	ASML HLDG NV NY REG SHS	02/18/10	07/30/13	378.79	184.04	194.75 LT
3.0000	ADIDAS AG SPONSORED ADR	10/12/12	07/30/13	89.87	56.18	33.69 ST
6.0000	AERCAP HOLDINGS N.V. SHS	05/04/11	07/30/13	168.68	111.80	56.88 LT
4.0000	ASSA ABLOY AB ADR	04/28/10	07/30/13	105.17	84.17	21.00 LT
2.0000	ASSA ABLOY AB ADR	12/23/10	07/30/13	88.03	56.70	31.33 LT
10.0000	BANK OF MONTREAL COM	01/07/11	07/30/13	44.02	28.10	15.92 LT
1.0000	BANK OF NOVA SCOTIA	09/05/12	07/30/13	624.39	577.34	47.05 ST
27.0000	BAIDU INC SPON ADR	03/20/12	07/30/13	57.08	56.17	0.91 LT
21.0000	BAE SVS PLC SPN ADR	04/26/12	07/30/13	131.41	135.59	(4.18) LT
2.0000	BURBERRY GROU PLC-SP ADR	02/18/10	07/30/13	735.74	619.65	116.09 LT
4.0000	CREDICORP LTD COM PV \$5	11/05/12	07/30/13	1,088.64	759.38	329.26 ST
3.0000	CANADIAN NATL RAILWAY CO	10/23/12	07/30/13	92.89	72.45	20.44 ST
3.0000	CARNIVAL CORP PAIRED SHS	07/26/13	07/30/13	476.95	466.47	10.48 ST
10.0000	CHECK POINT SOFTWARE TECH	02/18/10	07/30/13	301.85	157.41	144.44 LT
10.0000	CHECK POINT SOFTWARE TECH	02/18/10	07/30/13	111.08	101.39	9.69 LT
5.0000	CNOOC LTD ADR	11/10/11	07/30/13	564.69	327.97	236.72 LT
		02/18/10	07/30/13	903.66	577.40	(12.71) LT
			07/30/13		791.40	112.26 LT

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Fiscal Statement

LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
9.0000	CNOOC LTD ADR	02/18/10	08/26/13	1,803.28	1,424.52	378.76 LT
2.0000	CNOOC LTD ADR	02/18/10	08/27/13	392.91	316.56	76.35 LT
3.0000	CHINA MOBILE LTD SPN ADR	02/18/10	07/30/13	158.99	148.26	10.73 LT
3.0000	COMPASS GROUP PLC ADR	12/10/12	07/30/13	40.69	35.74	4.95 ST
3.0000	COPA HOLDINGS S A CL A	09/17/12	07/30/13	411.12	250.76	160.36 ST
5.0000	CIE GENERALE DES	03/13/12	07/30/13	100.19	72.60	27.59 LT
1.0000	DASSAULT SYS SA SPN ADR	02/18/10	07/30/13	130.31	55.96	74.35 LT
2.0000	DIAGEO PLC SPSD ADR NEW	11/28/11	07/30/13	243.15	163.92	79.23 LT
1.0000	DEUTSCHE BK AG REG SHS	10/31/12	07/30/13	45.15	45.73	(0.58) ST
2.0000	ELEKTA B SHS UNSPOND ADR	12/11/12	07/30/13	33.53	31.36	2.17 ST
19.0000	ENERGY XXI LTD NEW COM	12/22/11	07/30/13	496.46	587.18	(90.72) LT
3.0000	EMBRAER S A SPONSRD ADR	02/18/10	07/30/13	105.65	67.20	38.45 LT
101.0000	FLEXTRONICS INTL LTD	03/16/10	07/30/13	865.95	767.73	98.22 LT
3.0000	FRESENIUS MEDICAL CARE	02/18/10	07/30/13	94.28	76.09	18.19 LT
48.0000	OAO GAZPROM SPON ADR	04/27/11	07/30/13	375.35	805.35	(430.00) LT
44.0000	HERBALIFE LTD	02/18/10	07/30/13	2,690.99	897.38	1,793.61 LT
3.0000	HSBC HLDG PLC SP ADR	02/29/12	07/30/13	167.81	133.52	34.29 LT
2.0000	HANG LUNG PROPERTIES ADR	02/18/10	07/30/13	32.17	36.84	(4.67) LT
8.0000	HENNES AND MAURITZ AB-	02/18/10	07/30/13	59.03	48.60	10.43 LT
4.0000	HONG KONG EXCHANGES AND	02/18/10	07/30/13	62.15	67.00	(4.85) LT
2.0000	INDUSTR L AND COMMRL CL BNK	02/18/10	07/30/13	25.97	28.71	(2.74) LT
3.0000	ITAU UNIBANCO BANCO HOLD	05/04/11	07/30/13	38.54	61.24	(22.70) LT
2.0000	ING GP NV SPSD ADR	07/01/13	07/30/13	20.07	18.63	1.44 ST
1.0000	KOMATSU NEW NEW SPNSDADR	12/13/10	07/30/13	22.08	29.55	(7.47) LT
82.0000	KINGFISHER PLC SP ADR	02/18/10	07/30/13	975.78	555.14	420.64 LT
5.0000	LVMH MOET HENNESSY ADR	08/16/11	07/30/13	178.99	165.44	13.55 LT
2.0000	LUKOIL SPONSORED ADR	02/22/12	07/30/13	119.31	119.94	(0.63) LT
1.0000	LAS VEGAS SANDS CORP	12/21/11	07/30/13	56.04	42.42	13.62 LT
1.0000	LULULEMON ATHLETICA INC	01/30/13	07/30/13	69.64	69.59	0.05 ST
157.0000	MITSUBISHI UFJ FINL GRP	02/18/10	07/29/13	965.23	794.15	171.08 LT
4.0000	MERCADOLIBRE INC	09/23/11	08/02/13	512.05	238.41	273.64 LT
2.0000	NETEASE.COM INC ADR	06/20/12	07/30/13	142.09	109.20	32.89 LT
1.0000	NESTLE S A REP RG SH ADR	02/18/10	07/30/13	63.56	62.46	1.10 LT
2.0000	NOVO NORDISK A S ADR	02/18/10	07/30/13	133.39	95.48	37.91 LT
1.0000	PEARSON SPONSORED ADR	02/03/12	07/30/13	166.58	72.32	94.26 LT
5.0000	PUBLICIS GROUPE SPON ADR	05/25/10	07/30/13	101.09	95.89	5.20 LT
8.0000	POTASH CORP SASKATCHEWAN	11/15/11	07/30/13	150.15	77.65	72.50 LT
16.0000	POTASH CORP SASKATCHEWAN	11/15/11	07/29/13	595.63	737.19	(141.56) LT
1.0000	POTASH CORP SASKATCHEWAN	11/15/11	07/30/13	30.48	46.07	(15.59) LT
45.0000	POTASH CORP SASKATCHEWAN	11/15/11	07/31/13	1,364.36	2,073.37	(709.01) LT

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LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
17 0000	POTASH CORP SASKATCHEWAN	11/30/11	07/31/13	515.42	752.00	(236.58) LT
18.0000	POTASH CORP SASKATCHEWAN	06/05/12	07/31/13	545.75	683.22	(137.47) LT
9 0000	PRUDENTIAL PLC ADR	01/25/12	07/30/13	319.31	198.49	120.82 LT
2 0000	ROYAL DUTCH SHELL PLC	08/22/11	07/30/13	134.49	126.39	8.10 LT
9 0000	RECKITT BENCKISER GROUP	02/18/10	07/30/13	126.89	98.46	28.43 LT
2 0000	ROCHE HLDG LTD SPN ADR	06/26/13	07/30/13	124.37	119.91	4.46 ST
2 0000	ROLLS ROYCE GRP SPN ADR	04/22/13	07/30/13	180.59	169.90	10.69 ST
1.0000	SAP AG SHS	02/18/10	07/30/13	73.16	43.94	29.22 LT
34.0000	SK TELECOM ADR	12/17/12	07/30/13	736.43	548.89	187.54 ST
2.0000	SCHLUMBERGER LTD	02/18/10	07/30/13	162.81	131.24	31.57 LT
1.0000	SYNGENTA AG ADR	03/26/12	07/30/13	79.35	68.30	11.05 LT
1.0000	SABMILLER PLC SPON ADR	02/18/11	07/30/13	47.79	27.31	20.48 LT
2.0000	SOUTHERN COPPER CORP	12/12/11	07/30/13	53.71	62.16	(8.45) LT
7.0000	SWATCH GROUP AG UNSPOND	11/08/11	07/30/13	207.47	147.11	60.36 LT
85.0000	SPREADTRUM COMMUNICATION	01/04/13	07/30/13	2,538.21	1,456.99	1,081.22 ST
53.0000	SPREADTRUM COMMUNICATION	01/07/13	07/30/13	1,582.65	897.41	685.24 ST
247 0000	SPREADTRUM COMMUNICATION	01/07/13	08/08/13	7,370.00	4,182.28	3,187.72 ST
13 0000	SAFRAN SA-UNSPON ADR	04/22/13	07/30/13	751.39	596.63	154.76 ST
6.0000	SIGNET JEWELERS LTD SHS	02/18/10	07/30/13	431.60	173.70	257.90 LT
8.0000	SUNCOR ENERGY INC NEW	05/28/13	07/30/13	252.39	249.97	2.42 ST
1 0000	TEVA PHARMACTCL INDS ADR	02/18/10	07/30/13	39.53	57.41	(17.88) LT
4.0000	TATA MOTORS LTD ADR	12/11/12	07/30/13	94.59	101.95	(7.36) ST
34.0000	TENCENT HOLDINGS LTD ADR	04/27/10	07/30/13	1,558.81	708.62	850.19 LT
3.0000	TENCENT HOLDINGS LTD ADR	04/27/10	08/02/13	138.73	62.53	76.20 LT
18.0000	TENCENT HOLDINGS LTD ADR	06/17/10	08/02/13	832.43	291.24	541.19 LT
3 0000	TENCENT HOLDINGS LTD ADR	01/10/11	08/02/13	138.74	69.24	69.50 LT
11.0000	TULLOW OIL PLC SHS	12/17/12	07/30/13	85.90	107.72	(21.82) ST
2.0000	TOYOTA MOTOR CORP ADR	02/18/10	07/30/13	245.25	147.50	97.75 LT
5.0000	UNTD OVERSEAS BK SPN ADR	09/17/12	07/30/13	170.44	162.03	8.41 ST
21 0000	VALEO SPONSORED ADR	12/06/10	07/30/13	818.41	620.10	198.31 LT
10 0000	VOLKSWAGEN A G SPONS ADR	12/28/10	07/30/13	451.69	278.25	173.44 LT
19 0000	WM MORRISON SUPERMARKETS	07/05/13	07/30/13	415.14	390.02	25.12 ST
1.0000	WUXI PHARMATECH CAYMAN I	11/21/12	07/30/13	21.26	15.91	5.35 ST
1 0000	YUM BRANDS INC	03/08/12	07/30/13	72.90	66.19	6.71 LT
3.0000	YANDEX N V CL A	06/16/11	07/30/13	95.96	91.38	4.58 LT
1.0000	WAL-MART DE MEX SPNADR V	02/18/10	07/30/13	27.14	24.42	2.72 LT
9.0000	ACCENTURE PLC SHS	06/04/12	09/24/13	674.36	501.45	172.91 LT
4.0000	ACCENTURE PLC SHS	07/12/12	09/24/13	299.72	229.29	70.43 LT
113 0000	BANK OF NOVA SCOTIA	03/20/12	09/12/13	6,487.16	6,347.66	139.50 LT
8.0000	BANK OF NOVA SCOTIA	03/21/12	09/12/13	459.27	448.45	10.82 LT

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

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8.0000	BANK OF NOVA SCOTIA	06/05/13	09/12/13	459.27	451.14	8.13 ST
17.0000	BURBERRY GROU PLC-SP ADR	10/23/12	09/16/13	871.23	615.82	255.41 ST
32.0000	CARNIVAL CORP PAIRED SHS	02/18/10	09/25/13	1,045.57	1,081.51	(35.94) LT
59.0000	DOMTAR CORP SHS	04/27/10	08/30/13	3,886.14	4,403.96	(517.82) LT
1.0000	DOMTAR CORP SHS	06/03/11	08/30/13	65.86	98.90	(33.04) LT
26.0000	DOMTAR CORP SHS	11/15/11	08/30/13	1,712.54	2,053.74	(341.20) LT
18.0000	DOMTAR CORP SHS	06/05/13	08/30/13	1,185.62	1,279.56	(93.94) ST
148.0000	INDUSTRIAL AND COMMRCIAL BNK	02/18/10	09/09/13	2,032.44	2,124.40	(91.96) LT
38.0000	ITAU UNIBANCO BANCO HOLD	05/04/11	09/17/13	527.97	775.76	(247.79) LT
79.0000	KINGFISHER PLC SP ADR	02/18/10	09/13/13	993.87	534.83	459.04 LT
3.0000	MERCADOLIBRE INC	09/23/11	09/25/13	386.71	178.80	207.91 LT
2.0000	MERCADOLIBRE INC	09/28/11	09/25/13	257.81	116.23	141.58 LT
19.0000	ASML HLDG NV NY REG SHS	10/12/12	10/15/13	1,845.16	1,067.49	777.67 LT
4.0000	ASML HLDG NV NY REG SHS	10/12/12	10/22/13	376.93	224.74	152.19 LT
14.0000	ASML HLDG NV NY REG SHS	10/19/12	10/22/13	1,319.29	765.16	554.13 LT
1.0000	ASML HLDG NV NY REG SHS	12/14/12	10/22/13	94.24	63.58	30.66 ST
37.0000	ASSA ABLOY AB ADR	01/07/11	09/26/13	851.54	519.80	331.74 LT
9.0000	ASSA ABLOY AB ADR	01/24/11	09/26/13	207.14	122.25	84.89 LT
38.0000	ASSA ABLOY AB ADR	01/24/11	09/27/13	867.06	516.19	350.87 LT
12.0000	DASSAULT SYS SA SPN ADR	02/18/10	10/16/13	1,346.08	671.52	674.56 LT
99.0000	HANG LUNG PROPERTIES ADR	02/18/10	10/15/13	1,636.78	1,823.58	(186.80) LT
42.0000	HANG LUNG PROPERTIES ADR	02/18/10	10/16/13	683.31	773.64	(90.33) LT
9.0000	HANG LUNG PROPERTIES ADR	02/18/10	10/17/13	147.29	165.78	(18.49) LT
29.0000	HANG LUNG PROPERTIES ADR	11/15/11	10/17/13	474.64	497.93	(23.29) LT
31.0000	HANG LUNG PROPERTIES ADR	11/15/11	10/18/13	506.10	532.27	(26.17) LT
32.0000	HANG LUNG PROPERTIES ADR	10/08/12	10/18/13	522.44	554.82	(32.38) LT
14.0000	HANG LUNG PROPERTIES ADR	10/08/12	10/21/13	229.54	242.73	(13.19) LT
294.0000	HENNES AND MAURITZ AB-	02/18/10	10/15/13	2,442.48	1,786.05	656.43 LT
1.0000	SAP AG SHS	02/18/10	10/15/13	72.63	43.94	28.69 LT
13.0000	SAP AG SHS	12/09/10	10/15/13	944.29	636.78	307.51 LT
5.0000	SAP AG SHS	12/09/10	10/16/13	363.10	244.91	118.19 LT
11.0000	SAP AG SHS	11/15/11	10/16/13	798.82	665.77	133.05 LT
11.0000	SCHLUMBERGER LTD	02/18/10	10/08/13	969.60	721.82	247.78 LT
28.0000	TEVA PHARMACTCL INDS ADR	02/18/10	10/10/13	1,119.23	1,607.40	(488.17) LT
15.0000	TEVA PHARMACTCL INDS ADR	03/17/11	10/10/13	599.59	716.97	(117.38) LT
4.0000	TEVA PHARMACTCL INDS ADR	11/15/11	10/10/13	159.90	161.79	(1.89) LT
52.0000	TEVA PHARMACTCL INDS ADR	11/15/11	10/15/13	2,056.36	2,103.21	(46.85) LT
10.0000	TENCENT HOLDINGS LTD ADR	01/10/11	10/11/13	537.80	230.81	306.99 LT
10.0000	TENCENT HOLDINGS LTD ADR	01/11/11	10/11/13	537.81	231.33	306.48 LT

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LEO GOODWIN FOUNDATION INC

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
5.0000	AGRIUM INC	06/11/12	11/05/12	529.88	398.65	131.23 ST
35.0000	BG GROUP PLC SPON ADR	02/18/10	11/02/12	611.54	649.53	(37.99) LT
34.0000	CHINA SOUTHRN AIRLN ADR	12/22/11	11/16/12	738.51	862.56	(124.05) ST

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LEO GOODWIN FOUNDATION, INC
EIN 52-6054098

Schedule of Information for Form 990-PF

Year Ended October 31, 2013

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



LEO GOODWIN
FOUNDATION

ATTACHMENT PF-1

RECIPIENT	Relationship	Status of Recipient	Purpose of Grant or Contribution	Amount
ACHIEVEMENT & REHABILITATION CENTERS INC	N/A	501C3	CHARITABLE	10,000
ALS THERAPY DEVELOPMENT FOUNDATION	N/A	501C3	CHARITABLE	1,000
AMERICAN DIABETES ASSOCIATION	N/A	501C3	CHARITABLE	10,000
ANN STORCK CENTER, INC	N/A	501C3	CHARITABLE	5,000
BIG BROTHERS BIG SISTERS OF BROWARD COUNTY	N/A	501C3	CHARITABLE	2,500
BONNET HOUSE MUSEUM & GARDENS	N/A	501C3	CHARITABLE	2,500
BOYS & GIRLS CLUBS OF BROWARD COUNTY, INC	N/A	501C3	CHARITABLE	25,000
BROWARD CHILDREN'S CENTER	N/A	501C3	CHARITABLE	2,500
BROWARD COLLEGE FOUNDATION	N/A	501C3	EDUCATIONAL	27,500
BROWARD EDUCATION FOUNDATION - OCHO Project	N/A	501C3	EDUCATIONAL	4,000
BROWARD PARTNERSHIP FOR THE HOMELESS, INC	N/A	501C3	CHARITABLE	50,000
BROWARD PERFORMING ARTS FOUNDATION	N/A	501C3	CHARITABLE	30,000
CHILDREN'S DIAGNOSTIC TREATMENT CENTER	N/A	501C3	CHARITABLE	5,000
CHILDREN'S HARBOR, INC	N/A	501C3	CHARITABLE	2,500
COVENANT HOUSE OF FLORIDA, INC	N/A	501C3	CHARITABLE	2,500
CYSTIC FIBROSIS OF FLORIDA - GOLD COAST GUILD	N/A	501C3	CHARITABLE	5,000
FLORIDA YOUTH ORCHESTRA	N/A	501C3	CHARITABLE	1,000
FORT LAUDERDALE CHILDREN'S THEATER	N/A	501C3	CHARITABLE	2,500
FORT LAUDERDALE NEGRO CHAMBER-ANNUAL MIDTOWN SUMMERFEST	N/A	501C3	CHARITABLE	2,500
GEICO PHILANTHROPIC FOUNDATION, INC	N/A	501C3	EDUCATIONAL	5,000
GILDA'S CLUB OF SOUTH FLORIDA	N/A	501C3	CHARITABLE	2,500
HANDSON BROWARD FKA VOLUNTEER ACTION CENTER of BROWARD	N/A	501C3	CHARITABLE	3,500
HENDERSON BEHAVIORAL HEALTH	N/A	501C3	CHARITABLE	102,000
HOLY CROSS HOSPITAL AUXILIARY	N/A	501C3	CHARITABLE	2,500
HUMANE SOCIETY OF BROWARD COUNTY	N/A	501C3	CHARITABLE	1,500
INSIGHT FOR THE BLIND	N/A	501C3	CHARITABLE	2,500
JACK & JILL CHILDREN'S CENTER	N/A	501C3	CHARITABLE	1,500
JASON TAYLOR FOUNDATION - Jason Taylor Reading Room	N/A	501C3	CHARITABLE	2,500
JUNIOR ACHIEVEMENT OF SOUTH FLORIDA	N/A	501C3	CHARITABLE	31,400
KIDS IN DISTRESS, INC	N/A	501C3	CHARITABLE	35,000
LIGHT OF THE WORLD CLINIC	N/A	501C3	CHARITABLE	1,500
LUPUS FOUNDATION OF AMERICA	N/A	501C3	CHARITABLE	2,000
MAKE-A-WISH FOUNDATION	N/A	501C3	CHARITABLE	1,500
MULTIPLE SCLEROSIS SOUTH FLORIDA	N/A	501C3	CHARITABLE	5,000
MUSEUM OF DISCOVERY & SCIENCE	N/A	501C3	CHARITABLE	40,000
PACE CENTER FOR GIRLS/BROWARD	N/A	501C3	CHARITABLE	40,000
REBUILDING TOGETHER BROWARD COUNTY INC	N/A	501C3	CHARITABLE	1,000
ROTARY CLUB OF FORT LAUDERDALE	N/A	501C3	CHARITABLE	1,000
SOS CHILDREN'S VILLAGE OF FLORIDA	N/A	501C3	CHARITABLE	5,000
SPECIAL OLYMPICS BROWARD COUNTY	N/A	501C3	CHARITABLE	1,500
WOMEN IN DISTRESS	N/A	501C3	CHARITABLE	5,000
TOTAL CONTRIBUTIONS				\$ 484,400



Seth M. Ingall
Senior Vice President

January 10, 2014

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

Dear Mrs. Furia:

This Year marks GEICO's 78th year of providing excellent customer service to our 12 million policyholders and 25th year of administering The Leo Goodwin Scholarship and Work-Study Program. To date, 233 students have received assistance with their college expenses and at the same time received meaningful work experience.

Following the legacy that Mr. Goodwin left behind, GEICO continues to give back to the community and to assist students with their educational endeavors. We are extremely proud that we can still offer the Leo Goodwin Scholarships in our regional offices and share the remarkable Goodwin heritage.

Your generous contribution of \$5,000 is greatly appreciated and will make some deserving students very happy again this year.

Attached is the 2013 report detailing the status of the Leo Goodwin Foundation grants and the manner in which the funds were distributed.

On behalf of GEICO, I offer my sincere thanks to you and the other Trustees of the Goodwin Foundation for your continued support of the Leo Goodwin Scholarship Program.

Sincerely,

Seth M. Ingall
Senior Vice President

SMI. dl

Attachments

cc: O.M. Nicely
J. Stewart
J. Cox
D. Lipsey



Seth M. Ingall
Senior Vice President

January 10, 2014

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

RE: Leo Goodwin Scholarship Program

Ladies and Gentlemen:

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

I. Name and Address of the grantee:

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

II. Date and amount of the grants:

October 29, 1986	\$28,000	October 30, 2000	\$35,000
October 27, 1987	\$35,000	October 03, 2001	\$20,000
October 31, 1988	\$20,000	October 16, 2002	\$10,000
October 26, 1989	\$20,000	October 15, 2003	\$20,000
October 23, 1990	\$25,000	October 11, 2004	\$20,000
October 23, 1991	\$30,000	October 12, 2005	\$25,000
October 22, 1992	\$38,000	October 09, 2006	\$25,000
October 14, 1993	\$50,000	October 15, 2007	\$25,000
October 17, 1994	\$50,000	2008	No Contribution
October 12, 1995	\$30,000	October 13, 2009	\$15,000
October 14, 1996	\$30,000	October 12, 2010	\$10,000
October 04, 1997	\$35,000	October 12, 2011	\$10,000
October 14, 1998	\$35,000	October 08, 2012	\$5,000
October 12, 1999	\$35,000	October 25, 2013	\$5,000

III. Purpose of the grants:

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

Government Employees Insurance Company
One GEICO Plaza ■ Washington, DC 20076-0001 ■ (301) 986-3440

IV. Amounts expended by the grantee:

As of the date of this report, \$713,750.00 has been expended under the Program for scholarships and has been paid to Scholarship America. The grants made by the Leo Goodwin Foundation, Inc. are being used for scholarship purposes only. Administrative fees for the program are being paid by GEICO. Three \$2,500 scholarships and two renewal scholarships of \$2,500 were awarded in August, 2013.

The 2013 scholarship recipients are:

New Recipients

Cornelle A. Adanou	St. John's University
Kyle A. Brzoza	Molloy College
Brittany A. Sakson	St. John's University

Renewal Recipient

Alejandra J. Romero	State University of NY at Stony Brook
Hafou A. Toure	State University of NY at Stony Brook

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

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

VI. Dates of any reports from the grantee:

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

January 14, 1988	November 11, 1993	February 20, 2001	January 11, 2007
February 17, 1989	October 31, 1994	February 26, 2002	December 22, 2009
November 29, 1989	November 2, 1995	January 15, 2003	December 22, 2009
December 21, 1990	January 08, 1997	February 17, 2004	January 7, 2011
November 4, 1991	February 02, 1998	March 4, 2005	January 11, 2012
November 4, 1992	February 23, 2000	February 15, 2006	January 10, 2014

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

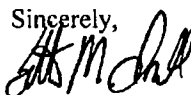
VIII. Beginning in 1994, financial need is considered in selecting scholarship recipients. (See Addendum for text included in application process).

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

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

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

Sincerely,


Seth M. Ingall

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

ADDENDUM

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

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

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