Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning NOV 1, 2012 **, and ending** OCT 31, 2013

Name of foundation: THE GOODWIN FOUNDATION

A Employer identification number: 84-6036758

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

Room/suite:

B Telephone number: 970-872-3334

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,577,519.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	84,696.	84,696.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44,234.			
	b	Gross sales price for all assets on line 6a 723,501.				
	7	Capital gain net income (from Part IV, line 2)		44,234.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total Add lines 1 through 11	128,930.	128,930.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	72.	0.		72.
	b	Accounting fees STMT 3	2,950.	0.		2,950.
	c	Other professional fees STMT 4	24,481.	18,481.		6,000.
	17	Interest				
	18	Taxes STMT 5	2,352.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	733.	0.		733.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,588.	18,481.		9,755.
	25	Contributions, gifts, grants paid	162,385.			162,385.
	26	**Total expenses and disbursements.** Add lines 24 and 25	192,973.	18,481.		172,140.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<64,043.>			
	b	**Net investment income** (if negative, enter -0-)		110,449.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,764.	132,417.	132,415.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	3,037,275.	2,855,579.	3,445,104.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,052,039.	2,987,996.	3,577,519.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,052,039.	2,987,996.	
	30 **Total net assets or fund balances**	3,052,039.	2,987,996.	
	31 **Total liabilities and net assets/fund balances**	3,052,039.	2,987,996.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,052,039.
2	Enter amount from Part I, line 27a	2	<64,043.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,987,996.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,987,996.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED STATEMENTS	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENTS	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	98,942.		93,945.	4,997.
b	598,717.		585,322.	13,395.
c	25,842.			25,842.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				4,997.
b				13,395.
c				25,842.
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	44,234.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	278,950.	3,314,546.	.084159
2010	174,403.	3,273,030.	.053285
2009	186,268.	3,179,342.	.058587
2008	106,848.	3,090,394.	.034574
2007	124,338.	2,276,442.	.054619

2	Total of line 1, column (d)	2	.285224
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	.057045
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,422,740.
5	Multiply line 4 by line 3	5	195,250.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,104.
7	Add lines 5 and 6	7	196,354.
8	Enter qualifying distributions from Part XII, line 4	8	172,140.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary-see instructions)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	2,209.
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	2,209.
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	2,209.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,520.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,520.
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	689.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	3,303,126.
b	Average of monthly cash balances			1b	171,737.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,474,863.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	3,474,863.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	52,123.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,422,740.
6	**Minimum investment return.** Enter 5% of line 5			6	171,137.

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	171,137.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,209.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,209.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	168,928.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	168,928.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	168,928.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	172,140.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	172,140.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	172,140.

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					168,928.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007	14,008.				
b From 2008					
c From 2009	28,273.				
d From 2010	12,043.				
e From 2011	116,247.				
f **Total** of lines 3a through e		170,571.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $	172,140.				
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					168,928.
e Remaining amount distributed out of corpus		3,212.			
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		173,783.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		14,008.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		159,775.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	28,273.				
c Excess from 2010	12,043.				
d Excess from 2011	116,247.				
e Excess from 2012	3,212.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

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

A LETTER OF REQUEST EXPLAINING PROPOSED USE OF THE GRANT.

c Any submission deadlines

NONE

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

WITHIN UNITED STATES - AT DISCRETION OF BOARD OF DIRECTORS

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AVALON THEATRE FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
GRAND MESA NORDIC COUNCIL GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	9,350.
MESA YOUTH SERVICE, INC. GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
COLORADO DISCOVER ABILITY GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
COLORADO MESA UNIVERSITY FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	162,385.
b *Approved for future payment*				
AVALON THEATRE FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
MESA COUNTY PUBLIC LIBRARY FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	12,500.
Total			▶ 3b	87,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	84,696.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	44,234.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		128,930.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 128,930.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ , President 12/5/2014 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name JAIME L. MARTINEZ, CPA	Preparer's signature Jaime Martinez	Date 2/4/14	Check ☐ if self- employed	PTIN P00716434
Firm's name ▶ DALBY, WENDLAND & CO., P.C.			Firm's EIN ▶ 84-0795096	
Firm's address ▶ P O BOX 430 GRAND JUNCTION, CO 81502			Phone no (970) 243-1921	

223622
12-05-12

THE GOODWIN FOUNDATION 84-6036758

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOSPICE & PALLIATIVE CARE OF WESTERN COLORADO MONTROSE, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
MESA COUNTY PUBLIC LIBRARY FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
ROICE-HURST HUMANE SOCIETY GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	14,700.
GRAND VALLEY PEACE & JUSTICE GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,375.
FRUITA MONUMENT HIGH SCHOOL BOOSTER CLUB FRUITA, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,660.
ST. MARY'S HOSPITAL FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
UNITED WAY OF MESA COUNTY GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	9,000.
WESTERN COLORADO SUICIDE PREVENTION FOUNDATION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	4,800.
TAMARISK COALITION GRAND JUNCTION, CO	NONE	PUBLIC CHARITY	GENERAL SUPPORT	12,500.
Total from continuation sheets				117,035.

WELLS FARGO ADVISORS

2012 SUMMARY AMENDMENT

Amended Date: 2/22/13

THE GOODWIN FOUNDATION
P O BOX 2106
GRAND JUNCTION CO 81502-2106

Your Financial Advisor :
OAKLEY/WANEBO/LOVE/MENDENHALL
120 WEST PARK DR
STE 105
GRAND JUNCTION CO 81505
(970) 242-8262

Account Number: 3327-2655

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

For non covered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2012

SUPPLEMENTAL INFORMATION

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
DELAWARE GROUP INCOME FDS INC DIVERSIFIED FLTG RATE FD CL I CUSIP 245908637	5,086.7050	8.65000	08/02/12	10/26/12	44,000.00	43,643 93	356 07	SALE

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0 00	0 00	0 00	11,681 77	0 00	11,681 77
Long term	2,981 42	-1,442 03	1,539 39	44,609 40	-3,647 12	40,962 28
Total Realized Gain/Loss	**$2,981.42**	**-$1,442.03**	**$1,539.39**	**$56,291.17**	**-$3,647.12**	**$52,644.05**

Realized Gain/Loss Detail

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
THORNBURG INTL VALUE ERNATIONAL VALUE FUND LASS I CUSIP 885215566	2,900 65300	27 5800	10/20/10nc	11/01/12	78,607 69	80,000.00	-1,392 31
	3 06300	28 4400	12/29/10nc	11/01/12	83 00	87 11	-4 11
	4 86500	29 4700	03/29/11nc	11/01/12	131 84	143 36	-11 52
	18 83400	28 9100	06/28/11nc	11/01/12	510 40	544 49	-34 09
	1,002 80800	24 9300	08/08/11nc	11/01/12	27,176 10	25,000 00	2,176 10
	617 52200	25 9100	09/02/11nc	11/01/12	16,734 85	16,000.00	734 85
	20 19200	23 6100	09/28/11nc	11/01/12	547 21	476 74	70 47
Total Long term					**$123,791.09**	**$122,251.70**	**$1,539.39**

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

Specific instructions and disclosures

Available funds

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

Income on non-reportable accounts

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

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
MFS SER TR X INTL GROWTH FD CLASS I CUSIP 55273E848	1,701 83800	26 5300	10/26/12	05/01/13	50,000 00	45,149 76	4,850 24
Total Short term					**$50,000.00**	**$45,149.76**	**$4,850.24**

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
HARBOR FUND INTL FD INSTL CLASS CUSIP 411511306	765 69700	59 5700	10/20/10nc	05/01/13	50,000 00	45,612 57	4,387 43
Total Long term					**$50,000.00**	**$45,612.57**	**$4,387.43**

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

Specific instructions and disclosures

Available funds

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

Income on non-reportable accounts

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

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

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

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

Cost basis options

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

Bank Deposits Through Teller continued

DATE	TRANSACTION	DESCRIPTION	AMOUNT	BANK BALANCE
10/31		ENDING BALANCE		$0.00

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0 00	-209 73	-209 73	4,850 24	-209 73	4,640 51
Long term	16,054 45	-8,586 41	7,468 04	20,441 88	-8,586 41	11,855 47
Total Realized Gain/Loss	**$16,054.45**	**-$8,796.14**	**$7,258.31**	**$25,292.12**	**-$8,796.14**	**$16,495.98**

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DELAWARE GROUP TREAS RESVS INC LTD TERM DVRFD INCM FD INSTL CLASS CUSIP 245912506	7 41300	8 8800	11/23/12	10/11/13	63 16	65 83	-2 67
	4 94300	8 8800	11/23/12	10/11/13	42 12	43 89	-1 77
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL CUSIP 693390304	100 90700	10 5400	12/13/12	10/11/13	1,041.36	1,063 56	-22 20
	21 34000	10 5400	12/13/12	10/11/13	220 23	224.92	-4.69

Realized Gain/Loss Detail continued

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700	190 55400	11.3600	12/13/12	10/11/13	2,061 80	2,164.69	-102 89
	139 86600	11 3600	12/13/12	10/11/13	1,513 37	1,588 88	-75 51
Total Short term					**$4,942.04**	**$5,151.77**	**-$209.73**

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AMCAP FUND INC CLASS F1 CUSIP 023375405	734 75400	17 3600	10/20/10nc	10/23/13	20,000 00	12,755 33	7,244 67
AMERICAN HIGH INCOME TR CLASS F-1 CUSIP 026547406	886 52500	11 4700	01/28/11nc	10/11/13	10,000.00	10,168.44	-168 44
	875 65700	11 4700	01/28/11nc	10/23/13	10,000 00	10,043 79	-43 79
DELAWARE GROUP TREAS RESVS INC LTD TERM DVRFD INCM FD INSTL CLASS CUSIP 245912506	6,204 58700	9 0400	10/20/10nc	10/11/13	52,863 08	56,089 46	-3,226 38
	4 64200	9 0300	10/25/10nc	10/11/13	39 54	41 92	-2 38
	66 93200	8 9800	11/23/10nc	10/11/13	570 26	601 05	-30 79
	151 53800	8 9800	11/24/10nc	10/11/13	1,291 10	1,360 81	-69 71
	71 20800	8 9100	12/23/10nc	10/11/13	606.69	634 46	-27 77
	77 77900	8 9000	01/24/11nc	10/11/13	662 67	692 23	-29 56
	82 93600	8 8700	02/23/11nc	10/11/13	706 61	735 64	-29 03
	72 52900	8 8800	03/23/11nc	10/11/13	617 95	644 06	-26 11
	92 66000	8 8800	04/25/11nc	10/11/13	789 46	822 82	-33 36
	91 57900	8.9800	05/23/11nc	10/11/13	780 25	822 38	-42 13
	84 77400	9 0100	06/23/11nc	10/11/13	722 28	763 81	-41 53
	60 29000	9 0200	07/25/11nc	10/11/13	513 67	543 82	-30 15
	64 49700	9 0800	08/23/11nc	10/11/13	549.52	585 63	-36 11
	46 99000	9 0900	09/23/11nc	10/11/13	400 36	427 14	-26 78
	15 43300	8 9700	10/24/11nc	10/11/13	131 49	138 43	-6 94

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	65 21000	8 8000	11/23/11nc	10/11/13	555 59	573 85	-18 26
	46 45100	8 8000	11/23/11nc	10/11/13	395 77	408 77	-13 00
	14.51500	8 8000	11/23/11nc	10/11/13	123 67	127 73	-4 06
FIDELITY ADV NEW INSIGHTS FD CL I CUSIP 316071604	512 64500	18 9800	10/20/10nc	10/23/13	15,000 00	9,730 00	5,270 00
MFS SER TR I VALUE FD CL I CUSIP 552983694	312 89100	21 6362	10/20/10nc	10/23/13	10,000 00	6,769 79	3,230 21
PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL CUSIP 693390304	12,242 40500	10 4200	03/09/12	10/11/13	126,341 62	127,565 86	-1,224 24
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700	1,863 50400	11 7000	10/20/10nc	10/11/13	20,163 11	21,802 99	-1,639 88
	16 77400	11 6900	11/01/10nc	10/11/13	181 49	196 09	-14 60
	49 52800	11 4900	12/01/10nc	10/11/13	535 89	569 08	-33 19
	587.96300	10 8000	12/10/10nc	10/11/13	6,361 76	6,350 00	11 76
	268 84500	10 8000	12/10/10nc	10/11/13	2,908 90	2,903 53	5 37
	57 84500	10 8500	01/03/11nc	10/11/13	625 88	627 62	-1 74
	47 94900	10 8500	02/01/11nc	10/11/13	518 80	520 25	-1 45
	49 67800	10 8800	03/01/11nc	10/11/13	537 51	540 50	-2 99
	51 71000	10 8800	04/01/11nc	10/11/13	559 50	562 61	-3 11
	10,473 58800	10 9800	04/21/11nc	10/11/13	113,324 25	115,000 00	-1,675 75
	58 33000	11 0300	05/02/11nc	10/11/13	631 13	643 38	-12 25
	81 67500	11 0600	06/01/11nc	10/11/13	883 72	903 32	-19 60
	78 73400	10 9900	07/01/11nc	10/11/13	851 90	865 29	-13 39
	73 74400	11 1000	08/01/11nc	10/11/13	797.91	818.56	-20 65
	69 82100	11.0100	09/01/11nc	10/11/13	755 46	768 73	-13 27
	56 63800	10.7900	10/03/11nc	10/11/13	612 82	611 12	1 70
	44 64400	10 9100	11/01/11nc	10/11/13	483 05	487 07	-4 02
	49 10500	10 7800	12/01/11nc	10/11/13	531 31	529 35	1 96

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PIMCO HIGH YIELD FD INST CL CUSIP 693390841	1,049 31800	9.4300	01/28/11nc	10/11/13	10,000 00	9,895 07	104 93
	815 44600	9 4300	01/28/11nc	10/23/13	7,844 59	7,689.65	154 94
	1 22700	9 4300	02/01/11nc	10/23/13	11 80	11 57	0 23
	35 93800	9 5000	03/01/11nc	10/23/13	345 72	341 41	4 31
	38 89400	9 4500	04/01/11nc	10/23/13	374 16	367 55	6 61
	147 99600	9 5000	04/21/11nc	10/23/13	1,423 73	1,405 97	17 76
Total Long term					**$424,925.97**	**$417,457.93**	**$7,468.04**

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

Specific instructions and disclosures

Available funds

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

Income on non-reportable accounts

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

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

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

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELLS FARGO - CAP GAIN DIVIDENDS	25,842.	25,842.	0.
WELLS FARGO - DIVIDENDS	84,678.	0.	84,678.
WELLS FARGO - INTEREST	18.	0.	18.
TOTAL TO FM 990-PF, PART I, LN 4	110,538.	25,842.	84,696.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	72.	0.		72.
TO FM 990-PF, PG 1, LN 16A	72.	0.		72.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,950.	0.		2,950.
TO FORM 990-PF, PG 1, LN 16B	2,950.	0.		2,950.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	18,481.	18,481.		0.
SECRETARIAL SERVICES	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16C	24,481.	18,481.		6,000.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT YEAR EXCISE TAX	1,520.	0.		0.
PRIOR YEAR EXCISE TAX	832.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,352.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	733.	0.		733.
TO FORM 990-PF, PG 1, LN 23	733.	0.		733.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITIES	COST	2,056,374.	2,536,394.
INTERNATIONAL EQUITIES	COST	799,205.	908,710.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,855,579.	3,445,104.