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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE GOODNOW FUND		A Employer identification number 06-6395384	
Number and street (or P O box number if mail is not delivered to street address) 9 OLD KINGS HIGHWAY SOUTH		B Telephone number (see instructions) (203) 655-6272	
City or town, state or province, country, and ZIP or foreign postal code DARIEN, CT 068204523		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 27,767,807		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	55,629	55,629		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,276,575			
	b Gross sales price for all assets on line 6a 1,217,659				
	7 Capital gain net income (from Part IV, line 2) . . .		1,276,575		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-181,046	-181,046		
	12 Total. Add lines 1 through 11	1,151,158	1,151,158		
	13 Compensation of officers, directors, trustees, etc	46,494	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,606	606		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,112	13,092		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	69,212	13,698		0
	25 Contributions, gifts, grants paid	885,500			885,500
	26 Total expenses and disbursements. Add lines 24 and 25	954,712	13,698		885,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	196,446			
	b Net investment income (if negative, enter -0-)		1,137,460		
	c Adjusted net income (if negative, enter -0-)				

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	1,457,728	1,259,583	1,259,583
	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 schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	799,831	0	0
	b	Investments—corporate stock (attach schedule)	1,758,256	1,558,256	3,024,300
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	15,881,002	17,275,424	23,483,924
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,896,817	20,093,263	27,767,807	
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 (attach schedule)			
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	7,535,100	7,535,100	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	12,361,717	12,558,163	
	30	Total net assets or fund balances (see page 17 of the instructions)	19,896,817	20,093,263	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,896,817	20,093,263		

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	19,896,817
2	Enter amount from Part I, line 27a	2	196,446
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	20,093,263
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	20,093,263

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	1,276,575
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	

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 page 18 of 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))
2012	1,239,839	21,698,213	0 057140
2011	989,103	20,061,039	0 049305
2010	801,790	20,055,465	0 039979
2009	1,276,602	18,861,600	0 067683
2008	732,572	22,752,085	0 032198

2	Total of line 1, column (d).	2	0 246305
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 049261
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	25,604,435
5	Multiply line 4 by line 3.	5	1,261,300
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,375
7	Add lines 5 and 6.	7	1,272,675
8	Enter qualifying distributions from Part XII, line 4.	8	885,500

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 page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	22,749
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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	22,749
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	22,749
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	22,749
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	38,122
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	38,122
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	15,373
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 15,373 Refunded		11	0

Part VII-A Statements Regarding Activities				
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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CT			
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	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Edward B Goodnow Telephone no (203) 655-6272 Located at 9 OLD KINGS HIGHWAY SOUTH DARIEN CT ZIP +4 068204523			
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		
16	At any time during calendar year 2013, 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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
Edward B Goodnow	Trustee	0	0	0
9 OLD KINGS HIGHWAY SOUTH Darien, CT 06820	2 00			
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	
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	
2	
All other program-related investments. See page 24 of the 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	3,164,255
b	Average of monthly cash balances.	1b	1,358,657
c	Fair market value of all other assets (see instructions).	1c	21,471,438
d	Total (add lines 1a, b, and c).	1d	25,994,350
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	25,994,350
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	389,915
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,604,435
6	Minimum investment return. Enter 5% of line 5.	6	1,280,222

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	1,280,222
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	22,749
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,749
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,257,473
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,257,473
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	1,257,473

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	885,500
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	885,500
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	885,500
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,257,473
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			744,714	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 885,500				
a Applied to 2012, but not more than line 2a			744,714	
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 2013 distributable amount.				140,786
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,116,687
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 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

Edward B Goodnow

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

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 address of the person to whom applications should be addressed

Edward B Goodnow
9 OLD KINGS HIGHWAY SOUTH
DARIEN,CT 068204523
(203) 655-6272
JUDYM@GOODNOW.COM

b

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

No specific Format

c

Any submission deadlines

No Specific Deadline

d

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

Organization must be listed under Sec 170(c)

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	885,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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

1a(1)

Cash.

1a(2)

Other assets.

b

Other transactions

1b(1)

Sales of assets to a noncharitable exempt organization.

1b(2)

Purchases of assets from a noncharitable exempt organization.

1b(3)

Rental of facilities, equipment, or other assets.

1b(4)

Reimbursement arrangements.

1b(5)

Loans or loan guarantees.

1b(6)

Performance of services or membership or fundraising solicitations.

1c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-11-05

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 MATTHEW JCOSCIELLO	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01301034
Firm's name	MATTHEW J COSCIELLO			Firm's EIN
Firm's address	GOODNOW INV GRP9 OLD KINGS HWYSOUTHDARIEN, CT 068204523			Phone no (203) 655-6272

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
RUANE, CUNNIFF & GOLDFARB MANAGED ACCOUNT	P	2013-01-14	2013-12-19
1,337 997 shs, SEQUOIA FUND	P	2011-11-29	2013-01-14
800,000 U S TREASURY BILLS	P	2012-10-19	2013-01-15
FROM PARTNERSHIP CLOUGH INVESTMENT PARTNERS	P		
FROM PARTNERSHIP KINGDON ASSOCIATES	P		
FROM PARTNERSHIP CONATUS CAPITAL PARTNERS	P		
FROM PARTNERSHIP MERRITT CAPITAL PARTNERS	P		
FROM PARTNERSHIP GOODNOW, GRAY & CO	P		
FROM PARTNERSHIP OLD KING'S CAPITAL LP	P		
FROM PARTNERSHIP TIGER GLOBAL LP	P		
ADD AMOUNT TAXABLE AS UBTI	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
186,199			17,510
231,460			31,460
800,000			0
			35,610
			67,798
			276,193
			37,524
			522,550
			174,601
			87,676
			25,653


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			17,510
			31,460
			0
			35,610
			67,798
			276,193
			37,524
			522,550
			174,601
			87,676
			25,653


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
A Better Chance In Darien PO Box 3204 Darien,CT 06820		Public	General Support	10,000
Aging In Place & Gallivant 365 Westport Avenue Norwalk,CT 06851		Public	General Support	5,000
Alzheimer's Association 225 N Michigan Avenue Chicago,IL 60601		Public	General Support	100,000
Alzheimer's Association 607 main Avenue Norwalk,CT 06851		Public	General Support	100
AmeriCares 88 Hamilton Avenue Stamford,CT 069023111		Public	General Support	1,000
AmeriCares Free Clinics 88 Hamilton Avenue Stamford,CT 069023111		Public	General Support	3,000
Atlantic Salmon Federation PO Box 807 Calais,ME 046190807		Public	General Support	100,000
Berkshire Hatchery Foundation 240 Hatchery Road New Marlborough,MA 01245		Public	General Support	500
Build On PO Box 16741 Stamford,CT 06905		Public	General Support	5,000
Carver FND of Norwalk Inc 7 Academy Street Norwalk,CT 06850		Public	General Support	3,000
Catholic Relief Services PO Box 17526 Baltimore,MD 212988180		Public	General Support	50,000
Catholic Relief Services Ethiopia PO Box 17526 Baltimore,MD 212988180		Public	General Support	20,000
Catholic Relief Services Tshumbe PO Box 17526 Baltimore,MD 212988180		Public	General Support	26,000
Coalition For The Homeless 129 Fulton Street New York,NY 10038		Public	General Support	1,000
Community Fund of Darien 701 Post Road PO Box 926 Darien,CT 06820		Public	General Support	20,000
Total  3a				885,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Connecticut Humane Society 701 Russell Road Newington, CT 061111527		Public	General Support	1,000
CT College Annual Fund 270 Mohegan Avenue New London, CT 063204196		Public	General Support	2,000
CT Fund For the Environment 205 Whitney Avenue New Haven, CT 06511		Public	General Support	2,000
CT Yankee Council-Boy Scouts of America 60 Wellington Road Milford, CT 06460		Public	General Support	5,000
Darien Arts Center 2 Renshaw Road Darien, CT 06820		Public	General Support	1,000
Darien Book Aid Plan 1926 Post Road Darien, CT 06820		Public	General Support	1,000
Darien Community Association 272 Middlesex Road Darien, CT 06820		Public	General Support	1,000
Darien EMS - Post 53 PO Box 2066 Darien, CT 06820		Public	General Support	1,000
Darien Historical Society 45 Old Kings Highway North Darien, CT 06820		Public	General Support	500
Darien Land Trust PO Box 1074 Darien, CT 06820		Public	General Support	1,000
Darien Library 1441 Post Road Darien, CT 06820		Public	General Support	15,000
Darien Nature Center 120 Brookside Road PO Box 1603 Darien, CT 06820		Public	General Support	1,000
Domus Trailblazers Acdmy1 Family Advocate 417 Shippan Avenue Stamford, CT 06902		Public	General Support	60,000
Ducks Unlimited 3 Orange Pippin Road Sandy Hook, CT 06482		Public	General Support	1,000
Fairfield County Affordable Housing 227 Lawrence Street Hartford, CT 061061430		Public	General Support	10,000
Total  3a				885,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Family Centers 40 Arch Street PO Box 7550 Greenwich, CT 068367550		Public	General Support	30,000
Flying Cloud Institute 731 South Sandisfield Road New Marlborough, MA 01230		Public	General Support	1,000
Fresh Air Fund 633 Third Avenue 14th Fl New York, NY 10017		Public	General Support	25,000
Friends of Selleck Woods 10 Harriet Lane Darien, CT 06820		Public	General Support	200
Gallatin Valley Land Trust PO Box 7021 Bozeman, MT 59771		Public	General Support	500
Guiding Eyes For The Blind 611 Granite Springs Road Yorktown Heights, NY 10598		Public	General Support	2,000
Hancock Shaker Village Preservation 1843 W Housatonic Street Pittsfield, MA 01201		Public	General Support	5,000
Hotchkiss School 11 Interlaken Road Lakeville, CT 060392141		Public	General Support	2,000
Housatonic Valley Association 150 Kent Road PO Box 28 Corwall Bridge, CT 067540028		Public	General Support	200
Industrial Youth Center Project (BAYM) 506 Logan Street Bridgeport, CT 06607		Public	General Support	1,000
Inspirica 141 Franklin Street Stamford, CT 06901		Public	General Support	50,000
Leadership Institute 1101 North Highland Street Arlington, VA 22201		Public	General Support	1,000
Learning Ally 20 Roszel Road Princeton, NJ 08540		Public	General Support	2,000
Lighthouse International 111 East 59th Street New York, NY 100221202		Public	General Support	2,500
Maritime Aquarium of Norwalk 10 North Water Street Norwalk, CT 06854		Public	General Support	1,000
Total  3a				885,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Mercy Learning Center 637 Park Avenue Bridgeport, CT 06604		Public	General Support	3,000
Middlesex Middle School 204 Hollow Tree Ridge Road Darien, CT 06820		Public	General Support	1,000
Miss Porter's School 60 Main Street Farmington, CT 06032		Public	General Support	2,000
National Trust for Historic Preservation PO Box 5043 Hagerstown, MD 217419823		Public	General Support	200
New Marlborough Historical Society PO Box 338 Southfield, MA 01259		Public	General Support	1,000
New Marlborough Land Preservation Trust PO Box 275 Southfield, MA 01259		Public	General Support	700
New Marlborough Land Preservation Trust PO Box 275 Southfield, MA 01259		Public	General Support	500
New Marlborough Library 1 Mill River GT Barrington Road Mill River, MA 01244		Public	General Support	500
New Marlborough Village Association 154 Hartsville-New Marlborough Road New Marlborough, MA 01230		Public	General Support	1,000
New Marlborough Vol Emergency Svcs Fund 205 Norfolk Road Mill River, MA 01244		Public	General Support	1,000
New York Glaucoma Research Institute 310 East 14th Street New York, NY 10003		Public	General Support	1,000
Norfolk Library 9 Greenwoods Road East Norfolk, CT 06058		Public	General Support	200
North Salem Bridle Trails Association PO Box 585 North Salem, NY 10560		Public	General Support	1,000
North Salem Open Land Foundation PO Box 176 North Salem, NY 10560		Public	General Support	1,000
PAWS 504 Main Street Norfolk, CT 06051		Public	General Support	1,000
Total  3a				885,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Person to Person Scholarship Fund St Luke's Parish 1864 Post Road Darien,CT 068205802		Public	General Support	15,000
Princeton University Annual Fund PO Box 5357 Princeton,NJ 085435357		Public	General Support	2,000
Quebec Labrador Fund For The Environment Atlantic CTR for the Environment 55 South Main Street Ipswich,MA 01938		Public	General Support	1,000
Rhode Island School of Design Two College Street Providence,RI 029032784		Public	General Support	30,000
Rhode Island School of Design Two College Street Providence,RI 029032784		Public	General Support	50,000
Rye Country Day School - Annual Giving Cedar Street Rye,NY 105802034		Public	General Support	2,000
Saint Luke's Parish Stewardship 1864 Post Road Darien,CT 06820		Public	General Support	2,200
Save the Children-Halaby-Murphy Fund 54 Wilton Road PO Box 950 Westport,CT 06880		Public	General Support	100,000
Shelter for the Homeless 597 Pacific Street Stamford,CT 06902		Public	General Support	5,000
Smile Train PO Box 96231 Washington,DC 200906231		Public	General Support	2,000
Special Olympics Connecticut 2666 State Street PO Box 6607 Hamden,CT 065170607		Public	General Support	200
Stamford Health Foundation 1351 Washington Blvd Ste202 Stamford,CT 06902		Public	General Support	10,000
Teach for America 142 Temple Street Suite 303 New Haven,CT 06510		Public	General Support	10,000
The Depot 25 Heights Road Darien,CT 06820		Public	General Support	500
The Seeing Eyes PO Box 375 Morristown,NJ 07963		Public	General Support	5,000
Total ▶ 3a				885,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
The Summer Camp 8 Church Street Bridgton, ME 04009		Public	General Support	3,000
The Workplace Scholarship 350 Fairfield Avenue 302 Bridgeport, CT 06604		Public	General Support	1,000
Thirteen 825 Eighth Avenue New York, NY 100197435		Public	General Support	2,000
Thirteen Associates 825 Eighth Avenue New York, NY 100197435		Public	General Support	1,000
Tree Conservancy 25 Old Kings Hwy N Suite 13 166 Darien, CT 06820		Public	General Support	500
Trustees Of Reservations 464 Abbott Avenue Leominster, MA 01453		Public	General Support	1,000
USO PO Box 96860 Washington, DC 200777677		Public	General Support	5,000
USO PO Box 96860 Washington, DC 200777677		Public	General Support	10,000
Volunteer Squarecom PO Box 1085 Green Farms, CT 06838		Public	General Support	5,000
Waterside School 770 Pacific Street Stamford, CT 06902		Public	General Support	10,000
Waterside School 770 Pacific Street Stamford, CT 06902		Public	General Support	15,000
We Will Ride PO Box 1155 Ridgefield, CT 06877		Public	General Support	1,000
Wee Burn Country Club Scholarship Fund 410 Hollow Tree Ridge Road Darien, CT 06820		Public	General Support	1,000
Westchester Land Trust 403 Harris Road Bedford Hills, NY 10507		Public	General Support	500
Wounded Warriors Project PO Box 758517 Topeka, KS 66675		Public	General Support	5,000
Total  3a				885,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA of Darien 2420 Post Road Darien, CT 06820		Public	General Support	1,000
Young Mariner's Foundation 151 Harvard Avenue Stamford, CT 06902		Public	General Support	3,000
Total  3a				885,500

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE GOODNOW FUND**EIN:** 06-6395384

Name of Stock	End of Year Book Value	End of Year Fair Market Value
17 SHARES BERKHSIRE HATHAWAY	1,558,256	3,024,300
1,337.997 shares, SEQUOIA FUND	0	0

TY 2013 Investments Government Obligations Schedule

Name: THE GOODNOW FUND

EIN: 06-6395384

**US Government Securities - End of
Year Book Value:**

0

**US Government Securities - End of
Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2013 Investments - Other Schedule**Name:** THE GOODNOW FUND**EIN:** 06-6395384

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOODNOW, GRAY & CO.	AT COST	763,878	955,452
OLD KING'S CAPITAL LP	AT COST	4,552,547	5,887,782
RUANE CUNNIFF & GOLDFARB: Managed Account	AT COST	2,392,554	2,826,615
TIGER GLOBAL LP	AT COST	976,445	1,438,837
BAY POND PARTNERS	AT COST	1,380,000	2,837,301
CAMCAP ENERGY RESOURCES OFFSHORE LTD	AT COST	515,000	505,954
CAMCAP RESOURCES OFFSHORE FUND LP	AT COST	510,000	449,043
CLOUGH OFFSHORE FUND LTD	AT COST	0	0
CONATUS CAPITAL OVERSEAS LTD	AT COST	0	0
DISCOVERY GLOBAL OPPORTUNITY FUND LTD	AT COST	1,625,000	3,118,938
KINGDON OFFSHORE LTD	AT COST	0	0
AKO FUND LTD	AT COST	900,000	1,094,933
EAST SIDE CAPITAL	AT COST	1,680,000	2,247,292
AKO EUROPEAN LONG ONLY FUND	AT COST	980,000	1,121,777
TIGER RATAN CAPITAL FUND LP	AT COST	1,000,000	1,000,000

TY 2013 Other Expenses Schedule

Name: THE GOODNOW FUND

EIN: 06-6395384

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ruane Cunniff & Goldfarb Management Fee	13,092	13,092		0
Postage	20	0		0

TY 2013 Other Income Schedule**Name:** THE GOODNOW FUND**EIN:** 06-6395384

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM PARTNERSHIP - GOODNOW, GRAY & CO	-14,254	-14,254	-14,254
FROM PARTNERSHIP - OLD KING'S CAPITAL LP	-75,957	-75,957	-75,957
FROM PARTNERSHIP - TIGER GLOBAL LP	-90,835	-90,835	-90,835

TY 2013 Taxes Schedule**Name:** THE GOODNOW FUND**EIN:** 06-6395384

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	9,000	0		0
Foreign Tax Withheld THROUGH Partnership	606	606		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Functional Currency and Exchange Rate QBU Statement

Name: THE GOODNOW FUND

EIN: 06-6395384

QBU Id	Country of Operation	Functional Currency
US \$		1