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Return of Private Foundation

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

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OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE GOODWIN FOUNDATION

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

P.O. 943

A Employer identification number

22-2882244

B Telephone number

(856) 235-2118

City or town, state or province, country, and ZIP or foreign postal code

ATCO, NJ 08004

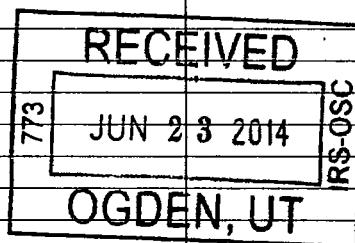
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 3,692,875. (Part I, column (d) must be on cash basis.)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	5,569.	5,569.		STATEMENT 1
3	Dividends and interest from securities	57,767.	57,767.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	135,323.			
b	Gross sales price for all assets on line 6a	1,490,648.			
7	Capital gain net income (from Part IV, line 2)		135,323.		
8	Net short-term capital gain				
9	Income modifications				
	Gross sales less returns and allowances				
10a					
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	198,659.	198,659.	0.	
13	Compensation of officers, directors, trustees, etc	104,000.	0.	0.	0.
14	Other employee salaries and wages	34,560.	0.	0.	0.
15	Pension plans, employee benefits	8,376.	0.	0.	0.
16a	Legal fees				
b	Accounting fees	5,375.	0.	0.	0.
c	Other professional fees	18,747.	0.	0.	0.
17	Interest				
18	Taxes	16,678.	0.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,705.	0.	0.	0.
22	Printing and publications				
23	Other expenses	6,710.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	197,151.	0.	0.	0.
25	Contributions, gifts, grants paid	255,050.			255,050.
26	Total expenses and disbursements. Add lines 24 and 25	452,201.	0.	0.	255,050.
27	Subtract line 26 from line 12:	-253,542.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		198,659.		
c	Adjusted net income (if negative, enter -0-)			0.	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)



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		9,677.	18,686.	18,686.
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►	39,974.			
	Less: allowance for doubtful accounts ►	0.	46,093.	39,974.	39,974.
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	3,410,206.	3,153,774.	3,634,215.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,465,976.	3,212,434.	3,692,875.
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		3,465,976.	3,212,434.	
	30 Total net assets or fund balances		3,465,976.	3,212,434.	
	31 Total liabilities and net assets/fund balances		3,465,976.	3,212,434.	

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	3,465,976.
2 Enter amount from Part I, line 27a	2	-253,542.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,212,434.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,212,434.

Form 990-PF (2013)

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 OBERMEYER GOODWIN FDN ST SEE ATTACHED		P	04/14/13	12/31/13
b OBERMEYER GOODWIN FDN LT SEE ATTACHED		P	04/10/03	12/31/13
c OBERMEYER ETHEL LAWRENCE LT SEE ATTACHED		P	07/07/05	12/31/13
d OBERMEYER HOLOCAUST LT SEE ATTACHED		P	06/11/07	12/31/13
e CAPITAL GAINS DIVIDENDS				
(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 26,225.		21,925.	4,300.	
b 1,416,613.		1,312,577.	104,036.	
c 14,081.		12,022.	2,059.	
d 9,641.		8,801.	840.	
e 24,088.			24,088.	
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			4,300.	
b			104,036.	
c			2,059.	
d			840.	
e			24,088.	
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	135,323.
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))
2012	214,592.	3,705,184.	.057917
2011	54,074.	3,912,135.	.013822
2010	103,050.	3,648,237.	.028247
2009	123,584.	3,287,880.	.037588
2008	187,904.	3,419,052.	.054958

2 Total of line 1, column (d)	2	.192532
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	.038506
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,613,083.
5 Multiply line 4 by line 3	5	139,125.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,987.
7 Add lines 5 and 6	7	141,112.
8 Enter qualifying distributions from Part XII, line 4	8	255,050.

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 3,600.

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 3,600.

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

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 1,613.

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

11 Refunded

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

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1a X

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?

2 X

*If "Yes," attach a detailed description of the activities*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?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

• 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?

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*

6

7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	Telephone no. ► 856-235-3111	
Located at ► 200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ ZIP+4 ► 08054		
15	► 15 N/A	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b 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 ►	
1c Organizations relying on a current notice regarding disaster assistance check here		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(i)(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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		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

 Yes No Yes No Yes No Yes No 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes 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? Yes Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD GOODWIN 385 FAIRWAY DRIVE SNOWMASS VILLAGE, CO 81615	TRUSTEE 0.00	0.	0.	0.
JOANNA GOODWIN 11 CLIFTON CT PIKESVILLE, MD 21208	TRUSTEE 40.00	104,000.	0.	0.
JOHN GOODWIN 111 MOUNTAINVIEW DRIVE MOUNT LAUREL, NJ 08054	TRUSTEE 0.00	0.	0.	0.
ROBERT GOODWIN 1608 VALLEY GLENN ROAD ELKINS PARK, PA 19117	TRUSTEE 0.00	0.	0.	0.

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

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

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

►

0

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		
3		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3 ►		0.

Form 990-PF (2013)

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	3,653,380.
b	Average of monthly cash balances	1b	14,725.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,668,105.
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	3,668,105.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,022.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,613,083.
6	Minimum investment return. Enter 5% of line 5	6	180,654.

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	180,654.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,987.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,987.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	178,667.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	178,667.
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	178,667.

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	255,050.
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	255,050.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,987.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	253,063.

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 in 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				178,667.
2 Undistributed income, if any, as of the end of 2013			172,348.	
a Enter amount for 2012 only				
b Total for prior years:		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: ► \$ 255,050.			172,348.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				82,702.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				95,965.
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 2008 not applied on line 5 or line 7	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)

N/A

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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				
MONTGOMERY HOSPICE 1355 PICCARD DR, STE 100 ROCKVILLE, MD 20850		501C3	DONATION	100.
UNITED WAY OF WESTERN CONNECTICUT C/O NEWTOWN SAVINGS BANK NEWTOWN, CT 06470		501C3	SANDY HOOK SCHOOL SUPPORT FUND	2,000.
FUND FOR RECONCILIATION TOLERANCE AND PEACE/CORY RICE LLP 9300 WILSHIRE BLVD, STE 200 BEVERLY HILLS, CA 90212		501C3	DONATION	5,000.
GLOBAL PRESS INSTITUTE 1012 TORNEY AVE, PRESIDIO SAN FRANCISCO, CA 94129		501C3	DONATION	2,750.
INTERPEACE 7001 BRUSH HOLLOW RD, STE 214 WESTBURY, NY 11590		501C3	ISRAEL PROGRAMMING	10,000.
Total	SEE CONTINUATION SHEET(S)		► 3a	255,050.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	
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				14	5,569.
4 Dividends and interest from securities				14	57,767.
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	135,323.
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.		198,659.
13 Total. Add line 12, columns (b), (d), and (e)				0.	198,659.

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

THE GOODWIN FOUNDATION

22-2882244

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
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVE, STE 310 WHITE PLAINS, NY 10605		501C3	DONATION	3,500.
THE MIDDLE EAST PEACE DIALOGUE NETWORK PO BOX 943 ATCO, NJ 08004		501C3	DONATION	110,000.
ALLMEP 1901 PENNSYLVANIA AVE NW STE 902 WASHINGTON, DC 20006		501C3	DONATION	2,500.
AMERICAN JEWISH WORLD SERVICES 45 WEST 36TH ST 11TH FLOOR NEW YORK, NY 10018		501C3	PHILIPPINES RELIEF TO HELP TYPHOON HAIYABN VICTIMS	8,250.
AMERICAN FRIENDS OF NS/WAS 12925 RIVERSIDE DR 3RD FL SHERMAN OAKS, CA 91423		501C3	PLURALISTIC SPIRITUAL CENTER	2,000.
APRIL HOLMES FOUNDATION PO BOX 1345 MERCHANTVILLE, NJ 08109		501C3	DONATION	500.
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST STE 126 ASPEN, CO 81611		501C3	DONATION	350.
ASPEN MUSIC FESTIVAL & SCHOOL 225 MUSIC SCHOOL RD ASPEN, CO 81611		501C3	DONATION	5,000.
BOTHANDS 2304 N THIRD ST FLAGSTAFF, AZ 86003		501C3	DONATION	100.
CANARY FUND 3155 PORTER DRIVE PALO ALTO, CA 94304		501C3	DONATION	500.
Total from continuation sheets				235,200.

THE GOODWIN FOUNDATION

22-2882244

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHALLENGE ASPEN PO BOX 6639 SNOWMASS VILLAGE, CO 81615		501C3	DONATION	1,000.
DREXEL UNIVERSITY 3141 CHESTNUT ST, RM 310 PHILADELPHIA, PA 19104		501C3	DONATION	200.
J STREET EDUCATION FUND PO BOX 66073 WASHINGTON, DC 20035		501C3	\$8K ANNUAL LEADERSHIP MISSION; \$35K U TA SHEMA PROGRAM; \$35K U PROGRAMMING; \$500 GENERAL	78,500.
FOOTHILLS UNITED WAY 1285 CIMARRON DRIVE, STE 101 LAFAYETTE, CO 80026		501C3	FLOOD RELIEF	5,000.
JEWISH WOMENS GIVING FOUNDATION 101 W MOUNT ROYAL AVE BALTIMORE, MD 21201		501C3	DONATION	1,100.
MERCURY IN RETROGRADE 3470 WILSHIRE BLVD, STE 980 LOS ANGELES, CA 90010		501C3	WEBSITE AND INDIEGOGO FUNDRAISING CAMPAIGN	5,000.
MOUNTAIN RESCUE ASPEN 630 WEST MAIN ST ASPEN, CO 81611		501C3	DONATION	100.
NEW ISRAEL FUND 32100 M ST, STE 619 WASHINGTON, DC 20037		501C3	\$2500 WE POWER; \$1000 ADVA CENTER; \$1000 ADVANCEMENT OF CITIZEN JOURNALISM	4,500.
ONE VOICE US PO BOX 1577-OCS NEW YORK, NY 10113		501C3	DONATION	1,000.
PARENTS CIRCLE 301 E 57TH ST, 4TH FLOOR NEW YORK, NY 10022		501C3	DONATION	1,000.
Total from continuation sheets				

THE GOODWIN FOUNDATION

22-2882244

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

323831
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB - MAIN ACCOUNT	5,428.	5,428.	5,428.
US TREASURY	141.	141.	141.
TOTAL TO PART I, LINE 3	5,569.	5,569.	5,569.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB - ETHEL					
LAWRENCE	4,103.	1,912.	2,191.	2,191.	2,191.
SCHWAB - HOLOCAUST					
ED.	7,258.	2,731.	4,527.	4,527.	4,527.
SCHWAB - MAIN					
ACCOUNT	70,494.	19,445.	51,049.	51,049.	51,049.
TO PART I, LINE 4	81,855.	24,088.	57,767.	57,767.	57,767.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	5,375.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,375.	0.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	18,261.	0.	0.	0.
BANK FEES	486.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	18,747.	0.	0.	0.

FORM 990-PF	TAXES	STATEMENT 5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES, NET	3,618.	0.	0.	0.
PAYROLL TAXES	12,910.	0.	0.	0.
STATE REGISTRATION	150.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	16,678.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	4,038.	0.	0.	0.
DUES AND CONFERENCES	2,672.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	6,710.	0.	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	3,153,774.	3,634,215.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,153,774.	3,634,215.

Obermeyer Asset Management Company
REALIZED GAINS AND LOSSES
Goodwin Foundation
(Ethel Lawrence Trust Fund)
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-07-05	04-15-13	9.493	TOCQUEVILLE GOLD FUND	305 77	387 50		81 73
12-14-05	04-15-13	7 895	TOCQUEVILLE GOLD FUND	300 00	322 27		22 27
12-21-06	04-15-13	18 250	TOCQUEVILLE GOLD FUND	905 00	744 97		-160 03
06-11-07	04-15-13	7 609	TOCQUEVILLE GOLD FUND	400 00	310 60		-89 40
12-13-07	04-15-13	36 825	TOCQUEVILLE GOLD FUND	1,740 00	1,503 20		-236 80
09-29-09	04-19-13	190 289	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	2,900 00	3,737 28		837.28
12-27-11	04-19-13	13 377	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	201 19	262 72		61 53
09-26-11	04-19-13	177 499	STEELEPATH MLP FDS TR ALPHA FD CL A	1,603 93	2,094 49		490 56
12-27-11	04-19-13	59 789	STEELEPATH MLP FDS TR ALPHA FD CL A	587 03	705 51		118 48
12-27-11	10-31-13	204 708	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	3,078 81	4,012 28		933 47
TOTAL GAINS						0 00	2,545 32
TOTAL LOSSES						0 00	-486 23
TOTAL REALIZED GAIN/LOSS				12,021 73	14,080 82	0 00	2,059 09

Obermeyer Asset Management Company
REALIZED GAINS AND LOSSES
Goodwin Foundation
(Richard Goodwin Holocaust Education Trust Fund)
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-11-07	04-15-13	15 356	TOCQUEVILLE GOLD FUND	807 26	626 83		-180 43
12-13-07	04-15-13	66 032	TOCQUEVILLE GOLD FUND	3,120 00	2,695 43		-424 57
09-29-09	04-19-13	81 466	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	1,241 54	1,600 00		358 46
09-26-11	04-19-13	262 712	STEELPATH MLP FDS TR ALPHA FD CL A	2,373 91	3,100 00		726 09
09-29-09	10-31-13	82 576	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	1,258 46	1,618 49		360 03
TOTAL GAINS						0 00	1,444 58
TOTAL LOSSES						0 00	-605 00
TOTAL REALIZED GAIN/LOSS				8,801 16	9,640 75	0 00	839 59

Obermeyer Asset Management Company
REALIZED GAINS AND LOSSES
Goodwin Foundation
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-10-03	01-25-13	97 88	FNMA POOL #545563 5 500% Due 11-25-13	102 44	97 88		-4 56
09-02-11	02-22-13	75,000	CANADA GOVT (US\$) 1 750% Due 03-01-13	77,359 31	73,975.72		-3,383 59
04-10-03	02-25-13	80 43	FNMA POOL #545563 5 500% Due 11-25-13	84 18	80 43		-3 75
11-05-10	03-07-13	245 000	ERA GROUP INC	5,350 21	4,671 11		-679 10
01-28-11	03-07-13	125 000	ERA GROUP INC	2,927 00	2,383 22		-543 78
02-09-11	03-07-13	210 000	ERA GROUP INC	4,853 71	4,003 81		-849 90
03-02-11	03-07-13	100 000	ERA GROUP INC	2,119 95	1,906 58		-213 37
03-02-11	03-07-13	100 000	ERA GROUP INC	2,119 92	1,906 58		-213 34
03-02-11	03-07-13	80 000	ERA GROUP INC	1,695 80	1,525 26		-170.54
04-10-03	03-25-13	75 78	FNMA POOL #545563 5 500% Due 11-25-13	79 31	75 78		-3 53
03-19-09	04-15-13	2,150 000	FREEPORT MCMORAN COPPER	43,468 25	63,231 24		19,762 99
05-12-09	04-15-13	380 000	SUNCOR ENERGY INC	11,517 55	10,312 09		-1,205 46
02-09-11	04-15-13	290 000	SUNCOR ENERGY INC	11,763 90	7,869 75		-3,894 15
02-09-11	04-15-13	200 000	SUNCOR ENERGY INC	8,113 03	5,427 42		-2,685 61
02-09-11	04-15-13	100 000	SUNCOR ENERGY INC	4,056 52	2,713 71		-1,342 81
03-18-11	04-15-13	1,650,000	SUNCOR ENERGY INC	73,239 25	44,776 17		-28,463 08
11-15-06	04-15-13	263 162	TOCQUEVILLE GOLD FUND	13,989 69	10,742 27		-3,247 42
12-21-06	04-15-13	280 399	TOCQUEVILLE GOLD FUND	13,905.00	11,445 89		-2,459 11
06-21-07	04-15-13	468 165	TOCQUEVILLE GOLD FUND	25,000 00	19,110 49		-5,889 51
12-13-07	04-15-13	629 841	TOCQUEVILLE GOLD FUND	29,760 00	25,710 11		-4,049 89
03-03-11	04-15-13	570 581	TOCQUEVILLE GOLD FUND	50,000 00	23,291 12		-26,708 88
03-19-09	04-15-13	0 648	BROOKFIELD PROP PART LPF	5 36	14 30		8 94
04-10-03	04-25-13	56 10	FNMA POOL #545563 5.500% Due 11-25-13	58 71	56 10		-2 61
03-19-09	05-17-13	78 564	BROOKFIELD PROP PART LPF	650 40	1,770 25		1,119 85
02-09-11	05-17-13	27 839	BROOKFIELD PROP PART LPF	545 60	627 28		81 68
03-02-11	05-17-13	21.353	BROOKFIELD PROP PART LPF	421 13	481.14		60 01
03-02-11	05-17-13	16 244	BROOKFIELD PROP PART LPF	320 37	366 02		45 65
04-10-03	05-25-13	42 96	FNMA POOL #545563 5 500% Due 11-25-13	44 96	42 96		-2 00
04-26-10	06-05-13	4,272 599	BUFFALO DISCOVERY FUND	60,500 00	72,975 99		12,475 99
02-24-11	06-05-13	4,687 500	BUFFALO DISCOVERY FUND	75,000 00	80,062 50		5,062 50
02-09-11	06-05-13	200 000	MCDONALDS CORP	15,186 27	19,349 44		4,163 17
02-09-11	06-05-13	100 000	MCDONALDS CORP	7,593 14	9,674 72		2,081 58
02-09-11	06-05-13	100 000	MCDONALDS CORP	7,593 14	9,674 72		2,081.58
03-02-11	06-05-13	155 000	MCDONALDS CORP	11,528 24	14,995 82		3,467 58
02-29-12	06-05-13	1,175 000	TARGET CORPORATION	66,094 48	82,909 24		16,814 76
05-16-12	06-05-13	1,815 000	VERIZON COMMUNICATIONS	74,428 12	87,907 58		13,479 46
04-10-03	06-25-13	42 12	FNMA POOL #545563 5 500% Due 11-25-13	44 08	42 12		-1 96
04-10-03	07-25-13	35 71	FNMA POOL #545563 5 500% Due 11-25-13	37 37	35.71		-1 66
03-19-09	08-02-13	500 000	BROOKFIELD ASSET MGMT	6,886 76	18,636 73		11,749 97
02-29-12	08-02-13	150 000	BAXTER INTERNATIONAL INC	8,722 47	10,564 82		1,842 35
02-29-12	08-02-13	200.000	SPDR SERIES TRUST KBW REGL BKG	5,415 33	7,496 28		2,080 95
02-29-12	08-02-13	200 000	SPDR SERIES TRUST KBW REGL BKG	5,415 33	7,496 28		2,080 95

Obermeyer Asset Management Company
REALIZED GAINS AND LOSSES
Goodwin Foundation
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-29-12	08-02-13	300 000	SPDR SERIES TRUST KBW REGL BKG	8,123 00	11,244 41		3,121 41
02-29-12	08-02-13	300 000	SPDR SERIES TRUST KBW REGL BKG	8,123 00	11,244 42		3,121 42
04-17-13	08-02-13	15 000	MASTERCARD INC	7,907 74	9,673 98	1,766 24	
02-29-12	08-02-13	500 000	UNITEDHEALTH GROUP INC COM	27,958 84	36,071 92		8,113 08
07-17-12	08-02-13	920 000	WALGREEN CO	28,198 20	46,912 99		18,714 79
04-16-13	08-02-13	200 000	WELLS FARGO & CO	7,401.92	8,873 50	1,471 58	
11-05-10	08-07-13	245 000	SEACOR HOLDINGS INC COM	18,933 71	20,886 37		1,952 66
01-28-11	08-07-13	125 000	SEACOR HOLDINGS INC COM	10,358 29	10,656 31		298 02
02-09-11	08-07-13	210 000	SEACOR HOLDINGS INC COM	17,176 68	17,902 61		725 93
03-02-11	08-07-13	100 000	SEACOR HOLDINGS INC COM	7,502 25	8,525 05		1,022 80
03-02-11	08-07-13	100 000	SEACOR HOLDINGS INC COM	7,502 11	8,525 05		1,022 94
03-02-11	08-07-13	80 000	SEACOR HOLDINGS INC COM	6,001 23	6,820 04		818 81
07-17-12	08-07-13	1,365 000	WALGREEN CO	41,837 55	67,707 66		25,870 11
04-10-03	08-25-13	14 24	FNMA POOL #545563 5 500% Due 11-25-13	14 90	14 24		-0 66
04-10-03	09-25-13	9 25	FNMA POOL #545563 5 500% Due 11-25-13	9 68	9 25		-0 43
02-24-11	10-16-13	4,800 898	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	83,679 66	93,377 46		9,697 80
03-03-11	10-16-13	2,820 079	MATTHEWS INTL FDS ASIAN GROWTH & INCOME	50,000 00	54,850 54		4,850 54
04-10-03	10-25-13	1 41	FNMA POOL #545563 5 500% Due 11-25-13	1 48	1 41		-0 07
02-29-12	10-31-13	985 000	BAXTER INTERNATIONAL INC	57,277 54	65,073 89		7,796 35
03-19-09	11-21-13	620 000	EXELON CORP	27,735 35	17,220 42		-10,514 93
02-09-11	11-21-13	790 000	EXELON CORP	34,064 27	21,942 16		-12,122 11
03-02-11	11-21-13	205 000	EXELON CORP	8,409 88	5,693 85		-2,716 03
03-02-11	11-21-13	200 000	EXELON CORP	8,204 76	5,554 97		-2,649 79
03-02-11	11-21-13	200 000	EXELON CORP	8,204 76	5,554 98		-2,649 78
05-16-12	12-10-13	40 000	AUTOZONE INC	15,522 36	18,742 76		3,220 40
03-19-09	12-10-13	150 000	BROOKFIELD ASSET MGMT	2,066 03	5,734 75		3,668 72
05-03-12	12-10-13	32 000	GOOGLE INC CLASS C NON VOTING SHARES	19,540 65	34,825 64		15,284 99
05-18-12	12-10-13	380 000	INTUIT INC	21,118 31	28,429 00		7,310 69
02-29-12	12-10-13	175 000	SPDR SERIES TRUST KBW REGL BKG	4,738 42	6,893 28		2,154 86
06-06-13	12-10-13	100 000	LYONDELLBASELL INDs FCLASS A	6,615 73	7,677 32	1,061 59	
03-19-09	12-10-13	175 000	MEDTRONIC INC	4,854 16	10,029 51		5,175 35
03-19-09	12-10-13	100 000	MEDTRONIC INC	2,773 80	5,731 15		2,957 35
08-24-11	12-15-13	50,000	TRANSALTA CORP 5 750% Due 12-15-13	54,650 00	50,000 00		-4,650 00
TOTAL GAINS					4,299 41		225,358 98
TOTAL LOSSES					0 00		-121,323 41
TOTAL REALIZED GAIN/LOSS		108,334 98		1,334,502 54	1,442,837.52	4,299 41	104,035 58
				short term	21925 39	26224 80	4299 41
				long term	1322577 15	1416612 72	104035.58
				Total	2	1466560	4300
				Cap gains and dividends		24088	106935
							24088
				Page 1 line 6b		1490648	4300 +
							131023
						=====	=====
							135323

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only

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

Enter filer's identifying number

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

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

0 4

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

GOODWIN ENTERPRISES

- The books are in the care of ► **200 COUNTRY CLUB PARKWAY - MOUNT LAUREL, NJ 08054**
Telephone No ► **856-235-3111** Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2013** or

► tax year beginning , and ending

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,987.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	3,600.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.