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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE GOODWIN FOUNDATION		A Employer identification number 22-2882244
Number and street (or P.O. box number if mail is not delivered to street address) P.O. 943	Room/suite	B Telephone number (856) 235-2118
City or town, state or province, country, and ZIP or foreign postal code ATCO, NJ 08004		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,518,863.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,304.	1,304.		STATEMENT 1
4 Dividends and interest from securities		84,276.	84,276.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		716,482.			
b Gross sales price for all assets on line 6a		4,423,833.			
7 Capital gain net income (from Part IV, line 2)			716,482.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		802,062.	802,062.		
13 Compensation of officers, directors, trustees, etc		85,400.	0.		0.
14 Other employee salaries and wages		37,440.	0.		0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		8,283.	0.		0.
c Other professional fees STMT 4		33,810.	0.		0.
17 Interest					
18 Taxes STMT 5		15,631.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4,845.	0.		0.
22 Printing and publications					
23 Other expenses STMT 6		38,918.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		224,327.	0.		0.
25 Contributions, gifts, grants paid		197,318.			197,318.
26 Total expenses and disbursements. Add lines 24 and 25		421,645.	0.		197,318.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		380,417.			
b Net investment income (if negative, enter -0-)			802,062.		
c Adjusted net income (if negative, enter -0-)				N/A	

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			18,686.	10,532.	10,532.
	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 ▶	39,973.				
	Less: allowance for doubtful accounts ▶	0.		39,974.	39,973.	39,973.
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Liabilities	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 7		3,153,774.	3,542,346.	3,468,358.
	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 I)			3,212,434.	3,592,851.	3,518,863.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	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 ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			3,212,434.	3,592,851.	
	30 Total net assets or fund balances			3,212,434.	3,592,851.	
	31 Total liabilities and net assets/fund balances			3,212,434.	3,592,851.	

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	3,212,434.
2 Enter amount from Part I, line 27a	2	380,417.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,592,851.
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	3,592,851.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,423,833.		3,707,351.	716,482.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			716,482.

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	716,482.
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))
2013	253,063.	3,613,083.	.070041
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

2 Total of line 1, column (d)	2	.207615
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	.041523
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,556,902.
5 Multiply line 4 by line 3	5	147,693.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,021.
7 Add lines 5 and 6	7	155,714.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	197,318.

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		1	8,021.
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	8,021.
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	8,021.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,613.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,113.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	5.	
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	4,087.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 4,087. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► GOODWIN ENTERPRISES Telephone no. ► 856-235-3111
 Located at ► 200 COUNTRY CLUB PARKWAY, MOUNT LAUREL, NJ ZIP+4 ► 08054

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2014, 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? Yes No
16 X
 See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A 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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD GOODWIN	TRUSTEE			
385 FAIRWAY DRIVE				
SNOWMASS VILLAGE, CO 81615	0.00	0.	0.	0.
JOANNA GOODWIN	TRUSTEE			
11 CLIFTON CT				
PIKESVILLE, MD 21208	40.00	85,400.	0.	0.
JOHN GOODWIN	TRUSTEE			
111 MOUNTAINVIEW DRIVE				
MOUNT LAUREL, NJ 08054	0.00	0.	0.	0.
ROBERT GOODWIN	TRUSTEE			
1608 VALLEY GLENN ROAD				
ELKINS PARK, PA 19117	0.00	0.	0.	0.

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

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

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

▶ 0

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Part 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	3,592,621.
b	Average of monthly cash balances	1b	18,447.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,611,068.
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	3,611,068.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,166.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,556,902.
6	Minimum investment return. Enter 5% of line 5	6	177,845.

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	177,845.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,021.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,021.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	169,824.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	169,824.
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	169,824.

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	197,318.
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	197,318.
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	8,021.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	189,297.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				169,824.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			95,965.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 197,318.				
a Applied to 2013, but not more than line 2a			95,965.	
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 2014 distributable amount				101,353.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				68,471.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLMEP 1901 PENNSYLVANIA AVE NW STE 902 WASHINGTON, DC 20006		501C3	DONATION	30,500.
ALZHEIMER'S DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871		501C3	DONATION	30.
AREI, INC. P. O. BOX 7784 ASPEN, CO 81612		501C3	DONATION	12,925.
ASPEN JEWISH CONGREGATION 77 MEADOWOOD DR ASPEN, CO 81611		501C3	DONATION	300.
BUDDY PROGRAM 110 HALLAM STREET, STE 125 ASPEN, CO 81611		501C3	DONATION	150.
Total	SEE CONTINUATION SHEET(S)			197,318.
b Approved for future payment				
NONE				
Total				0.

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 ETHEL LAWRENCE ST SEE ATTACHED	P	VARIOUS	VARIOUS
b	OBERMEYER ETHEL LAWRENCE LT SEE ATTACHED	P	VARIOUS	VARIOUS
c	ABERDEEN FDS AB IBSTL	P	08/30/12	06/06/14
d	ABERDEEN FDS AB IBSTL	P	04/26/12	06/05/14
e	OBERMEYER HOLOCAUST ST SEE ATTACHED	P	VARIOUS	VARIOUS
f	OBERMEYER HOLOCAUST FND LT SEE ATTACHED	P	VARIOUS	VARIOUS
g	OBERMEYER GOODWIN FDN LT SEE ATTACHED	P	VARIOUS	VARIOUS
h	MORGAN STANLEY 799963 ST COVERED SEE ATTACHED	P	VARIOUS	VARIOUS
i	MORGAN STANLEY NONCOVERED 799963 ST SEE ATTACHED	P	VARIOUS	VARIOUS
j	MORGAN STANLEY 799963 LT NONCOVERED SEE ATTACHED	P	VARIOUS	VARIOUS
k	MORGAN STANLEY ST COVERED 848963	P	VARIOUS	VARIOUS
l	MORGAN STANLEY ST NONCOVERED 848963	P	VARIOUS	VARIOUS
m	MORGAN STANLEY LT NONCOVERED 848963	P	VARIOUS	VARIOUS
n	MORGAN STANLEY ST COVERED 846963	P	VARIOUS	VARIOUS
o	MORGAN STANLEY ST NONCOVERED 846963	P	VARIOUS	VARIOUS

(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 15,226.		14,022.	1,204.
b 78,297.		68,642.	9,655.
c 1,942.		2,100.	-158.
d 46,422.		50,000.	-3,578.
e 16,003.		15,309.	694.
f 164,100.		149,987.	14,113.
g 312,279.		233,746.	78,533.
h 60,000.		63,091.	-3,091.
i 446,588.		437,902.	8,686.
j 2,159,945.		1,742,701.	417,244.
k 46,516.		42,147.	4,369.
l 204,822.		205,257.	-435.
m 215,432.		123,151.	92,281.
n 65,373.		76,377.	-11,004.
o 57,344.		51,406.	5,938.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,204.
b			9,655.
c			-158.
d			-3,578.
e			694.
f			14,113.
g			78,533.
h			-3,091.
i			8,686.
j			417,244.
k			4,369.
l			-435.
m			92,281.
n			-11,004.
o			5,938.

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
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

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	MORGAN STANLEY LT NONCOVERED 846963	P	VARIOUS	VARIOUS
b	MORGAN STANLEY ST NONCOVERED E LAWRENCE	P	VARIOUS	VARIOUS
c	85 SHS ASHMORE GROUP	P	03/04/14	06/25/14
d	20 SHS BMW	P	03/04/14	06/25/14
e	35 SHS HEINEKEN	P	03/04/14	06/25/14
f	10 SHS VOLKWAGEN	P	03/01/14	06/25/14
g	247.327 SHS OPI STEELPATH	P	09/26/11	06/25/14
h	630.506 SHS WINTERGREEN	P	03/19/09	06/25/14
i	MORGAN STANLEY COVERED ST HOLOCAUST	P	VARIOUS	VARIOUS
j	MORGAN STANLEY NONCOVERED HOLOCAUST ST	P	VARIOUS	VARIOUS
k	860 SHS ASHMORE GRP	P	03/04/14	06/25/14
l	40 SHS BMW	P	03/04/14	06/25/14
m	70 SHS HEINEKEN	P	03/01/14	06/25/14
n	273.534 SHS OPI STEELPATH	P	03/04/14	06/25/14
o	550.414 SHS WINTERGREEN FD	P	03/19/09	06/25/14

(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 154,434.		125,313.	29,121.
b 94,907.		91,254.	3,653.
c 2,939.		2,628.	311.
d 2,538.		2,310.	228.
e 2,473.		2,346.	127.
f 2,590.		2,553.	37.
g 3,349.		2,490.	859.
h 11,828.		4,867.	6,961.
i 3,000.		3,010.	-10.
j 176,900.		169,158.	7,742.
k 5,211.		4,664.	547.
l 5,077.		4,622.	455.
m 4,945.		4,695.	250.
n 3,703.		2,754.	949.
o 10,326.		4,249.	6,077.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			29,121.
b			3,653.
c			311.
d			228.
e			127.
f			37.
g			859.
h			6,961.
i			-10.
j			7,742.
k			547.
l			455.
m			250.
n			949.
o			6,077.

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

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

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 18 SHS VOLKSWAGEN		P	03/04/14	06/25/14
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,663.		4,600.	63.
b 44,661.			44,661.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			63.
b			44,661.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	716,482.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMPANILE FOUNDATION 5500 CAMPANILE DRIVE SAN DIEGO, CA 92182-1968		501C3	DONATION	500.
CONQUER PARALYSIS NOW FOUNDATION P. O. BOX 3661 PRINCETON, NJ 08543-3661		501C3	DONATION	2,000.
J STREET EDUCATION FUND PO BOX 66073 WASHINGTON, DC 20035		501C3	\$5K GENERAL; \$35K U TA SHEMA PROGRAM; \$50K U PROGRAMMING; \$10K TO MISSION TO ISRAEL	100,000.
LASALLE COLLEGE HIGH SCHOOL 8605 CHELTENHAM AVENUE WYNDMOOR, PA 19038		501C3	DONATION	272.
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVE, STE 310 WHITE PLAINS, NY 10605		501C3	DONATION	1,828.
IRIS GLOBAL P.O. BOX 3046 ASPEN, CO 81612		501C3	DONATION	200.
MIDDLE EAST PEACE DIALOGUE NETWORK P. O. BOX 943 ATCO, NJ 08004		501C3	DONATION	26,000.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206		501C3	2014 BELLA SERA	1,000.
OVARIAN CANCER CIRCLE PO BOX 461759 LOS ANGELES, CA 90046		501C3	DONATION	2,500.
PUBLIC CITIZEN FOUNDATION P O BOX 1851 MERRIFIELD, VA 22116-8051		501C3	DONATION	100.
Total from continuation sheets				153,413.

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
SHINING STARS FOUNDATION P.O. BOX 2790 WINTER PARK, CO 80482		501C3	DONATION	200.
SNOWMASS-WILDCAT FIRE PROTECTION P.O. BOX 6436 SNOWMASS VILLAGE, CO 81615		501C3	DONATION	1,000.
SYRACUSE CANCER RESEARCH INSTITUTE 600 E. GENESEE ST. #130 SYRACUSE, NY 13202		501C3	DONATION	1,000.
TRASHMASTERS INTL INC PO BOX 6200 SNOWMASS VILLAGE, CO 81615		501C3	DONATION	500.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038		501C3	TYPHOON HAIYAN & SYRIA RELIEF	500.
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQ CAMBRIDGE, MA 02138-3780		501C3	DONATION	100.
UNITED JEWISH APPEAL ASPEN VALLEY CAMPAIGN PO BOX 8590 ASPEN, CO 81615		501C3	DONATION	300.
WFM-IGP (WORLD FEDERALIST MOVEMENT INSTITUTE FOR GLOBAL POLICY 708 3RD AVENUE, STE 1715 NEW YORK, NY 10017		501C3	DONATION	250.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460		501C3	DESIGNATED TO 96 ELEPHANTS	200.
WINTER SPORTS CLINIC GEN. POST FUND 379 2472 F ROAD, UNIT 16 GRAND JUNCTION, CO 81505		501C3	NATIONAL DISABLED VETERANS WINTER SPORTS CLINIC	500.
Total from continuation sheets				

22-2882244

3 Grants and Contributions Paid During the Year (Continuation)

423631
05-01-14

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
MORGAN STANLEY	502.	502.	
SCHWAB - MAIN ACCOUNT	802.	802.	
TOTAL TO PART I, LINE 3	1,304.	1,304.	

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
MORGAN STANLEY - ETHEL LAWRENCE	4,548.	2,417.	2,131.	2,131.	
MORGAN STANLEY - HOLOCAUST	8,066.	4,291.	3,775.	3,775.	
MORGAN STANLEY 799	70,937.	37,729.	33,208.	33,208.	
MORGAN STANLEY 846	9,083.	224.	8,859.	8,859.	
MORGAN STANLEY 848	2,355.	0.	2,355.	2,355.	
SCHWAB - ETHEL LAWRENCE	961.	0.	961.	961.	
SCHWAB - HOLOCAUST ED.	2,130.	0.	2,130.	2,130.	
SCHWAB - MAIN ACCOUNT	30,857.	0.	30,857.	30,857.	
TO PART I, LINE 4	128,937.	44,661.	84,276.	84,276.	

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	8,283.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,283.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	33,360.	0.		0.	
BANK FEES	450.	0.		0.	
TO FORM 990-PF, PG 1, LN 16C	33,810.	0.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES, NET	4,176.	0.		0.	
PAYROLL TAXES	11,455.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	15,631.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	8,892.	0.		0.	
DUES AND CONFERENCES	325.	0.		0.	
OTHER EXPENSES	29,701.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	38,918.	0.		0.	

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	3,542,346.	3,468,358.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,542,346.	3,468,358.

Obermeyer Wood Investment Counsel, LLLP
REALIZED GAINS AND LOSSES
Goodwin Foundation
(Ethel Lawrence Trust Fund)
From 01-01-14 Through 05-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-18-10	02-27-14	545.951	ABERDEEN FDS AS IBSTL SVC	6,000.00	5,361.24		-638.76
04-26-10	02-27-14	225.989	BUFFALO DISCOVERY FUND	3,200.00	4,766.11		1,566.11
05-15-12	02-27-14	279.201	BUFFALO DISCOVERY FUND	4,470.00	5,888.35		1,418.35
03-05-12	02-27-14	391.931	INVESCO CHARTER FUND CLASS A	6,800.00	8,747.90		1,947.90
03-05-12	02-27-14	215.517	EATON VANCE MUT FDS TR FLTG RATE FD A	2,000.00	2,045.26		45.26
08-30-12	02-27-14	406.417	EATON VANCE MUT FDS TR FLTG RATE FD A	3,800.00	3,856.89		56.89
ST 04-19-13	02-27-14	669.761	INVESCO INVSC DVSFD FD A	10,100.00	11,519.89	1,419.89	
08-30-12	02-27-14	1,054.113	LORD ABBETT INCT TR SH DURA INCM I	4,900.00	4,776.76		-123.24
06-22-11	02-27-14	143.052	LOOMIS SAYLES FDS I BOND FD RETAIL	2,100.00	2,194.42		94.42
08-30-12	02-27-14	232.082	LOOMIS SAYLES FDS I BOND FD RETAIL	3,400.00	3,560.14		160.14
07-07-05	02-27-14	1,651.680	OPPENHEIMER INTL BOND FUND	9,728.40	10,025.70		297.30
07-07-05	02-27-14	1,389.972	PIMCO FDS PAC INVT TOTAL RETRN PT	15,000.00	15,078.78		78.78
03-19-09	02-27-14	247.770	RS GLOBAL NATURAL RESOURCES	5,000.00	9,048.56		4,048.56
01-14-09	02-27-14	45.000	SPDR INTL INFLATION GOVT ETF	2,111.00	2,646.95		535.95
03-19-09	03-14-14	17.162	WINTERGREEN FUND	132.49	300.00		167.51
ST 02-27-14	04-23-14	2.000	GOOGLE INC CLASS A	1,226.93	1,070.13	-156.80	
02-27-14	05-14-14	5.000	AUTOZONE INC	2,695.05	2,635.81	-59.24	
TOTAL GAINS						1,419.89	10,417.17
TOTAL LOSSES						-216.04	-762.00
				82,663.87	93,522.89	1,203.85	9,655.17
TOTAL REALIZED GAIN/LOSS				10,859.02			
NO CAPITAL GAINS DISTRIBUTIONS							

Cost basis

1-0		
1-1		10,100.00
1-2		1,226.93
1-3		2,695.05
1-T	Total	14,021.98
2-0		
2-1		82,663.87
2-2		14,021.98
2-T	Total	68,641.89

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Gross Proceeds

1-0		
1-1		11,519.89
1-2		1,070.13
1-3		2,635.81
1-T	Total	15,225.83
2-0		
2-1		93,522.89
2-2		15,225.83
2-T	Total	78,297.06

Gains

1-0		
1-1		15,225.83
1-2		14,021.98
1-T	Total	1,203.85
2-0		
2-1		78,297.06
2-2		68,641.89
2-T	Total	9,655.17

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Obermeyer Wood Investment Counsel, LLLP
REALIZED GAINS AND LOSSES
Goodwin Foundation
(Richard Goodwin Holocaust Education Trust Fund)
 From 01-01-14 Through 05-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-26-10	02-27-14	183.616	BUFFALO DISCOVERY FUND	2,600.00	3,872.46		1,272.46
05-15-12	02-27-14	453.467	BUFFALO DISCOVERY FUND	7,260.00	9,563.62		2,303.62
03-05-12	02-27-14	657.061	INVESCO CHARTER FUND CLASS A	11,400.00	14,665.60		3,265.60
08-16-10	02-27-14	1,153.211	ABERDEEN FDS ASIA BD INSTL	12,600.00	11,306.06		-1,293.94
03-05-12	02-27-14	1,185.345	EATON VANCE MUT FDS TR FLTG RATE FD A	11,000.00	11,248.93		248.93
08-30-12	02-27-14	256.684	EATON VANCE MUT FDS TR FLTG RATE FD A	2,400.00	2,435.93		35.93
04-19-13	02-27-14	530.504	INVESCO INVSC DVSFD FD A	8,000.00	9,124.67	1,124.67	
05-18-09	02-27-14	5,748.871	LORD ABBETT INCT TR SH DURA INCM I	25,000.00	26,164.90		1,164.90
06-22-11	02-27-14	129.428	LOOMIS SAYLES FDS I BOND FD RETAIL	1,900.00	1,985.43		85.43
08-30-12	02-27-14	382.253	LOOMIS SAYLES FDS I BOND FD RETAIL	5,600.00	5,863.76		263.76
06-06-05	02-27-14	2,764.275	OPPENHEIMER INTL BOND FUND	16,281.58	16,779.15		497.57
12-29-09	02-27-14	2,325.581	OPPENHEIMER INTL BOND FUND	15,000.00	14,116.28		-883.72
06-06-05	02-27-14	2,308.057	PIMCO FDS PAC INVT TOTAL RETRN PT	25,000.00	25,038.63		38.63
03-19-09	02-27-14	247.770	RS GLOBAL NATURAL RESOURCES	5,000.00	9,048.56		4,048.56
01-14-09	02-27-14	175.000	SPDR INTL INFLATION GOVT ETF	8,194.60	10,310.47		2,115.87
03-19-09	03-14-14	97.254	WINTERGREEN FUND	750.80	1,700.00		949.20
02-27-14	04-23-14	4.000	GOOGLE INC CLASS A	2,453.95	2,138.20	-315.75	
02-27-14	05-14-14	9.000	AUTOZONE INC	4,854.93	4,740.61	-114.32	
TOTAL GAINS						1,124.67	16,290.46
TOTAL LOSSES						-430.07	-2,177.66
TOTAL REALIZED GAIN/LOSS						694.60	14,112.80
NO CAPITAL GAINS DISTRIBUTIONS							

Cost basis

1-0		
1-1		8,000
1-2		2,453.95
1-3		4,854.93
1-T	Total	15,308.88
2-0		
2-1		165,295.89
2-2		15,308.88
2-T	Total	149,987.01

Gross proceeds

1-0		
1-1		9,124.67
1-2		2,138.20
1-3		4,740.61
1-T	Total	16,003.48
2-0		
2-1		180,103.26
2-2		16,003.48
2-T	Total	164,099.78

Gain

1-0		
1-1		16,003.48
1-2		15,308.88
1-T	Total	694.6
2-0		
2-1		164,099.78
2-2		149,987.01
2-T	Total	14,112.77

Obermeyer Wood Investment Counsel, LLLP
REALIZED GAINS AND LOSSES
Goodwin Foundation
From 01-01-14 Through 05-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-18-12	01-08-14	955.000	INTUIT INC	53,073.65	72,831.35		19,757.70
02-29-12	01-08-14	725.000	LABORATORY AMER HLDGS COM NEW	65,358.86	66,380.90		1,022.04
05-03-12	01-09-14	5.000	GOOGLE INC CLASS C NON VOTING SHARES	3,053.23	5,632.30		2,579.07
02-29-12	03-06-14	420.000	AEROVIRONMENT INC	11,937.46	15,539.60		3,602.14
03-19-09	03-14-14	34.325	WINTERGREEN FUND	264.99	600.00		335.01
03-19-09	03-17-14	681.044	WINTERGREEN FUND	5,257.66	12,000.00		6,742.34
03-19-09	03-31-14	837.054	WINTERGREEN FUND	6,462.06	15,000.00		8,537.94
05-03-12	04-23-14	61.000	GOOGLE INC CLASS A	18,653.40	32,902.91		14,249.51
04-26-12	05-08-14	529.661	EATON VANCE MUT FDS TR FLTG RATE FD A	4,941.74	5,000.00		58.26
10-09-12	05-08-14	384.615	LOOMIS SAYLES FDS I BOND FD RETAIL	5,757.69	6,000.00		242.31
05-16-12	05-14-14	152.000	AUTOZONE INC	58,984.97	80,391.77		21,406.80
TOTAL GAINS						0.00	78,533.13
TOTAL LOSSES						0.00	0.00
				233,745.70	312,278.83	0.00	78,533.13
TOTAL REALIZED GAIN/LOSS			78,533.13				
NO CAPITAL GAINS DISTRIBUTIONS							

Morgan Stanley

Corporate Tax Statement Tax Year 2014

GOODWIN FOUNDATION
C/O R GOODWIN, P ELDREDGE &
J GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244

Account Number: 959 010799 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DOUBLELINE TOTAL RETURN I	455.789	CUSIP: 258620103	Symbol: DBLTX	\$5,000.00	\$5,022.79	\$0.00	(\$22.79)	\$0.00
FIRST EAGLE GLOBAL I	181.061	CUSIP: 32008F506	Symbol: SGIIX	\$10,000.00	\$10,334.96	\$0.00	(\$334.96)	\$0.00
FPA CRESCENT FD INSTL	321.449	CUSIP: 30254T759	Symbol: FPACK	\$11,000.00	\$11,122.13	\$0.00	(\$122.13)	\$0.00
FPA NEW INCOME FD	490.196	CUSIP: 302544101	Symbol: FPNIX	\$5,000.00	\$5,049.01	\$0.00	(\$49.01)	\$0.00
JP MORGAN STRAT INC OPP SEL	423.729	CUSIP: 4812A4351	Symbol: JSOSX	\$5,000.00	\$5,055.08	\$0.00	(\$55.08)	\$0.00
OPPENHEIMER DEVELOPING MKTS Y	76.687	CUSIP: 683974505	Symbol: ODVYX	\$3,000.00	\$3,033.74	\$0.00	(\$33.74)	\$0.00
OPPENHEIMER INTL GROWTH Y	297.089	CUSIP: 68380L407	Symbol: OIGYX	\$10,000.00	\$11,506.25	\$0.00	(\$1,506.25)	\$0.00
	308.989			\$11,000.00	\$11,967.14	\$0.00	(\$967.14)	\$0.00
Security Subtotal	606.078			\$21,000.00	\$23,473.39	\$0.00	(\$2,473.39)	\$0.00
Total Short Term Covered Securities				\$60,000.00	\$63,091.10	\$0.00	(\$3,091.10)	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

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1 New York Plaza
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 8 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8948 Part I with box B checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MATTEL INC	1,735,000	CUSIP: 577081102	06/25/14	Symbol: MAT \$67,878.03	\$68,650.76	\$0.00	(\$774.79)	\$0.00
MATTHEWS ASIAN CHINA INV	3,176,615	CUSIP: 577130701	06/25/14	Symbol: MCHF \$67,630.14	\$77,699.89	\$0.00	(\$10,069.55)	\$0.00
MEDTRONIC INC	970,000	CUSIP: 585055106	06/25/14	Symbol: \$62,361.28	\$68,819.18	\$0.00	\$3,542.10	\$0.00
SLM CORP	100,000,000	CUSIP: 78442FDD7	06/25/14	Symbol: \$97,880.00	\$0.00	100000	\$0.00	-2320
VENTAS INC	1,100,000	CUSIP: 92276F100	06/25/14	Symbol: VTR \$70,049.31	\$67,083.98	\$0.00	\$2,965.33	\$0.00
WELLPOINT INC	745,000	CUSIP: 94973V107	06/25/14	Symbol: \$80,991.03	\$65,648.59	\$0.00	\$15,342.44	\$0.00
Total Short Term Noncovered Securities				\$446,587.79	\$437,992.20	437902	\$8,595.59	8685
Total Short Term Covered and Noncovered Securities				\$506,587.79	\$400,993.30	\$0.00	\$7,594.49	\$0.00
					500993		5594	

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APACHE CORP		CUSIP: 037411105	Symbol (Box 1d): APA					
	405.000	03/19/09	06/25/14	\$40,214.15	\$27,418.54	\$0.00	\$12,795.61	\$0.00
	275.000	03/02/11	06/25/14	\$27,305.90	\$33,235.00	\$0.00	(\$5,929.10)	\$0.00
Security Subtotal	680.000			\$67,520.05	\$60,653.54	\$0.00	\$6,866.51	\$0.00
ASHMORE GROUP PLC		CUSIP: G0609C101	Symbol (Box 1d): AJMPF					
	13,115.000	06/25/14	06/25/14	\$78,888.26	NOT ON FILE	78377	311	\$0.00
BAYERISCHE MOTOREN WERKE AG OR		CUSIP: D12096109	Symbol (Box 1d): BAMXF					
	482.000	06/25/14	06/25/14	\$61,264.07	NOT ON FILE	54004	7260	\$0.00
E V FLOATING RATE A		CUSIP: 277911129	Symbol (Box 1d): EVBLX					
	4,829.396	04/26/12	06/25/14	\$45,686.09	\$45,057.78	\$0.00	\$628.31	\$0.00
HEINEKEN NV ORD SHRS		CUSIP: N39427211	Symbol (Box 1d): HINKF					
	1,000.000	06/25/14	06/25/14	\$70,648.43	NOT ON FILE	70249	399	\$0.00
JOY GLOBAL INC		CUSIP: 481166108	Symbol (Box 1d): JOY					
	1,125.000	10/19/12	06/25/14	\$68,931.16	\$69,734.54	\$0.00	(\$803.38)	\$0.00
LOOMIS SAYLES BOND RETAIL		CUSIP: 543495832	Symbol (Box 1d): LSBRX					
	1,285.392	10/09/12	06/25/14	\$20,322.05	\$19,242.19	\$0.00	\$1,079.86	\$0.00
	1,636.126	06/10/13	06/25/14	\$25,867.15	\$24,998.84	\$0.00	\$867.31	\$0.00
Security Subtotal	2,921.518			\$46,189.20	\$44,242.03	\$0.00	\$1,947.17	\$0.00
LORD ABBETT SHT DURATION INC I		CUSIP: 543916688	Symbol (Box 1d): LLDYX					
	10,858.707	06/10/13	06/26/14	\$48,407.12	\$49,998.92	\$0.00	(\$591.80)	\$0.00
LYONDELLBASELL NV CL-A		CUSIP: N63745100	Symbol (Box 1d): LYB					
	457.000	06/06/13	06/25/14	\$44,978.45	\$30,233.90	\$0.00	\$14,744.55	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

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BALTIMORE MD 21208-1432

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 5 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities * (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MASTERCARD INC CL A	1,060.000	CUSIP: 57636Q104 04/17/13	Symbol (Box 1d): MA 06/25/14	\$77,533.04	\$55,881.33	\$0.00	\$21,651.71	\$0.00
MATTHEWS ASIAN CHINA INV	5,891.608	CUSIP: 577130701 12/14/12	Symbol (Box 1d): MCHFX 06/25/14	\$125,432.33	\$134,799.99	\$0.00	(\$9,367.66)	\$0.00
MEDTRONIC INC	980.000	CUSIP: 585055106 03/18/09	Symbol (Box 1d): 06/25/14	\$63,647.08	\$27,460.66	\$0.00	\$36,186.42	\$0.00
	260.000	02/09/11	06/25/14	\$16,715.38	\$10,331.03	\$0.00	\$6,384.35	\$0.00
Security Subtotal	1,250.000			\$80,362.47	\$37,791.69	\$0.00	\$42,570.78	\$0.00
NESTLE SPON ADR REP REG SHR	700.000	CUSIP: 641069406 10/03/12	Symbol (Box 1d): NSRGY 06/25/14	\$54,196.58	\$44,646.76	\$0.00	\$9,549.82	\$0.00
NORDSTROM INC	1,165.000	CUSIP: 65566A100 06/05/13	Symbol (Box 1d): JWN 06/25/14	\$78,643.22	\$68,353.21	\$0.00	\$10,290.01	\$0.00
OPI STEELPATH MLP ALPHA A	11,181.092	CUSIP: 858268402 09/26/11	Symbol (Box 1d): MLPAX 06/25/14	\$161,391.99	\$112,693.60	\$0.00	\$38,798.39	\$0.00
ORACLE CORP	2,005.000	CUSIP: 68389X105 06/05/13	Symbol (Box 1d): ORCL 06/25/14	\$81,043.11	\$68,807.92	\$0.00	\$12,235.19	\$0.00
POTASH CP OF SASKATCHEWAN INC	1,660.000	CUSIP: 73755L107 12/12/12	Symbol (Box 1d): POT 06/25/14	\$63,285.93	\$67,989.29	\$0.00	(\$4,683.36)	\$0.00
ROCHE HOLDINGS ADR	2,230.000	CUSIP: 771195104 06/05/13	Symbol (Box 1d): RHHBY 06/25/14	\$81,950.88	\$68,319.20	\$0.00	\$13,631.68	\$0.00

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IMPORTANT TAX INFORMATION - PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

GOODWIN FOUNDATION
C/O R GOODWIN, P ELDORIDGE &
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BALTIMORE MD 21208-1432

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Identification Number: 26-4310632
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 5 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SPDR GOLD TR GOLD SHS		CUSIP: 78463V107	Symbol (Box 1d): GLD					
	430.000	10/03/08	06/25/14	\$54,556.82	\$35,564.33	\$0.00	\$19,092.49	\$0.00
	100.000	02/09/11	06/25/14	\$12,710.89	\$13,296.06	\$0.00	(\$585.17)	\$0.00
	100.000	02/09/11	06/25/14	\$12,710.89	\$13,296.06	\$0.00	(\$585.17)	\$0.00
	100.000	02/09/11	06/25/14	\$12,710.89	\$13,296.06	\$0.00	(\$585.16)	\$0.00
	150.000	02/09/11	06/25/14	\$19,066.33	\$19,844.42	\$0.00	(\$878.09)	\$0.00
	200.000	02/09/11	06/25/14	\$25,421.78	\$26,592.55	\$0.00	(\$1,170.77)	\$0.00
Security Subtotal	1,080.000			\$137,277.60	\$121,989.47	\$0.00	\$15,288.13	\$0.00
SPDR S&P REGIONAL BANKING ETF		CUSIP: 78464A698	Symbol (Box 1d): KRE					
	3,635.000	02/29/12	06/25/14	\$145,687.58	\$88,423.66	\$0.00	\$47,263.92	\$0.00
UNITEDHEALTH GP INC		CUSIP: 87324P102	Symbol (Box 1d): UNH					
	680.000	02/29/12	06/25/14	\$55,936.99	\$38,024.03	\$0.00	\$17,912.96	\$0.00
	1,275.000	12/12/12	06/25/14	\$104,881.85	\$70,610.28	\$0.00	\$34,271.57	\$0.00
Security Subtotal	1,955.000			\$160,818.85	\$108,634.32	\$0.00	\$52,184.53	\$0.00
VOLKSWAGEN AG DEM ORD		CUSIP: D94623145	Symbol (Box 1d): VLKAF					
	209.000	06/25/14	06/25/14	\$54,073.37	NOT ON FILE	\$0.00	5034	\$0.00
WALT DISNEY CO HLDG CO		CUSIP: 254687106	Symbol (Box 1d): DIS					
	1,075.000	04/16/13	06/25/14	\$90,377.01	\$84,580.12	\$0.00	\$25,796.89	\$0.00
WELLS FARGO & CO NEW		CUSIP: 949746101	Symbol (Box 1d): WFC					
	1,550.000	04/16/13	06/25/14	\$81,454.72	\$57,364.91	\$0.00	\$24,089.81	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 8 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8848 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WINTERGREEN FUND								
CUSIP: 97607W102 Symbol (Box 1d): WGRNX								
	6,476,684	03/19/09	06/25/14	\$121,502.53	\$49,999.35	\$0.00	\$71,503.18	\$0.00
	2,217,554	02/24/11	06/25/14	\$41,601.37	\$30,956.83	\$0.00	\$10,644.54	\$0.00
Security Subtotal	8,684,238			\$163,103.90	\$80,956.18	\$0.00	\$82,147.72	\$0.00
Total Long Term Noncovered Securities				\$2,159,845.21	\$1,491,092.36	1742701	\$484,398.72	417244
Total Short and Long Term, Covered and Noncovered Securities				\$2,666,533.00	\$4,692,025.06	2243695	\$412,153.21	422838
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								
Total IRS Reportable Proceeds (Box 1d)				\$2,666,533.00				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$63,091.10			
Total IRS Reportable Adjustments (Box 1g)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis.

Morgan Stanley

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GOODWIN FOUNDATION C/O RICHARD
GOODWIN, PEARL ELDRIDGE & JOANNA
GOODWIN
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OMB NO. 1545-0715

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Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
APPLE INC								
		CUSIP: 037833100		Symbol: AAPL				
	75,000	06/26/14	07/09/14	\$7,135.74	\$6,793.64	\$0.00	\$342.10	\$0.00
	65,000	06/26/14	09/10/14	\$6,371.06	\$5,887.82	\$0.00	\$483.24	\$0.00
	18,000	06/26/14	10/24/14	\$1,889.08	\$1,630.47	\$0.00	\$258.61	\$0.00
	36,000	06/26/14	12/03/14	\$4,156.52	\$3,260.95	\$0.00	\$895.57	\$0.00
Security Subtotal	194,000			\$19,552.40	\$17,572.88	\$0.00	\$1,979.52	\$0.00
EMC CORP MASS								
		CUSIP: 268648102		Symbol: EMC				
	115,000	06/26/14	09/10/14	\$3,365.69	\$3,017.24	\$0.00	\$368.45	\$0.00
	520,000	06/26/14	11/24/14	\$15,463.20	\$13,643.19	\$0.00	\$1,820.01	\$0.00
Security Subtotal	635,000			\$18,848.89	\$16,660.43	\$0.00	\$2,188.46	\$0.00
EXPRESS SCRIPTS HLDG CO COM								
		CUSIP: 30219G108		Symbol: ESRX				
	35,000	06/26/14	09/10/14	\$2,622.84	\$2,408.85	\$0.00	\$213.99	\$0.00
PERRIGO CO LTD								
		CUSIP: G97622103		Symbol: PRGO				
	37,000	06/26/14	10/08/14	\$5,491.78	\$5,504.63	\$0.00	(\$12.85)	\$0.00
Total Short Term Covered Securities				\$46,515.91	\$42,146.79	\$0.00	\$4,369.12	\$0.00

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New York, NY 10004
Identification Number: 26-4310632

GOODWIN FOUNDATION C/O RICHARD
GOODWIN, PEARL ELDRIDGE & JOANNA
GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010848 963
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8948 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CARNIVAL CP NEW PAIRED COM	1,980.000	CUSIP: 143658300	11/21/13	06/26/14	Symbol: CCL	\$75,277.34	\$71,015.12	\$4,262.22
GAP INC	1,455.000	CUSIP: 364760108	08/07/13	06/26/14	Symbol: GPS	\$59,597.08	\$65,237.76	(\$5,640.68)
QUALCOMM INC	489.000	CUSIP: 747525103	01/08/14	06/28/14	Symbol: QCOM	\$38,596.89	\$35,830.86	\$2,766.03
YAHOO INC	930.000	CUSIP: 984332106	04/23/14	06/26/14	Symbol: YHOO	\$31,350.62	\$33,173.59	(\$1,822.97)
Total Short Term Noncovered Securities						\$204,821.93	\$205,257.33	(\$435.40)
Total Short Term Covered and Noncovered Securities						\$251,337.84	\$247,404.12	\$3,933.72

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

GOODWIN FOUNDATION C/O RICHARD
GOODWIN, PEARL ELDRIDGE & JOANNA
GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Taxpayer ID Number: XX-XXX2244
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CUSIP: 008073108 Symbol (Box 1d): AVAV								
AEROVIRONMENT INC	1,220.000	02/29/12	06/26/14	\$38,201.14	\$34,675.49	\$0.00	\$3,525.65	\$0.00
	685.000	03/01/12	06/26/14	\$21,449.00	\$19,784.85	\$0.00	\$1,664.15	\$0.00
Security Subtotal	1,905.000			\$59,650.14	\$54,460.34	\$0.00	\$5,189.80	\$0.00
CUSIP: 094670702 Symbol (Box 1d): BRKB								
BERKSHIRE HATHAWAY CL-B NEW	387.000	03/19/09	06/26/14	\$49,178.13	\$21,593.79	\$0.00	\$27,584.34	\$0.00
	25.000	03/19/09	09/10/14	\$3,437.92	\$1,394.95	\$0.00	\$2,042.97	\$0.00
	50.000	03/19/09	11/14/14	\$7,285.17	\$2,789.80	\$0.00	\$4,495.27	\$0.00
Security Subtotal	462.000			\$59,901.22	\$25,778.64	\$0.00	\$34,122.58	\$0.00
CUSIP: 112585104 Symbol (Box 1d): BAM								
BROOKFIELD ASSET MGMT CL A LTD	1,380.000	03/19/09	06/26/14	\$59,701.89	\$19,007.46	\$0.00	\$40,694.43	\$0.00
	485.000	02/09/11	06/26/14	\$20,982.19	\$15,814.62	\$0.00	\$5,167.57	\$0.00
	5.000	03/02/11	06/26/14	\$216.31	\$164.06	\$0.00	\$52.25	\$0.00
Security Subtotal	1,870.000			\$80,900.39	\$34,986.14	\$0.00	\$45,914.25	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

GOODWIN FOUNDATION C/O RICHARD
GOODWIN, PEARL ELDRIDGE & JOANNA
GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010848 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities * (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)(Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GOOGLE INC CL C	26.000	05/03/12	08/26/14	\$215,431.57	\$7,925.69	\$0.00	\$7,054.13	\$0.00
CUSIP: 38259P706 Symbol (Box 1d): GOOG				\$14,978.82				
Total Long Term Noncovered Securities				\$215,431.57	\$123,150.81	\$0.00	\$92,280.76	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$466,769.41	\$370,554.93	\$0.00	\$96,214.48	\$0.00

Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	\$466,769.41
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)	\$42,146.79
Total IRS Reportable Adjustments (Box 1g)	\$0.00
Total Fed Tax Withheld (Box 4)	\$0.00

* Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis.

Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
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Identification Number: 26-4310632

GOODWIN FOUNDATION
C/O J GOODWIN, P ELDREDGE &
R GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Taxpayer ID Number: XX-XX2244
Account Number: 959 010846 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BAYTEX ENERGY CP CUSIP: 07317Q105 Symbol: BTE								
	70.000	07/08/14	10/09/14	\$2,382.61	\$3,161.62	\$0.00	(\$779.01)	\$0.00
	85.000	07/08/14	11/19/14	\$2,206.81	\$3,839.11	\$0.00	(\$1,632.30)	\$0.00
	180.000	07/08/14	12/05/14	\$2,981.68	\$8,129.88	\$0.00	(\$5,148.20)	\$0.00
Security Subtotal	335.000			\$7,571.10	\$15,130.61	\$0.00	(\$7,559.51)	\$0.00
CANADIAN OIL SANDS LTD COM CUSIP: 13643E105 Symbol: COSWF								
	355.000	07/08/14	10/07/14	\$6,153.64	\$7,849.05	\$0.00	(\$1,695.41)	\$0.00
	325.000	07/08/14	12/04/14	\$3,130.04	\$7,185.75	\$0.00	(\$4,055.71)	\$0.00
Security Subtotal	680.000			\$9,283.68	\$15,034.80	\$0.00	(\$5,751.12)	\$0.00
CRACKER BARREL OLD CTRY STORE CUSIP: 22410J106 Symbol: CBRL								
	65.000	07/08/14	12/04/14	\$8,361.35	\$6,505.17	\$0.00	\$1,856.18	\$0.00
	35.000	07/08/14	12/31/14	\$4,925.69	\$3,502.79	\$0.00	\$1,422.90	\$0.00
Security Subtotal	100.000			\$13,287.04	\$10,007.96	\$0.00	\$3,279.08	\$0.00
KRAFT FOODS GROUP INC COM CUSIP: 50076Q106 Symbol: KRFT								
	105.000	07/08/14	12/02/14	\$6,302.67	\$6,387.26	\$0.00	(\$84.59)	\$0.00
	45.000	08/01/14	12/02/14	\$2,701.14	\$2,446.94	\$0.00	\$254.20	\$0.00
Security Subtotal	150.000			\$9,003.81	\$8,834.20	\$0.00	\$169.61	\$0.00
LEGGETT & PLATT INC CUSIP: 524660107 Symbol: LEG								
	105.000	07/08/14	11/07/14	\$4,211.54	\$3,566.85	\$0.00	\$644.69	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

GOODWIN FOUNDATION
C/O J GOODWIN, P ELDRIDGE &
R GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244

Account Number: 959 010846 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NOBLE CORP PLC SHS USD	375.000	CUSIP: G65431101 09/10/14	Symbol: NE 10/03/14	\$7,585.37	\$10,092.26	\$0.00	(\$2,506.89)	\$0.00
NUCOR CORPORATION	20.000	CUSIP: 870346105 07/08/14	Symbol: NUE 09/24/14	\$1,124.32	\$999.00	\$0.00	\$125.32	\$0.00
PUBLIC SERVICE ENTERPRISE GP	170.000	CUSIP: 744573106 07/08/14	Symbol: PEG 11/17/14	\$6,865.02	\$6,587.50	\$0.00	\$277.52	\$0.00
SEAGATE TECHNOLOGY PLC	100.000	CUSIP: G7945M107 07/08/14	Symbol: STX 11/07/14	\$6,134.27	\$5,862.00	\$0.00	\$272.27	\$0.00
	5.000	10/18/14	11/07/14	\$308.71	\$261.86	\$0.00	\$44.85	\$0.00
Security Subtotal	105.000			\$6,440.98	\$6,123.86	\$0.00	\$317.12	\$0.00
Total Short Term Covered Securities				\$65,372.86	\$76,377.04	\$0.00	(\$11,004.18)	\$0.00

Corporate Tax Statement Tax Year 2014

GOODWIN FOUNDATION
C/O J GOODWIN, P ELDRIDGE &
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11 CLIFTON CT
BALTIMORE MD 21208-1432

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1 New York Plaza
8th Floor
New York, NY 10004

Identification Number 25-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010846 963

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CISCO SYS INC	2,275.000	10/31/13	07/08/14	\$57,336.24	\$51,406.24	\$0.00	\$5,930.00	\$0.00
OUTFRONT MEDIA INC COM NPV	0.000	12/31/14	12/31/14	\$8.29	\$0.00	\$0.00	\$8.29	\$0.00
Total Short Term Noncovered Securities				\$57,344.53	\$51,406.24	\$0.00	\$5,938.29	\$0.00
Total Short Term Covered and Noncovered Securities				\$122,717.39	\$127,783.28	\$0.00	(\$5,065.89)	\$0.00

Morgan Stanley

Corporate Tax Statement Tax Year 2014

GOODWIN FOUNDATION
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1 New York Plaza
8th Floor
New York, NY 10004
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 6 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BCE INC (NEW)	1,270.000	CUSIP: 055348760 10/19/12	Symbol (Box 1d): BCE 07/08/14	\$56,957.99	\$54,916.40	\$0.00	\$2,041.59	\$0.00
LYONDELLBASELL NV CL-A	408.000	CUSIP: N53745100 06/06/13	Symbol (Box 1d): LYB 07/08/14	\$40,013.34	\$26,992.19	\$0.00	\$13,021.15	\$0.00
	50.000	06/06/13	09/15/14	\$5,575.71	\$3,307.87	\$0.00	\$2,267.84	\$0.00
Security Subtotal	458.000			\$45,589.05	\$30,300.06	\$0.00	\$15,288.99	\$0.00

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

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1 New York Plaza
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
POTASH CP OF SASKATCHEWAN INC		CUSIP: 73755L107	Symbol (Box 1d): POT					
	1,165.000	03/19/09	07/08/14	\$43,488.13	\$30,884.18	\$0.00	\$12,603.95	\$0.00
	225.000	12/12/12	07/08/14	\$8,399.00	\$9,212.70	\$0.00	(\$813.70)	\$0.00
Security Subtotal	1,390.000			\$51,887.13	\$40,096.88	\$0.00	\$11,790.25	\$0.00
Total Long Term Noncovered Securities				\$154,434.17	\$125,313.34	\$0.00	\$29,120.83	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$277,151.56	\$253,096.62	\$0.00	\$24,054.94	\$0.00
Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities								
Total IRS Reportable Proceeds (Box 1d)				\$277,151.56				
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)					\$76,377.04			
Total IRS Reportable Adjustments (Box 1g)						\$0.00		
Total Fed Tax Withheld (Box 4)								\$0.00

* Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis.

Morgan Stanley

Corporate Tax Statement Tax Year 2014

GOODWIN FDTN - E. LAWRENCE TR FND
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J GOODWIN
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BALTIMORE MD 21208-1432

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010798 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

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Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AEROVIRONMENT INC	80.000	CUSIP: 008073108	Symbol: AVAV 02/27/14	06/25/14 \$2,508.74	\$2,563.35	\$0.00	(\$54.61)	\$0.00
APACHE CORP	30.000	CUSIP: 037411105	Symbol: APA 02/27/14	06/25/14 \$2,974.73	\$2,394.85	\$0.00	\$579.88	\$0.00
BCE INC (NEW)	60.000	CUSIP: 05534B760	Symbol: BCE 02/27/14	06/25/14 \$2,697.54	\$2,607.49	\$0.00	\$90.05	\$0.00
BERKSHIRE HATHAWAY CL-B NEW	20.000	CUSIP: 084670702	Symbol: BRK'B 02/27/14	06/25/14 \$2,541.94	\$2,286.53	\$0.00	\$255.41	\$0.00
BROOKFIELD ASSET MGMT CL A LTD	65.000	CUSIP: 112585104	Symbol: BAM 02/27/14	06/25/14 \$2,813.13	\$2,626.50	\$0.00	\$186.63	\$0.00
CARNIVAL CP NEW PAIRED COM	65.000	CUSIP: 143658300	Symbol: CCL 02/27/14	06/25/14 \$2,473.84	\$2,644.64	\$0.00	(\$170.80)	\$0.00
CISCO SYS INC	120.000	CUSIP: 17275R102	Symbol: CSCO 02/27/14	06/25/14 \$2,953.38	\$2,641.39	\$0.00	\$311.99	\$0.00
GAP INC	60.000	CUSIP: 364760108	Symbol: GPS 02/27/14	06/25/14 \$2,485.14	\$2,655.37	\$0.00	(\$170.23)	\$0.00
GOOGLE INC CL C	2.000	CUSIP: 38259P706	Symbol: GOOG 02/27/14	06/25/14 \$1,143.75	\$1,223.08	\$0.00	(\$79.33)	\$0.00
JOY GLOBAL INC	45.000	CUSIP: 481165106	Symbol: JOY 02/27/14	06/25/14 \$2,747.18	\$2,622.16	\$0.00	\$225.02	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

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GOODWIN FDTN - E. LAWRENCE TR FND
C/O R GOODWIN, P ELDREDGE &
J GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

26-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010798 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part 1 with box B checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LYONDELLBASELL NV CL-A	30.000	CUSIP: N53745100 02/27/14	Symbol: LYB 06/25/14	\$2,965.43	\$2,628.22	\$0.00	\$337.21	\$0.00
MASTERCARD INC CL A	30.000	CUSIP: 57536Q104 02/27/14	Symbol: MA 06/25/14	\$2,195.65	\$2,345.32	\$0.00	(\$149.67)	\$0.00
MATTEL INC	70.000	CUSIP: 577081102 05/14/14	Symbol: MAT 06/25/14	\$2,739.03	\$2,778.36	\$0.00	(\$39.33)	\$0.00
MATTHEWS ASIAN CHINA INV	159.249	CUSIP: 577130701 10/31/13	Symbol: MCHFX 06/25/14	\$3,390.41	\$3,899.99	\$0.00	(\$509.58)	\$0.00
	211.827	12/27/13		\$4,509.80	\$4,800.00	\$0.00	(\$290.20)	\$0.00
Security Subtotal	371.076			\$7,900.21	\$8,699.99	\$0.00	(\$799.78)	\$0.00
MEDTRONIC INC	90.000	CUSIP: 585055106 02/27/14	Symbol: 06/25/14	\$5,781.80	\$5,227.06	\$0.00	\$554.74	\$0.00
NESTLE SPON ADR REP REG SHR	35.000	CUSIP: 641069406 02/27/14	Symbol: NSRGY 06/25/14	\$2,707.45	\$2,628.35	\$0.00	\$79.10	\$0.00
NORDSTROM INC	40.000	CUSIP: 655664100 02/27/14	Symbol: JWN 06/25/14	\$2,704.34	\$2,463.71	\$0.00	\$240.63	\$0.00
ORACLE CORP	65.000	CUSIP: 68389X105 02/27/14	Symbol: ORCL 06/25/14	\$2,638.29	\$2,539.99	\$0.00	\$98.30	\$0.00
POTASH CP OF SASKATCHEWAN INC	160.000	CUSIP: 73755L107 02/27/14	Symbol: POT 06/25/14	\$6,099.86	\$5,360.63	\$0.00	\$739.23	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010798 963

Customer Service: 866-324-6088

GOODWIN FDTN - E. LAWRENCE TR FND
C/O R GOODWIN, P ELDREDGE &
J GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
QUALCOMM INC	35,000	02/27/14	06/25/14	\$2,741.48	\$2,628.00	\$0.00	\$113.48	\$0.00
ROCHE HOLDINGS ADR	70,000	02/27/14	06/25/14	\$2,567.19	\$2,694.15	\$0.00	(\$126.96)	\$0.00
SPDR GOLD TR GOLD SHS	41,000	02/27/14	06/25/14	\$5,213.44	\$5,280.32	\$0.00	(\$66.88)	\$0.00
SPDR S&P REGIONAL BANKING ETF	100,000	02/27/14	06/25/14	\$3,981.29	\$3,938.53	\$0.00	\$42.76	\$0.00
	35,000	02/27/14	06/25/14	\$1,393.45	\$1,378.49	\$0.00	\$14.96	\$0.00
Security Subtotal	135,000			\$5,374.74	\$5,317.02	\$0.00	\$57.72	\$0.00
UNITEDHEALTH GP INC	70,000	02/27/14	06/25/14	\$5,718.35	\$5,333.78	\$0.00	\$384.57	\$0.00
VENTAS INC	40,000	03/14/14	06/25/14	\$2,562.43	\$2,448.04	\$0.00	\$114.39	\$0.00
WALT DISNEY CO HLDG CO	30,000	02/27/14	06/25/14	\$2,519.04	\$2,413.00	\$0.00	\$106.04	\$0.00
WELLPOINT INC	30,000	02/27/14	06/25/14	\$3,255.82	\$2,689.42	\$0.00	\$566.40	\$0.00
WELLS FARGO & CO NEW	55,000	02/27/14	06/25/14	\$2,887.98	\$2,534.50	\$0.00	\$353.48	\$0.00

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

GOODWIN FDTN - E. LAWRENCE TR FND
C/O R GOODWIN, P ELDRIDGE &
J GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010798 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
YAHOO INC	30.000	04/23/14	06/25/14	\$994.77	\$1,078.78	\$0.00	(\$84.01)	\$0.00
CUSIP: 984332106 Symbol: YHOO								
Total Short Term Noncovered Securities				\$94,906.67	\$91,254.00	\$0.00	\$3,652.67	\$0.00

Morgan Stanley

Corporate Tax Statement Tax Year 2014

GOODWIN FDTN - HOLOCAUST EDU TR FND
C/O J GOODWIN, P ELDRIDGE &
R GOODWIN
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BALTIMORE MD 21208-1432

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010793 963

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Covered Securities (Consider Box 3 (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DOUBLELINE TOTAL RETURN I		CUSIP: 258620103 Symbol: DBLTX						
	23.095	06/25/14	11/21/14	\$254.05	\$254.51	\$0.00	(\$0.46)	\$0.00
FIRST EAGLE GLOBAL I		CUSIP: 32008F606 Symbol: SGILX						
	9.616	06/25/14	11/21/14	\$542.35	\$548.88	\$0.00	(\$6.53)	\$0.00
FPA NEW INCOME FD		CUSIP: 302544101 Symbol: FPNIX						
	24.542	06/25/14	11/21/14	\$250.33	\$252.78	\$0.00	(\$2.45)	\$0.00
HAMLIN HIGH DIV EQUITY INST		CUSIP: 00769G741 Symbol: HHDFX						
	25.523	06/25/14	11/21/14	\$554.35	\$555.89	\$0.00	(\$1.54)	\$0.00
JP MORGAN STRAT INC OPP SEL		CUSIP: 4812A4351 Symbol: JSOSX						
	21.035	06/25/14	11/21/14	\$247.79	\$250.95	\$0.00	(\$3.16)	\$0.00
OPPENHEIMER DEVELOPING MKTS Y		CUSIP: 683974505 Symbol: ODVYX						
	5.009	06/25/14	11/21/14	\$195.42	\$198.16	\$0.00	(\$2.74)	\$0.00
OPPENHEIMER INTL GROWTH Y		CUSIP: 68380L407 Symbol: OIGYX						
	10.341	06/25/14	11/21/14	\$373.11	\$400.51	\$0.00	(\$27.40)	\$0.00
RIVERPARKWEDGEWOOD INST		CUSIP: 76882K306 Symbol: RWGIX						
	30.062	06/25/14	11/21/14	\$582.60	\$548.33	\$0.00	\$34.27	\$0.00
Total Short Term Covered Securities				\$3,000.00	\$3,010.01	\$0.00	(\$10.01)	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

GOODWIN FDTN - HOLOCAUST EDU TR FND
C/O J GOODWIN, P ELDRIDGE &
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11 CLIFTON CT
BALTIMORE MD 21208-1432

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XX-XX2244
Account Number: 959 010793 963
Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8948 Part I with box B checked.)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AEROVIRONMENT INC	145.000	CUSIP: 008073108	Symbol: AVAV 02/27/14	06/25/14	\$4,548.37	\$0.00	(\$101.29)	\$0.00
APACHE CORP	55.000	CUSIP: 037411105	Symbol: APA 02/27/14	06/25/14	\$5,453.12	\$0.00	\$1,059.02	\$0.00
BCE INC (NEW)	100.000	CUSIP: 055348760	Symbol: BCE 02/27/14	06/25/14	\$4,496.20	\$0.00	\$147.30	\$0.00
	5.000	02/27/14	06/25/14	\$224.81	\$217.45	\$0.00	\$7.36	\$0.00
Security Subtotal	105.000			\$4,721.01	\$4,566.35	\$0.00	\$154.66	\$0.00
BERKSHIRE HATHAWAY CL-B NEW	40.000	CUSIP: 084670702	Symbol: BRKB 02/27/14	06/25/14	\$5,085.08	\$0.00	\$510.33	\$0.00
BROOKFIELD ASSET MGMT CL A LTD	115.000	CUSIP: 112585104	Symbol: BAM 02/27/14	06/25/14	\$4,978.26	\$0.00	\$330.02	\$0.00
CARNIVAL CP NEW PAIRED COM	115.000	CUSIP: 143658300	Symbol: CCL 02/27/14	06/25/14	\$4,374.93	\$0.00	(\$304.48)	\$0.00
CISCO SYS INC	210.000	CUSIP: 17275R102	Symbol: CSCO 02/27/14	06/25/14	\$5,171.11	\$0.00	\$544.39	\$0.00
GAP INC	5.000	CUSIP: 364760108	Symbol: GPS 02/27/14	06/25/14	\$207.21	\$0.00	(\$14.18)	\$0.00
	100.000	02/27/14	06/25/14	\$4,144.21	\$4,427.70	\$0.00	(\$283.49)	\$0.00
Security Subtotal	105.000			\$4,351.42	\$4,649.09	\$0.00	(\$297.67)	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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New York, NY 10004
Identification Number: 26-4310632

GOODWIN FDTN - HOLOCAUST EDU TR FND
C/O J GOODWIN, P ELDRIIDGE &
R GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010793 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part I with box B checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GOOGLE INC CL C	4 000	CUSIP: 38259P706 02/27/14	06/25/14	Symbol: GOOG \$2,286.69	\$2,446.25	\$0.00	(\$159.56)	\$0.00
JOY GLOBAL INC	85.000	CUSIP: 481165108 02/27/14	06/25/14	Symbol: JOY \$5,187.43	\$4,762.87	\$0.00	\$424.56	\$0.00
LYONDELLBASELL NV CL-A	50 000	CUSIP: N63745100 02/27/14	06/25/14	Symbol: LYB \$4,936.89	\$4,385.70	\$0.00	\$551.19	\$0.00
MASTERCARD INC CL A	60.000	CUSIP: 57636Q104 02/27/14	06/25/14	Symbol: MA \$4,393.70	\$4,692.15	\$0.00	(\$298.45)	\$0.00
MATTEL INC	120.000	CUSIP: 577081102 05/14/14	06/25/14	Symbol: MAT \$4,695.86	\$4,787.51	\$0.00	(\$71.65)	\$0.00
MATTHEWS ASIAN CHINA INV	61.249 339 808 230.840 531.895	CUSIP: 577130701 10/31/13 12/27/13 02/27/14	06/25/14 06/25/14 06/25/14	Symbol: MCHF \$1,303.99 \$7,234.47 \$4,814.58 \$13,453.04	\$1,499.99 \$7,699.97 \$4,999.99 \$14,199.95	\$0.00 \$0.00 \$0.00 \$0.00	(\$186.00) (\$465.50) (\$85.41) (\$746.91)	\$0.00 \$0.00 \$0.00 \$0.00
MEDTRONIC INC	160.000	CUSIP: 585055106 02/27/14	06/25/14	Symbol: \$10,281.85	\$9,296.27	\$0.00	\$985.58	\$0.00
NESTLE SPON ADR REP REG SHR	60.000	CUSIP: 641069406 02/27/14	06/25/14	Symbol: NSRGY \$4,641.34	\$4,510.35	\$0.00	\$130.99	\$0.00
Security Subtotal								

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004

GOODWIN FDTN - HOLOCAUST EDU TR FND
C/O J GOODWIN, P ELDRIDGE &
R GOODWIN
11 CLIFTON CT
BALTIMORE MD 21208-1432

Identification Number: 26-4310632

Taxpayer ID Number: XX-XXX2244
Account Number: 959 010793 963

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part 1 with box B checked.) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NORDSTROM INC	75.000	CUSIP: 655664100 02/27/14	06/25/14	Symbol: JWN \$5,070.63	\$4,621.88	\$0.00	\$448.75	\$0.00
OPI STEELPATH MLP ALPHA A	605.816	CUSIP: 658268402 02/27/14	06/25/14	Symbol: MLPAX \$8,202.75	\$7,499.94	\$0.00	\$702.81	\$0.00
ORACLE CORP	120.000	CUSIP: 68389X105 02/27/14	06/25/14	Symbol: ORCL \$4,874.66	\$4,692.39	\$0.00	\$182.27	\$0.00
POTASH CP OF SASKATCHEWAN INC	280.000	CUSIP: 73755L107 02/27/14	06/25/14	Symbol: POT \$10,676.16	\$9,382.59	\$0.00	\$1,293.57	\$0.00
QUALCOMM INC	60.000	CUSIP: 747625103 02/27/14	06/25/14	Symbol: QCOM \$4,700.29	\$4,509.09	\$0.00	\$191.20	\$0.00
ROCHE HOLDINGS ADR	120.000	CUSIP: 771195104 02/27/14	06/25/14	Symbol: RHHBY \$4,400.90	\$4,623.15	\$0.00	(\$222.25)	\$0.00
SPDR GOLD TR GOLD SHS	73.000	CUSIP: 78463V107 02/27/14	06/25/14	Symbol: GLD \$9,286.12	\$9,405.56	\$0.00	(\$119.44)	\$0.00
SPDR S&P REGIONAL BANKING ETF	240.000	CUSIP: 78464A698 02/27/14	06/25/14	Symbol: KRE \$9,554.92	\$9,456.27	\$0.00	\$98.65	\$0.00
UNITEDHEALTH GP INC	20.000	CUSIP: 91324P102 02/27/14	06/25/14	Symbol: UNH \$1,633.81	\$1,524.50	\$0.00	\$109.31	\$0.00
	100.000	02/27/14	06/25/14	\$8,169.07	\$7,622.53	\$0.00	\$546.54	\$0.00
Security Subtotal	120.000			\$9,802.88	\$9,147.03	\$0.00	\$655.85	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement Tax Year 2014

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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GOODWIN FDTN - HOLOCAUST EDU TR FND
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section. These transactions should be reported on Form 8949 Part 1 with box B checked) (Continued)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
VENTAS INC	70.000	CUSIP: 92276F100 03/14/14	06/25/14	\$4,484.10	\$4,288.36	\$0.00	\$195.74	\$0.00
WALT DISNEY CO HLDG CO	55.000	CUSIP: 254687106 02/27/14	06/25/14	\$4,615.49	\$4,425.18	\$0.00	\$190.31	\$0.00
WELLPOINT INC	50.000	CUSIP: 94973V107 02/27/14	06/25/14	\$5,426.38	\$4,487.40	\$0.00	\$938.98	\$0.00
WELLS FARGO & CO NEW	100.000	CUSIP: 949746101 02/27/14	06/25/14	\$5,250.18	\$4,610.65	\$0.00	\$639.53	\$0.00
YAHOO INC	60.000	CUSIP: 984332106 04/23/14	06/25/14	\$1,894.35	\$2,159.60	\$0.00	(\$165.25)	\$0.00
Total Short Term Noncovered Securities				\$176,899.91	\$169,158.46	\$0.00	\$7,741.45	\$0.00
Total Short Term Covered and Noncovered Securities				\$179,899.91	\$172,168.47	\$0.00	\$7,731.44	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. 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)

04

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, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2014** 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	\$	10,500.
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	\$	0.
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	\$	10,500.

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.