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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation THE GOODWIN-LEVINE FOUNDATION INC C/O DOUGLAS I GOODWIN		A Employer identification number 23-7024746
Number and street (or P O box number if mail is not delivered to street address) Room/suite 9452 NORTH SUNSET RIDGE ROAD		B Telephone number (see instructions) (480) 836-7286
City or town, state or province, country, and ZIP or foreign postal code FOUNTAIN HILLS, AZ 85268		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 303,077	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,434	3,434		
	4 Dividends and interest from securities	3,450	3,450		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,483			
	b Gross sales price for all assets on line 6a 111,507				
	7 Capital gain net income (from Part IV, line 2)		6,483		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	13,367	13,367			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,000	2,000		0
	c Other professional fees (attach schedule)	5,708	5,708		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	592	96		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	8,300	7,804		0
	25 Contributions, gifts, grants paid	18,050			18,050
26 Total expenses and disbursements. Add lines 24 and 25	26,350	7,804		18,050	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-12,983				
b Net investment income (if negative, enter -0-)		5,563			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		31,058	4,908	4,908
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)		74,557	80,488	82,831
	b	Investments—corporate stock (attach schedule)		111,621	117,598	111,546
	c	Investments—corporate bonds (attach schedule)		66,808	67,954	68,421
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans.				
	13	Investments—other (attach schedule)		37,455	37,568	34,310
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)		0	0	1,061	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		321,499	308,516	303,077	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		321,499	308,516	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>			and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		321,499	308,516	
31	Total liabilities and net assets/fund balances (see instructions)		321,499	308,516		

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	321,499
2	Enter amount from Part I, line 27a	2	-12,983
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	308,516
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	308,516

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)		How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1 a	"PUBLICLY TRADED SECURITIES"			
b	"PUBLICLY TRADED SECURITIES"			
c	CAPITAL GAINS DIVIDENDS	P		
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 39,999		39,021	978
b 71,505		66,003	5,502
c 3			3
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			978
b			5,502
c			3
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,483
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		}	3

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2014	17,350	325,872	0.053242
2013	14,750	318,134	0.046364
2012	12,140	309,099	0.039275
2011	15,897	310,938	0.051126
2010	34,940	310,162	0.112651
2	Total of line 1, column (d).		2 0.302658
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.060532
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.		4 314,137
5	Multiply line 4 by line 3.		5 19,015
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 56
7	Add lines 5 and 6.		7 19,071
8	Enter qualifying distributions from Part XII, line 4.		8 18,050

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 111, overpayment is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).

11		No
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12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)

12		No
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13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13	Yes	
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Website address ► DGOODWIN1946@GMAIL.COM

14 The books are in care of ► DOUGLAS I GOODWIN Telephone no ► (480) 836-7286
Located at ► 9452 NORTH SUNSET RIDGE ROAD FOUNTAIN HILLS AZ ZIP+4 ► 85268

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

15	
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and enter the amount of tax-exempt interest received or accrued during the year ►

16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16	Yes	No
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See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.

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)?

1b		
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Organizations relying on a current notice regarding disaster assistance check here.

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?

1c		No
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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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? **Yes** **No**
If "Yes," list the years ► 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)

2b		
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c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
► 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? **Yes** **No**

b If "Yes," did it have excess business holdings in 2015 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 2015.*)

3b		
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4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a		No
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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 2015?

4b		No
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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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. Yes No 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3. 0

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	299,824
b	Average of monthly cash balances.	1b	17,983
c	Fair market value of all other assets (see instructions).	1c	1,114
d	Total (add lines 1a, b, and c).	1d	318,921
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	318,921
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,784
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	314,137
6	Minimum investment return. Enter 5% of line 5.	6	15,707

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	15,707
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	111
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	111
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	15,596
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	15,596
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	15,596

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	18,050
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	18,050
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	18,050

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				15,596
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	19,802			
b From 2011.	1,515			
c From 2012.				
d From 2013.				
e From 2014.	1,552			
f Total of lines 3a through e.	22,869			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____ 18,050				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				15,596
e Remaining amount distributed out of corpus	2,454			
5 Excess distributions carryover applied to 2015 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,323			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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 2010 not applied on line 5 or line 7 (see instructions).	19,802			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	5,521			
10 Analysis of line 9				
a Excess from 2011.	1,515			
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.	1,552			
e Excess from 2015.	2,454			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- DOUGLAS I GOODWIN
 9452 NORTH SUNSET RIDGE ROAD
 FOUNTAIN HILLS, AZ 85268
 (480) 836-7286
 DGOODWIN1946@GMAIL.COM
-
- b** The form in which applications should be submitted and information and materials they should include
- NONE
-
- c** Any submission deadlines
- NONE
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- NONE

Part XV Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 18,050
b <i>Approved for future payment</i>				
Total				3b 0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
DEBRA G BIDERMAN 2641 GATELY DR WEST UNIT 906 WEST PALM BEACH, FL 33415	ASST SECY/TRUSTEE 0 00	0	0	0
STACY PODELL 31 MARLBERRY CIRCLE JUPITER, FL 33458	SECRETARY/TRUSTEE 0 00	0	0	0
AMY SOBEL 6 NEWMAN HILL DRIVE ANDOVER, MA 01810	TREASURER/TRUSTEE 0 00	0	0	0
DOUGLAS I GOODWIN 9452 NORTH SUNSET RIDGE ROAD FOUNTAIN HILLS, AZ 85268	VICE CHAIR/TRUSTEE 5 00	0	0	0
SUSAN LERMAN 6 MOHAWK DRIVE WOODBIDGE, CT 06525	ASST TREAS/TRUSTEE 0 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADL 605 THIRD AVE NEW YORK, NY 10158			PROGRAM SUPPORT	1,000
AFHU ONE BATTERY PARK PLAZA NEW YORK, NY 10004			PROGRAM SUPPORT	100
ALZHEIMER'S ASSN 225 N MICHIGAN AVENUE CHICAGO, IL 60601			PROGRAM SUPPORT	250
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231			PROGRAM SUPPORT	500
AMERICARES 88 HAMILTON AVENUE STAMFORD, CT 06902			PROGRAM SUPPORT	100
ARIZONA HUMANE SOCIETY 1521 W DOBBINS ROAD PHOENIX, AZ 85041			PROGRAM SUPPORT	250
ASPCA 424 E 92ND ST NEW YORK, NY 10128			PROGRAM SUPPORT	250
BEKI 85 HARRISON STREET NEW HAVEN, CT 06515			PROGRAM SUPPORT	3,000
BIG CAT RESCUE 12802 EASY STREET TAMPA, FL 33625			PROGRAM SUPPORT	200
CHABAD OF PALM BEACH GARDENS 4106 PGA BOULEVARD PALM BEACH GARDENS, FL 33410			PROGRAM SUPPORT	1,000
CLIFFORD BEERS CLINIC 93 EDWARDS STREET NEW HAVEN, CT 06511			PROGRAM SUPPORT	250
COCOMINO HUMANE ASSOCIATION 3501 EAST BUTLER AVE FLAGSTAFF, AZ 86001			PROGRAM SUPPORT	200
CONNECTICUT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531			PROGRAM SUPPORT	300
CONNECTICUT HOSPICE INC 100 DOUBLE BEACH ROAD BRANFORD, CT 06405			PROGRAM SUPPORT	200
CT FUND FOR THE ENVIRONMENT 142 TEMPLE STREET 3RD FL NEW HAVEN, CT 06510			PROGRAM SUPPORT	100
Total				3a 18,050

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001			PROGRAM SUPPORT	200
EXTENDED HANDS FOOD BANK PO BOX 18748 FOUNTAIN HILLS, AZ 85269			PROGRAM SUPPORT	500
FRIENDS OF ISRAEL DISABLED VETERANS 1133 BROADWAY STE 232 NEW YORK, NY 10010			PROGRAM SUPPORT	100
FOOTHILLS ANIMAL RESCUE 23030 NORTH PIMA ROAD SCOTTSDALE, AZ 85255			PROGRAM SUPPORT	100
HUMANE SOCIETY OF THE US 2100 L ST NW WASHINGTON, DC 20037			PROGRAM SUPPORT	250
JEWISH FEDERATION OF GREATER NEW HAVEN 169 DAVENPORT AVENUE NEW HAVEN, CT 06519			PROGRAM SUPPORT	1,000
JEWISH GUILD FOR THE BLIND 1 N LEXINGTON AVENUE FL 8 WHITE PLAINS, NY 10601			PROGRAM SUPPORT	100
LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE STE 310 WHITE PLAINS, NY 10605			PROGRAM SUPPORT	200
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190			PROGRAM SUPPORT	300
ORPHAN NETWORK 2624 SOUTHERN BLVD STE 101 VIRGINIA BEACH, VA 23452			PROGRAM SUPPORT	200
PHOENIX RESCUE MISSION 1801 S 35TH AVENUE PHOENIX, AZ 85009			PROGRAM SUPPORT	100
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001			PROGRAM SUPPORT	200
SOCIETY OF ST VINCENT DE PAUL 58 PROGRESS PARKWAY MARYLAND HEIGHTS, MO 63043			PROGRAM SUPPORT	100
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105			PROGRAM SUPPORT	200
SECOND CHANCE CTR FOR ANIMALS PO BOX 5172 SOMERSET, NJ 08875			PROGRAM SUPPORT	200
Total			3a	18,050

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIMON WIESENTHAL CENTER 1399 SO ROXBURY LOS ANGELES, CA 90035			PROGRAM SUPPORT	250
ST MARYS FOOD BANK 201 E BIRCH AVENUE STE 14 FLAGSTAFF, AZ 86001			PROGRAM SUPPORT	250
TEMPLE BETH HAGIVOT 15300 N FOUNTAIN HILLS BLVD FOUNTAIN HILLS, AZ 85268			PROGRAM SUPPORT	1,000
THE FOOTE SCHOOL 50 LOOMIS PLACE NEW HAVEN, CT 06511			PROGRAM SUPPORT	2,500
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024			PROGRAM SUPPORT	400
WOUNDED WARRIOR PROJECT 14831 LITTLE TUJUNGA CANYON ROAD NATIONAL FOREST, CA 91342			PROGRAM SUPPORT	300
B'NAI B'RITH INTERNATIONAL 2020 K ST NW WASHINGTON, DC 20006			PROGRAM SUPPORT	100
FAIR HAVEN COMMUNITY HEALTH CENTER 50 GRAND AVENUE NEW HAVEN, CT 06513			PROGRAM SUPPORT	500
COMMUNITY DINING ROOM 30 HARRISON AVENUE BRANFORD, CT 06405			PROGRAM SUPPORT	200
HIGH HOPES THERAPEUTIC RIDING 36 TOWN WOODS ROAD OLD LYME, CT 06371			PROGRAM SUPPORT	200
SEASONS FOR SHARING 200 E VAN BUREN ST PHOENIX, AZ 85004			PROGRAM SUPPORT	250
AMERICAN GIRL PO BOX 620497 MIDDLETON, WI 53562			PROGRAM SUPPORT	200
INTL FELLOWSHIP OF CHRISTIANS & JEWS 30 NORTH LASALLE ST STE 4300 CHICAGO, IL 60602			PROGRAM SUPPORT	100
SMILE TRAIN 41 MADISON AVENUE 28TH FL NEW YORK, NY 10010			PROGRAM SUPPORT	250
ADOGORG 12925 W SAGUARO BLVD FOUNTAIN HILLS, AZ 85268			PROGRAM SUPPORT	100
Total			3a	18,050

TY 2015 Accounting Fees Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	2,000	2,000		0

TY 2015 Investments Corporate Bonds Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Name of Bond	End of Year Book Value	End of Year Fair Market Value
	67,954	68,421

TY 2015 Investments Corporate Stock Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
	117,598	111,546

TY 2015 Investments Government Obligations Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC
 C/O DOUGLAS I GOODWIN

EIN: 23-7024746

US Government Securities - End of Year Book Value:	80,488
US Government Securities - End of Year Fair Market Value:	82,831
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2015 Investments - Other Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	37,568	34,310

TY 2015 Other Assets Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCURED INTEREST			1,061

TY 2015 Other Professional Fees Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT FEES	5,708	5,708		0

TY 2015 Taxes Schedule

Name: THE GOODWIN-LEVINE FOUNDATION INC

C/O DOUGLAS I GOODWIN

EIN: 23-7024746

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	96	96		0
2014 IRS FORM 990-PF	496	0		0