

2019

Open to Public Inspection

Form **990-PF****Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public

Go to www.irs.gov/Form990PF for instructions and the latest information.

2002

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

03/01, 2019, and ending

02/29, 2020

Name of foundation

GOODWIN FAMILY MEMORIAL TUA

A Employer identification number

95-6674233

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

Room/suite

B Telephone number (see instructions)

888-730-4933

6325 S RAINBOW BLVD STE 300

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

LAS VEGAS, NV 89118

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,237,744.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d), must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	383,829.	383,829.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-3,337.			
b Gross sales price for all assets on line 6a	1,289,011.			
7 Capital gain net income (from Part IV, line 2)				
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)	73,117.	58,350.		STMT 2
12 Total. Add lines 1 through 11	453,609.	442,179.		
13 Compensation of officers, directors, trustees, etc.	93,848.			
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	969.	NONE	NONE	969.
c Other professional fees (attach schedule) STMT 4	12,629.			12,629.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	6,720.	6,720.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	10.			10.
24 Total operating and administrative expenses. Add lines 13 through 23.	114,176.	71,330.	NONE	42,846.
25 Contributions, gifts, grants paid	568,800.			568,800.
26 Total expenses and disbursements. Add lines 24 and 25.	682,976.	71,330.	NONE	611,646.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-229,367.			
b Net investment income (if negative, enter -0-)		370,849.		
c Adjusted net income (if negative, enter -0-)				

116

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				
	2	Savings and temporary cash investments	380,219.	700,254.	700,254.	
	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 ▶ NONE				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 7.	11,066,727.	10,527,656.	11,537,490.		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	11,446,946.	11,227,910.	12,237,744.		
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)		NONE			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐					
	and complete lines 24, 25, 29, and 30					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☒					
	and complete lines 26 through 30					
	26	Capital stock, trust principal, or current funds	11,446,946.	11,227,910.		
	27	Paid-in or capital surplus, or land, bldg, and equipment fund				
28	Retained earnings, accumulated income, endowment, or other funds					
29	Total net assets or fund balances (see instructions)	11,446,946.	11,227,910.			
30	Total liabilities and net assets/fund balances (see instructions)	11,446,946.	11,227,910.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	11,446,946.
2	Enter amount from Part I, line 27a	2	-229,367.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	10,347.
4	Add lines 1, 2, and 3	4	11,227,926.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	16.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	11,227,910.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,289,011.		1,292,348.	-3,337.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) 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			-3,337.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-3,337.	
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 doesn't 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))
2018	610,188.	12,335,465.	0.049466
2017	606,182.	12,523,248.	0.048405
2016	584,667.	11,768,294.	0.049682
2015	631,655.	12,303,376.	0.051340
2014	641,770.	13,068,997.	0.049106
2 Total of line 1, column (d)			0.247999
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			0.049600
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			12,428,172.
5 Multiply line 4 by line 3			616,437.
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,708.
7 Add lines 5 and 6			620,145.
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			611,646.

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	7,417.
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	NONE
3 Add lines 1 and 2		3	7,417.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	7,417.
6 Credits/Payments			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	10,952.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	10,952.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,535.	
11 Enter the amount of line 10 to be Credited to 2020 estimated tax ☐ 3,535. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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 ☐ CA		
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 2019 or the tax year beginning in 2019? See the 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

Form 990-PF (2019)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ SEE STATEMENT 13 Telephone no ▶ Located at ▶ ZIP+4 ▶		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 2019, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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 Organizations relying on a current notice regarding disaster assistance, check here ▶		X
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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If "Yes," list the years ▶	☐ Yes ☒ No	
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)		
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

Form 990-PF (2019)

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

		Yes	No
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		
	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?		
	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?		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK N.A. 100 N MAIN ST MAC D4001-117, WINSTON SALEM, NC 27101	TRUSTEE 1	86,146.	-0-	-0-
PETER G LAWSON 8409 WYNDHAM ROAD, LOS ANGELES, CA 90046	BOARD MEMBER 1	3,851	-0-	-0-
STEVEN TOBIN 3511 DIXIE CANYON PLACE, SHERMAN OAKS, CA 91423	BOARD MEMBER 1	3,851	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

Form 990-PF (2019)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form **990-PF** (2019)

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	12,202,342.
b	Average of monthly cash balances	1b	415,092.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,617,434.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d.	3	12,617,434.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	189,262.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,428,172.
6	Minimum investment return. Enter 5% of line 5	6	621,409.

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	621,409.
2a	Tax on investment income for 2019 from Part VI, line 5 2a		7,417.
b	Income tax for 2019 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	7,417.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	613,992.
4	Recoveries of amounts treated as qualifying distributions.	4	10,000.
5	Add lines 3 and 4	5	623,992.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	623,992.

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	611,646.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	611,646.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	611,646.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				623,992.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			568,335.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014	NONE			
b From 2015	NONE			
c From 2016	NONE			
d From 2017	NONE			
e From 2018	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 611,646.				
a Applied to 2018, but not more than line 2a			568,335.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2019 distributable amount.				43,311.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				580,681.
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)	NONE			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2015 . . .	NONE			
b Excess from 2016 . . .	NONE			
c Excess from 2017 . . .	NONE			
d Excess from 2018 . . .	NONE			
e Excess from 2019 . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers.**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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				
SEE ATTACHED	NONE	PC	GENERAL SUPPORT OR OTHERWISE LISTED	568,800.
Total			3a	568,800.
b Approved for future payment				
Total			3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	6,668.	6,668.
FOREIGN DIVIDENDS	55,329.	55,329.
DOMESTIC DIVIDENDS	74,527.	74,527.
OTHER INTEREST	63,561.	63,561.
CORPORATE INTEREST	394.	394.
FOREIGN INTEREST	4,680.	4,680.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	15,074.	15,074.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	1,395.	1,395.
OID INCOME	1.	1.
OID INCOME ON USGI	39.	39.
US GOVERNMENT INTEREST REPORTED AS QUALI	35.	35.
NONQUALIFIED FOREIGN DIVIDENDS	65,176.	65,176.
NONQUALIFIED DOMESTIC DIVIDENDS	84,737.	84,737.
SECTION 199A DIVIDENDS	12,213.	12,213.
TOTAL	383,829.	383,829.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX REFUND	14,767.	
OTHER INCOME	58,350.	58,350.
	-----	-----
TOTALS	73,117.	58,350.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	969.			969.
TOTALS	969.	NONE	NONE	969.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		CHARITABLE PURPOSES -----	
GRANT ADMIN FEE		12,629.		12,629.
		-----		-----
TOTALS		12,629.		12,629.
		=====		=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,257.	1,257.
FOREIGN TAXES ON QUALIFIED FOR.	2,645.	2,645.
FOREIGN TAXES ON NONQUALIFIED	2,818.	2,818.
	-----	-----
TOTALS	6,720.	6,720.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
FILING FEE/STATE TAX	10.	10.
TOTALS	----- 10. =====	----- 10. =====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
260543CF8 DOW CHEMICAL CO/THE	C		
404280AN9 HSBC HOLDING PLC 4.0	C	15,155.	15,664.
009158106 AIR PRODUCTS AND CHE	C	35,066.	49,632.
254687106 WALT DISNEY CO	C	52,465.	53,766.
00203H859 AQR MANAGED FUTURES	C		
064159FL5 BANK OF NOVA SCOTIA	C	14,794.	15,305.
285512109 ELECTRONIC ARTS INC	C	38,590.	41,562.
693475105 PNC FINANCIAL SERVIC	C	57,045.	56,122.
806857108 SCHLUMBERGER LTD	C	60,093.	34,865.
674599105 OCCIDENTAL PETE CORP	C		
713448108 PEPSICO INC	C	75,234.	88,064.
874039100 TAIWAN SEMICONDUCTOR	C	40,807.	56,801.
09857L108 BOOKING HOLDINGS INC	C		
G29183103 EATON CORP PLC	C	34,247.	42,638.
437076BM3 HOME DEPOT INC	C	28,765.	32,393.
05567LT31 BNP PARIBAS 5.000% 1	C	20,616.	20,573.
912828QN3 U S TREASURY NT 3.12	C	30,198.	30,746.
913017BV0 UNITED TECHNOLOGIES	C		
437076102 HOME DEPOT INC	C	69,242.	84,086.
22160K105 COSTCO WHOLESale COR	C	78,950.	97,274.
92826C839 VISA INC-CLASS A SHR	C	117,196.	152,678.
46625HHU7 JPMORGAN CHASE & CO	C		
14040HBP9 CAPITAL ONE FINANCIA	C	14,804.	15,011.
464288588 ISHARES BARCLAYS MBS	C	84,205.	89,243.
87234N765 TCW EMRG MKTS INCM-I	C	332,346.	345,177.
779919307 T ROWE PR REAL ESTAT	C	303,094.	275,584.
47803M168 JOHN HANCOCK II-CURR	C		
921937827 VANGUARD BD INDEX FD	C	487,117.	506,041.
64128R608 NEUBERGER BERMAN LON	C	277,130.	310,096.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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912828WJ5 US TREASURY NOTE 2.5	C	39,006.	42,612.
26078JAA8 DOWDUPONT INC	C		
912828XQ8 US TREASURY NOTE	C	24,188.	25,665.
31641Q763 FIDELITY NEW MKTTS I	C		
464287606 ISHARES S&P MIDCAP 4	C	388,440.	631,365.
06367T7H7 BANK OF MONTREAL	C		
3135G0ZR7 FED NATL MTG ASSN 2.	C	29,017.	32,168.
9128284T4 US TREASURY NOTE	C	24,751.	25,512.
9128285M8 US TREASURY NOTE	C	10,351.	11,679.
00206RDC3 AT&T INC	C	15,153.	16,533.
192446102 COGNIZANT TECH SOLUT	C		
458140100 INTEL CORP	C	35,127.	40,585.
493267108 KEYCORP NEW	C		
742718109 PROCTER & GAMBLE CO	C	45,077.	54,237.
31331GLU1 FED FARM CREDIT BK 4	C		
464287705 ISHARES S&P MIDCAP 4	C	358,389.	515,897.
LB0004625 SUPPLEMENT TAX-LOS A	C		
277923264 EATON VANCE GLOB MAC	C		
921943858 VANGUARD EUROPE PACI	C	818,020.	867,827.
961214DW0 WESTPAC BANKING CORP	C	23,830.	27,813.
912828N30 US TREASURY NOTE	C	28,880.	31,041.
037833100 APPLE COMPUTER INC C	C	137,465.	174,677.
66987V109 NOVARTIS AG - ADR	C	51,885.	56,421.
G5960L103 MEDTRONIC PLC	C	62,427.	68,858.
037833AK6 APPLE INC 2.400% 5/0	C	23,928.	25,814.
002824100 ABBOTT LABORATORIES	C	42,255.	45,987.
09260C703 BLACKROCK GL L/S CRE	C	221,871.	217,949.
77958B402 T ROWE PRICE INST FL	C	328,571.	330,461.
9128284F4 US TREASURY NOTE	C	24,496.	27,088.

GOODWIN FAMILY MEMORIAL TUA

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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912828F21 US TREASURY NOTE 2.1	C	34,115.	35,638.
912828KQ2 US TREASURY NOTE 3.1	C		
912828M56 US TREASURY NOTE	C	28,638.	32,109.
66989HAJ7 NOVARTIS CAPITAL COR	C	23,857.	27,037.
61746BEA0 MORGAN STANLEY	C	24,419.	25,272.
86562MAQ3 SUMITOMO MITSUI FINL	C	24,332.	25,788.
406216BD2 HALLIBURTON COMPANY	C	24,678.	26,324.
863667101 STRYKER CORP	C	62,161.	71,662.
872540109 TJX COS INC NEW	C	82,049.	89,820.
09247X101 BLACKROCK INC	C		
G87110105 TECHNIPFMC LTD	C		
89417E109 TRAVELERS COS INC	C	70,365.	66,375.
9128283W8 US TREASURY NOTE	C	35,440.	39,497.
38148LAE6 GOLDMAN SACHS GROUP	C	19,483.	21,650.
94973VAS6 WELLPOINT INC 4.350%	C	5,077.	5,059.
17275R102 CISCO SYSTEMS INC	C	80,631.	71,035.
189054109 CLOROX CO	C		
594918104 MICROSOFT CORP	C	165,285.	252,412.
91324P102 UNITEDHEALTH GROUP I	C	104,313.	101,729.
02079K305 ALPHABET INC/CA	C	136,140.	167,406.
20030N101 COMCAST CORP CLASS A	C	77,389.	81,305.
34959J108 FORTIVE CORP	C	31,837.	29,877.
883556102 THERMO FISHER SCIENT	C	74,310.	92,184.
50540R409 LABORATORY CRP OF AM	C	57,416.	62,546.
46625H100 JPMORGAN CHASE & CO	C	135,042.	145,834.
G1151C101 ACCENTURE PLC	C	61,292.	70,430.
74340W103 PROLOGIS INC	C	37,479.	48,798.
464287804 ISHARES TR SMALLCAP	C	1,017,796.	1,071,542.
63872T885 ASG GLOBAL ALTERNATI	C	111,958.	114,885.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
922042858 VANGUARD EMERGING MA	C	814,947.	865,710.
4812C0803 JPMORGAN HIGH YIELD	C		
172967LQ2 CITIGROUP INC	C	28,854.	30,885.
59156RBH0 METLIFE INC 3.600% 4	C	24,959.	27,273.
606822BA1 MITSUBISHI UFJ FIN	C	20,037.	21,407.
912828NT3 US TREASURY NOTE 2.6	C	44,875.	45,279.
912828U24 US TREASURY NOTE	C	27,696.	31,869.
742718DY2 PROCTER & GAMBLE CO/	C		
67103H107 O'REILLY AUTOMOTIVE	C	83,297.	93,286.
231021106 CUMMINS INC.	C		
G47791101 INGERSOLL-RAND PLC	C	67,774.	87,747.
88579Y101 3M CO	C		
09062X103 BIOGEN IDEC INC	C		
42809H107 HESS CORP	C	32,063.	34,663.
064058100 THE BANK OF NEW YORK	C	57,853.	48,399.
78463X863 SPDR DJ WILSHIRE INT	C	304,263.	293,693.
867914BS1 SUNTRUST BANKS INC	C	15,249.	16,621.
126650DC1 CVS HEALTH CORP	C		
20825C104 CONOCOPHILLIPS	C	64,049.	51,858.
216648402 COOPER COS INC COM N	C	42,414.	45,440.
4812C0126 JPMORGAN HIGH YIELD-	C	426,598.	439,583.
773903109 ROCKWELL AUTOMATION	C	45,523.	46,793.
904784709 UNILEVER N.V. - ADR	C	58,804.	52,760.
06051GHT9 VR BANK OF AMERICA	C	15,023.	16,281.
9128286T2 US TREASURY NOTE	C	42,265.	44,391.
25389JAR7 DIGITAL REALTY TRUST	C	15,851.	16,487.
46625HRV4 JPMORGAN CHASE & CO	C	30,803.	31,814.
58933Y105 MERCK & CO INC NEW	C	39,708.	39,046.
036752AB9 ANTHEM INC	C	20,274.	21,881.

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	----	-----	----
9128286A3 US TREASURY NOTE	C	25,337.	27,341.
025816109 AMERICAN EXPRESS COM	C	55,007.	48,259.
844741108 SOUTHWEST AIRLINES C	C	47,797.	45,405.
06367WMQ3 BANK OF MONTREAL	C	15,017.	15,567.
126650CW8 CVS HEALTH CORP	C	16,041.	16,445.
9128286X3 US TREASURY NOTE	C	20,255.	21,347.
808513105 SCHWAB CHARLES CORP	C	50,821.	48,167.
31641Q755 FIDELITY NEW MRKTS I	C	448,414.	452,069.
		-----	-----
TOTALS		10,527,656.	11,537,490.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TIMING DIFFERENCE	347.
RECOVERY OF GRANTS PAID	10,000.

TOTAL	10,347.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK N.A

ADDRESS: 100 N MAIN ST MAC D4001-117
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (888)730-4933

FEDERAL FOOTNOTES

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PART VIII: INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES, AND CONTRACTORS. THE CORPORATE TRUSTEE'S COMPENSATION REPORTED IN COLUMN (C) IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED ON AN HOURLY BASIS AND THE REFERENCE TO ONE HOUR PER WEEK IS AN ESTIMATE ONLY. CORPORATE TRUSTEE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, ADMINISTRATIVE SERVICES SUCH AS FIDUCIARY ACCOUNTING, CUSTODY OF ASSETS, COMPLYING WITH TAX FILING REQUIREMENTS, COMPLYING WITH DISTRIBUTION PROVISIONS, AND COMPLYING WITH FEDERAL AND STATE LAWS APPLICABLE TO PRIVATE FOUNDATIONS, PLUS ASSET MANAGEMENT SERVICES SUCH AS CREATING ASSET ALLOCATION STRATEGIES, INVESTMENTS REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY.