

Explanation of Responses: See continuation page(s) for footnotes

/S/ STEVEN R. SCHULTZ

5/02/2003

**Signature of Reporting Person

Date

BY: STEVEN R. SCHULTZ, ATTORNEY IN
FACT
FOR: DAVID W. GOODRICH

**Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

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FORM 4 (continued)
GOODRICH, DAVID W.
500 Washington Street
Columbus IN 47201

Irwin Financial Corporation (IFC)
05/02/03

FOOTNOTES:

(1) The Plan provides for phased in vesting or rights to exercise granted stock options. In the year of the grant, optionee may exercise 25% of total options granted. In each of the three years immediately following the year of the grant optionee may exercise an additional 25% of the options granted. Grant of option was made to reporting person in transaction exempt under Rule 16b-3.

