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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

05/01, 2009, and ending

04/30, 2010

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

PIERRE F. AND ENID GOODRICH FOUNDATION

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

8335 ALLISON POINTE TRAIL

Room/suite

300

City or town, state, and ZIP code

INDIANAPOLIS, IN 46250-1687

A Employer identification number

35-6056960

B Telephone number (see page 10 of the instructions)

(317) 842-0880

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 ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c), line
16) ▶ \$ 17,452,165.J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	78.	78.		
4	Dividends and interest from securities	428,586.	428,586.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-512,132.			
b	Gross sales price for all assets on line 6a	8,789,539.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	-83,468.	428,664.		
13	Compensation of officers, directors, trustees, etc.	58,474.	73.		58,401.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	2,848.	4.		2,844.
16a	Legal fees (attach schedule) ATCH 1	553.	1.	0.	552.
b	Accounting fees (attach schedule) ATCH 2	18,875.	24.	0.	18,851.
c	Other professional fees (attach schedule) *	65,561.	56,260.		9,301.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	4,500.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy	7,020.	91.		6,929.
21	Travel, conferences, and meetings	6,751.	8.		6,743.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	14,363.	18.		14,345.
24	Total operating and administrative expenses. Add lines 13 through 23	178,945.	56,479.	0.	117,966.
25	Contributions, gifts, grants paid	604,990.			604,990.
26	Total expenses and disbursements. Add lines 24 and 25	783,935.	56,479.	0.	722,956.
27	Subtract line 26 from line 12	-867,403.			
a	Excess of revenue over expenses and disbursements		372,185.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 3 JSA ** ATCH 4

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Revenue

Operating and Administrative Expenses

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		59,774.	229,790.	229,790.
	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 page 16 of the 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				
	10 a	Investments - U.S. and state government obligations (attach schedule) **		802,251.	869,348.	870,364.
	b	Investments - corporate stock (attach schedule) ATCH 7		12,711,481.	11,990,960.	12,573,415.
	c	Investments - corporate bonds (attach schedule) ATCH 8		2,304,046.	2,151,870.	2,285,811.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		1,773,712.	1,541,893.	1,492,785.	
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)		17,651,264.	16,783,861.	17,452,165.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	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		17,651,264.	16,783,861.	
	30	Total net assets or fund balances (see page 17 of the instructions)		17,651,264.	16,783,861.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		17,651,264.	16,783,861.	

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	17,651,264.
2	Enter amount from Part I, line 27a	2	-867,403.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	16,783,861.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,783,861.

** ATCH 6

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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 SEE PART IV SCHEDULE			
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			
b			
c			
d			
e			

(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			

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-512,132.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8,	<div style="display: inline-block; vertical-align: middle;"> } </div>	3	0.

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 page 18 of 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))
2008	983,886.	16,510,863.	0.059590
2007	981,387.	21,475,591.	0.045698
2006	1,053,612.	20,670,135.	0.050973
2005	930,971.	19,630,235.	0.047425
2004	876,306.	18,018,340.	0.048634

2 Total of line 1, column (d)	2	0.252320
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	0.050464
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,165,148.
5 Multiply line 4 by line 3	5	815,758.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,722.
7 Add lines 5 and 6	7	819,480.
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 on page 18.	8	722,956.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	7,444.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	7,444.
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	7,444.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 7,732.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	7,732.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	288.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	288. 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 page 19 of the instructions for 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
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: \$ 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?	N/A	
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 page 19 of the instructions): IN,		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> MS. SANDRA J. SCHALLER Telephone no <input type="checkbox"/> 317-842-0880			
	Located at <input type="checkbox"/> 8335 ALLISON PT TRL, STE 300 INDIANAPOLIS, IN ZIP + 4 <input type="checkbox"/> 46250			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009)	3b	N/A
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 2009?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** ☐ **N/A**

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 **N/A**

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? **7b** ☐ ☒ **N/A**

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 page 22 of the 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
ATTACHMENT 10		49,440.	9,034.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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				

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

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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 page 23 of the 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 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 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions

3 NONE

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	16,396,043.
b	Average of monthly cash balances	1b	15,275.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	16,411,318.
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	0.
3	Subtract line 2 from line 1d	3	16,411,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	246,170.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,165,148.
6	Minimum investment return. Enter 5% of line 5	6	808,257.

Part XI Distributable Amount (see page 25 of the 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	808,257.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,444.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,444.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	800,813.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	800,813.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	800,813.

Part XII Qualifying Distributions (see page 25 of the 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	722,956.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	722,956.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	722,956.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				800,813.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006 41,248.				
d From 2007				
e From 2008 168,677.				
f Total of lines 3a through e	209,925.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 722,956.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				722,956.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	77,857.			77,857.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	132,068.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	132,068.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 132,068.				
e Excess from 2009				

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

		Prior 3 years				(e) Total
Tax year		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					

1 Information Regarding Foundation Managers:

- N/A

- N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- ATTACHMENT 11

- ATTACHMENT 12

- ATTACHMENT 13

- ATTACHMENT 14

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATTACHMENT 15				
Total.			▶ 3a	604,990.
b Approved for future payment NONE				NONE
Total.			▶ 3b	NONE

Form 990-PF (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,789,539.		PUBLICLY TRADED SECURITIES 9,301,671.					VAR -512,132.	VAR
TOTAL GAIN(LOSS)					<u>-512,132.</u>	

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	553.	1.		552.
TOTALS	<u>553.</u>	<u>1.</u>	<u>0.</u>	<u>552.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT & TAX PREPARATION FEES	18,875.	24.		18,851.
TOTALS	<u>18,875.</u>	<u>24.</u>	<u>0.</u>	<u>18,851.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	56,248.	56,248.	0.
OTHER PROFESSIONAL FEES	9,313.	12.	9,301.
TOTALS	<u>65,561.</u>	<u>56,260.</u>	<u>9,301.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
2009 ESTIMATED PAYMENTS	4,500.
TOTALS	<u>4,500.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	13,696.	0.	13,696.
MISCELLANEOUS	667.	18.	649.
TOTALS	14,363.	18.	14,345.

PIERRE F AND ENID GOODRICH FOUNDATION
E.I. 35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART II, LINE 10A - INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
UNITED STATES TREAS BD	08-15-2019	154,000 00	211,477 01	209,620 18
UNITED STATES TREAS NT	11-30-2013	13,000 00	13,226 07	13,090 35
UNITED STATES TREAS NT	08-15-2016	15,000 00	17,269 98	16,767 15
UNITED STATES TREAS NT	11-15-2016	90,000 00	98,898 41	99,084 60
UNITED STATES TREAS NT	11-15-2018	380,000 00	385,686 68	388,162 40
UNITED STATES TREAS NT	08-15-2019	10,000 00	10,116.06	10,015 60
UNITED STATES TREAS NT	11-15-2019	90,000 00	87,289 82	88,122 60
UNITED STATES TREAS NT	01-15-2020	45,102 60	45,383 82	45,500 86
TOTAL - U.S. AND STATE GOVERNMENT OBLIGATIONS			869,348	870,364

PIERRE F. AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U.S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
ACCENTURE PLC	2,400 00	78,320 50	104,736 00
AMERICAN EXPRESS CO	1,100 00	45,155 04	50,732 00
AMERICAN FINL GROUP INC OHIO	3,700 00	85,793 93	108,891 00
AMERISOURCEBERGEN CORP	6,700 00	151,756 92	206,695 00
AMGEN INC	3,100 00	181,630 98	177,661 00
APPLE INC	860 00	156,398 16	224,537 40
ARCH CAP GROUP LTD	3,200.00	207,702 16	241,856 00
ARROW ELECTRS INC	2,940 00	98,916 25	89,670 00
ASHLAND INC	2,300 00	64,402 58	136,988 00
ASTRAZENECA PLC	4,900 00	195,734 01	216,727 00
AT&T INC	4,600 00	174,138 73	119,876 00
AVNET INC	3,700 00	87,606 11	118,289 00
BANK AMER CORP	2,180 00	17,976 06	38,869 40
BEST BUY INC	1,700 00	63,450 16	77,384 00
BIG LOTS INC	3,520 00	95,045 90	134,464 00
BROADCOM CORP	1,600 00	44,475 52	55,200 00
CAMERON INTL CORP	3,600 00	142,588 08	142,056 00
CAPITAL ONE FINL CORP	1,400 00	55,738 34	60,774 00
CHEVRON CORP	1,600 00	134,988 23	130,304 00
CISCO SYS INC	6,330 00	159,399 75	170,466 90
COCA COLA ENTERPRISES INC	4,100 00	85,281 53	113,693 00
COLGATE PALMOLIVE CO	1,700 00	97,187 74	142,970 00
COMPUTER SCIENCES CORP	1,900.00	97,833 30	99,541 00
CROWN HLDGS INC	5,500 00	144,401 97	143,000 00
DEL MONTE FOODS CO	15,000 00	170,025 07	224,100 00
DIRECTV	4,800 00	157,238 50	173,952 00
DOLLAR TREE INC	2,200 00	88,483 77	133,584 00
ENDURANCE SPECIALITY HLDGS LTD	1,800 00	70,072 05	66,330 00
ENSCO PLC	900 00	37,957 50	42,462 00
EXXON MOBIL CORP	4,520 00	211,597 59	306,320 40
FAMILY DLR STORES INC	900 00	24,716 70	35,604 00
FREEPORT-MCMORAN COPPER & GOLD	2,450 00	167,117 89	185,048 50
GENERAL ELEC CO	6,650 00	232,719 51	125,419 00
GOLDMAN SACHS GROUP INC	1,270 00	197,658 55	184,404 00
GOOGLE INC	150 00	87,022 36	78,854 25
HEWLETT PACKARD CO	3,500 00	76,484 90	181,895 00
HUMANA INC	600 00	17,924 82	27,432.00
INGRAM MICRO INC	7,500 00	140,660 52	136,200 00
INTERNATIONAL BUSINESS MACHS	2,310.00	257,971 98	297,990 00
INTL PAPER CO	2,700 00	64,869 60	72,198 00
J P MORGAN CHASE & CO	2,900 00	125,362 39	123,482 00

PIERRE F. AND ENID GOODRICH FOUNDATION
E I. #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
JOHNSON & JOHNSON	2,580 00	174,296 39	165,894 00
JOY GLOBAL INC	2,100 00	100,076 31	119,280 00
KBR INC	5,100 00	116,442 14	112,608 00
LENDER PROCESSING SVCS INC	900 00	26,963 52	33,975 00
LOCKHEED MARTIN CORP	2,080 00	169,121 83	176,571 20
LORILLARD INC	2,300 00	180,506 38	180,251 00
LUBRIZOL CORP	2,200 00	152,889 74	198,748 00
MACYS INC	4,500 00	74,049 75	104,400 00
MCKESSON CORP	3,670 00	208,804 99	237,852 70
MEDCO HLTH SOLUTIONS INC	580 00	25,637 07	34,173 60
MICROSOFT CORP	6,640 00	190,039 27	202,752 40
NATIONAL OILWELL VARCO INC	1,740 00	103,469 04	76,612 20
NOBLE CORP	4,500 00	174,652 60	177,705 00
NORTHROP GRUMMAN CORP	1,130 00	76,481 20	76,647 90
OCCIDENTAL PETE CORP DEL	1,050 00	87,400 26	93,093 00
ORACLE CORP	8,500 00	112,633 30	219,873 75
PEABODY ENERGY CORP	2,300 00	100,302 07	107,456 00
PFIZER INC	6,420 00	146,505 83	107,342 40
RAYTHEON CO	2,900 00	164,467 60	169,041 00
ROCK-TENN CO	1,400 00	55,619 80	72,240 00
SYMANTEC CORP	4,660 00	62,920 72	78,148 20
TEVA PHARMACEUTICAL INDS LTD	900 00	46,141 83	52,857 00
TIMKEN CO	2,100 00	52,244 44	73,878 00
TJX COS INC NEW	3,260 00	102,514 32	151,068 40
TOTAL S A	800 00	44,552 84	43,504 00
TRANSATLANTIC HLDGS INC	900 00	49,096 09	44,757 00
TRAVELERS COS INC	3,700 00	192,946 61	187,738 00
TRW AUTOMOTIVE HLDGS CORP	3,200 00	56,174 49	103,072 00
URS CORP NEW	1,200 00	60,077 65	61,620 00
VIRTUS DISCIPLINED SM CAP	70,858 32	1,179,143 83	812,744 91
VIRTUS DISCIPLINED SMALL CAP	29,591 19	1,037,999 55	855,481 42
VIRTUS FOREIGN OPPORTUNITIES	44,234 39	840,924 02	903,266 22
VIRTUS HIGH YIELD INCOME FUND	29,993 36	359,876 15	312,530 81
WALGREEN CO	4,800 00	174,934 34	168,720 00
WATSON PHARMACEUTICALS INC	3,700 00	133,038 09	158,434 00
WELLS FARGO & CO	3,500 00	98,565 14	115,885 00
WESTERN DIGITAL CORP	4,300 00	132,764 62	176,687 00
WESTERN UNION CO	5,800 00	132,880 33	105,850 00
TOTAL - CORPORATE STOCK		11,990,960	12,573,415

PIERRE F. AND ENID GOODRICH FOUNDATION
E I. #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U.S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART II, LINE 10C - INVESTMENTS - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
AIRGAS INC	09-15-2014	40,000 00	39,952 00	41,537 60
ALCAN INC	09-15-2012	45,000 00	47,405 70	47,605 05
AVALONBAY CMNTYS INC	09-15-2016	40,000 00	40,021 95	43,377 60
BANK AMER FDG CORP	05-01-2013	70,000 00	69,806 80	73,647 70
BANK AMER FDG CORP	08-01-2016	25,000 00	24,937 25	26,966 50
BANK ONE CORP	08-01-2010	30,000 00	30,210 60	30,528 60
BOEING CAP CORP	10-27-2014	15,000 00	14,967 00	15,355 50
CATERPILLAR INC	05-01-2011	35,000 00	34,904 80	36,882 30
CITIGROUP INC	01-18-2011	30,000 00	32,658 90	31,046 40
CONOCO FDG CO	10-15-2011	25,000 00	28,359 50	26,864 75
CONSOLIDATED EDISON CO NY INC	09-15-2016	35,000 00	34,865 25	38,978 45
CRH AMER INC	09-30-2011	50,000 00	50,218 90	52,474 50
CSX CORP	03-15-2011	35,000 00	37,431 80	36,662 15
DAIMLERCHRYSLER NORTH AMER HLDG	03-15-2011	10,000 00	9,985 00	10,378 10
DARDEN RESTAURANTS INC	10-15-2012	55,000 00	54,834 45	60,085 85
DEERE JOHN CAP CORP	01-15-2013	25,000 00	24,959 00	27,174 25
DIAGEO CAP	01-30-2013	30,000 00	29,971 80	32,610 90
DISNEY WALT CO	09-15-2016	55,000 00	54,386 75	62,708 25
FRANCE TELECOM SA	03-01-2011	20,000 00	24,092 40	21,128 60
GENERAL ELEC CAP CORP	03-04-2015	15,000 00	14,934 30	15,948 15
GOODRICH CORP	03-01-2020	40,000 00	39,903 60	40,820 80
HARTFORD FINL SVCS GROUP INC	03-15-2017	45,000 00	37,873 35	45,679 95
HEINZ H J CO	07-15-2013	40,000 00	39,986 00	43,602 80
HONEYWELL INTL INC	08-01-2012	65,000 00	64,873 25	70,853 25
HOUSEHOLD FIN CORP	10-15-2011	40,000 00	44,022 00	42,418 80
IBM INTL GROUP CAP LLC	10-22-2012	70,000 00	69,944.70	76,056 40
ILLINOIS ST	01-01-2015	40,000 00	40,000 00	40,616 00
JPMORGAN CHASE & CO	05-01-2013	30,000 00	29,904 90	32,038 20
JPMORGAN CHASE & CO	09-15-2014	25,000 00	24,946 90	26,718 75
KINDER MORGAN ENERGY PARTNERS	02-01-2017	50,000 00	49,944 00	54,838 00
LOUISIANA PUB FACS AUTH SYS RE	02-01-2012	58,678 86	58,662 14	59,752 10
MERRILL LYNCH & CO INC	04-25-2013	45,000 00	44,940 60	48,694 95
METLIFE INC	06-01-2016	45,000 00	44,893 35	51,179 85
MICROSOFT CORP	06-01-2014	50,000 00	49,951 00	51,374 00
NATIONAL CITY BK CLEVELAND OHIO	05-01-2013	50,000 00	34,000 00	52,173 50
PACIFIC GAS & ELEC CO	03-01-2011	20,000 00	19,948 00	20,556 60
PRUDENTIAL FINL INC	12-14-2011	40,000 00	39,989 60	42,010 00
PSEG PWR LLC	04-15-2011	45,000 00	48,562 65	47,791 35
ROGERS WIRELESS INC DTD 11/30/04	12-15-2012	20,000.00	21,513 00	22,615 60
SBC COMMUNICATIONS INC	06-15-2016	50,000 00	49,627 00	55,534 00
SCHERING PLOUGH CORP	12-01-2013	20,000 00	20,168 40	22,382 40

PIERRE F AND ENID GOODRICH FOUNDATION
E.I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U.S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART II, LINE 10C - INVESTMENTS - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
SIMON PPTY GROUP L P	02-01-2015	40,000 00	39,912 00	40,616 40
SOUTHERN CO	01-15-2012	60,000 00	59,617 20	63,875 40
ST JUDE MED INC	07-15-2014	65,000 00	64,901 85	67,321 15
TIME WARNER CABLE INC	02-01-2020	25,000 00	24,601 25	24,977 00
UNION PLANTERS CORP	03-01-2011	10,000 00	10,268 60	10,213 60
UNITED TECHNOLOGIES CORP	12-15-2017	55,000 00	54,893 85	60,632 00
VERIZON GLOBAL FDG CORP	12-01-2010	15,000 00	16,560 15	15,572 70
VIACOM INC	09-15-2014	45,000 00	44,680 95	47,245 05
VIRGINIA ELEC & PWR CO	06-30-2019	50,000 00	49,902 50	52,580 00
VODAFONE GROUP PLC	11-24-2015	75,000 00	74,400 00	74,190 00
WACHOVIA CORP	10-15-2011	50,000 00	49,918 50	52,692 00
WELLPOINT INC	06-15-2017	50,000 00	49,641 00	54,253 50
WELLS FARGO & CO	08-26-2011	40,000 00	40,013 20	41,973 20
TOTAL - CORPORATE BONDS			2,151,870	2,285,811

PIERRE F. AND ENID GOODRICH FOUNDATION
E I 35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2009

PART II, LINE 13 - INVESTMENTS - OTHER

<u>DESCRIPTION</u>	<u>MATURITY DATE</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
ADJUSTABLE RATE MTG TR	02-25-2036	100,000 00	99,970 12	48,367 00
BEAR STEARNS COML MTG SECS TR	12-11-2038	25,000 00	23,554 69	26,592 00
BEAR STEARNS COML MTG SECS TR	02-11-2044	35,000 00	35,191 40	36,306 55
BEAR STEARNS COMMERCIAL MTG SECS	12-01-2038	25,000 00	25,136 43	25,266 50
CAPITAL AUTO RECEIVABLES ASSET	09-15-2011	6,899 90	6,898 93	6,956 27
CAPITAL AUTO RECEIVABLES ASSET	03-17-2014	60,000 00	60,628 13	62,524 20
CAPITAL ONE EXECUTION TR	08-15-2013	60,000 00	59,189 06	60,941 40
CD 2006-CD3 MTG TR	10-15-2048	60,000 00	59,606 25	62,962 80
CD 2007-CD4 COML MTG TR	12-11-2049	55,000 00	55,272 52	54,865 80
CHASE ISSUANCE TRUST	09-17-2012	65,000 00	64,993 65	66,078 35
CITIBANK CR CARD ISSUANCE TR	06-22-2012	60,000 00	59,936 40	60,438 00
COMMERCIAL MTG TR 2007-GG9	03-10-2039	40,000 00	37,278 12	40,144 80
CWALT SER 2004-22CB CL 1A1 DTD	10-25-2034	32,375 20	32,387 89	32,946 95
E TRADE RV & MRN TR SER 2004-1	10-08-2018	23,812 83	22,637 09	23,913 32
FEDERAL HOME LN MTG CORP	10-15-2017	100,000 00	100,437 50	106,869 00
FEDERAL HOME LN MTG CORP	07-01-2019	60,321 47	57,597 60	63,581 85
FEDERAL HOME LN MTG CORP	11-15-2019	20,000 00	18,881 25	20,824 40
FEDERAL HOME LN MTG CORP	08-15-2024	20,000 00	20,521 88	21,561 60
FEDERAL NATL MTG ASSN	11-25-2017	50,000 00	49,171 88	53,273 50
FEDERAL NATL MTG ASSN	01-01-2020	32,075 17	30,832 30	33,804 02
FEDERAL NATL MTG ASSN	01-01-2035	23,867 22	23,796 37	24,640 28
FIRST HORIZON MTG PASSTHRU TR	11-25-2035	28,888 60	27,949 74	25,342 81
FORD CR AUTO OWNER TR 2009-B	07-15-2014	100,000 00	104,722 66	106,514 00
GOVERNMENT NATL MTG ASSN	08-15-2023	368 91	205 41	411 86
GOVERNMENT NATL MTG ASSN	10-15-2027	4,222 91	1,698 74	4,732 66
GOVERNMENT NATL MTG ASSN	12-16-2032	30,000 00	29,602 73	31,737 30
LB-UBS COML MTG TR	03-15-2039	28,000 00	28,138 22	28,670 88
LBUBS SER 2005-C2 CLASS A2	04-15-2030	21,236 29	21,341 94	21,235 65
LEHMAN XS TR	12-25-2035	55,000 00	54,991 41	38,453 80
MASTR ASSET SECURITIZATION TR	11-25-2033	46,896 29	46,632 49	47,753 56
MERCEDES BENZ AUTO RECEIVABLES	08-15-2014	35,000 00	34,993 26	35,010 15
MORGAN STANLEY MTG LN TR	06-25-2036	35,000 00	34,905 66	20,338 85
RESIDENTIAL ASSET MTG PRODS INC	05-25-2018	38,695 51	39,735 46	39,681 08
RESIDENTIAL FDG MTG SECS II INC	04-25-2031	4,654 94	4,897 56	4,358 19
STRUCTURED ASSET SECS CORP	02-25-2035	11,966 87	12,095 32	9,566 20
STRUCTURED ASSET SECS CORP	08-25-2035	23,272 00	23,660 32	19,687 88
WAMU MTG PASS-THROUGH CTFS SER	08-25-2035	52,701 32	52,409.53	45,900 74
WORLD OMNI AUTOMOBILE LEASE SECS	02-15-2013	80,000 00	79,992 64	80,530 40
TOTAL - INVESTMENTS - OTHER			1,541,893	1,492,785

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART VIII, ITEM 1
INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS
AND THEIR COMPENSATION

<u>(a) Name and address</u>	<u>(b) Title, and average hours per week devoted to position</u>	<u>(c) Compensation</u>	<u>(d) Contributions to employee benefit plans</u>	<u>(e) Expense account, other allowances</u>
MANUEL F AYAU 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
RUTH E CONNOLLY 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
RICHARD W DUESENBERG 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
HELEN W GARLOTTE 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
EMILIO J PACHECO 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and President 0-5 hours/week	20,640	4,803	NONE
T ALAN RUSSELL 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Chairman 0-5 hours/week	11,550	142	NONE
SANDRA J SCHALLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Corporate Secretary and Controller 0-5 hours/week	5,700	1,638	NONE
JO ANNE W SHEPLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Assistant Secretary 0-3 hours/week	-	NONE	NONE
CHRIS L TALLEY 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Treasurer 0-5 hours/week	11,550	2,451	NONE
		<u>49,440</u>	<u>9,034</u>	

NOTE For individuals listed above that are paid compensation for similar services to Liberty Fund, Inc , a portion of the salaries and benefits paid by Liberty Fund, Inc are allocated to the Pierre F and Enid Goodrich Foundation so that expenses may be more accurately reflected

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DR. EMILIO J. PACHECO
8335 ALLISON POINTE TRAIL, STE. 300
INDIANAPOLIS, IN 46250
317-842-0880

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE PIERRE F. AND ENID GOODRICH FOUNDATION WILL PROVIDE A FORM ENTITLED "GRANT APPLICATION" TO THOSE ORGANIZATIONS OR PERSONS REQUESTING CONSIDERATION FOR GRANTS. APPLICANTS MUST INCLUDE THE APPLICATION FORM, A STATUS CONFIRMATION FORM, CERTIFICATION OF FOUNDATION OR PUBLIC CHARITY STATUS, AND A DESCRIPTION OF PURPOSES AND ACTIVITIES TO BE CONSIDERED FOR A GRANT.

990PF, PART XV - SUBMISSION DEADLINES

PERSONS OR ORGANIZATIONS REQUESTING CONSIDERATION FOR GRANTS SHOULD
SUBMIT GRANT APPLICATIONS BY MID-YEAR EACH YEAR.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON GRANTS. HOWEVER,
SUCCESSFUL APPLICANTS WILL BE COMPATIBLE WITH THE GENERAL CHARITABLE
PURPOSES OF THE PIERRE F. AND ENID GOODRICH FOUNDATION.

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2010

PART XV LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	IF INDIVIDUAL RELATIONSHIP TO FOUNDATION	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
ACTON INSTITUTE 161 OTTAWA AVE, N W #301 GRAND RAPIDS MI 49503	N/A	509(a)(1)	GENERAL SUPPORT	25,000
ASSOCIATION OF PRIVATE ENTERPRISE EDUCATION 313 FLETCHER HALL, DEPT 6106 615 McALLIE AVENUE CHATTANOOGA, TN 37403	N/A	509(a)(1)	GENERAL SUPPORT	10 000
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L STREET NW SUITE 200 WASHINGTON DC 20005	N/A	509(a)(1)	GENERAL SUPPORT	15 000
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE ROAD, SUITE 200 ARLINGTON VA 22203	N/A	509(a)(1)	GENERAL SUPPORT	25 000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE N W WASHINGTON D C 20001	N/A	509(a)(1)	GENERAL SUPPORT	25 000
THE CEDICE FOUNDATION 1900 L STREET N W SUITE 215 WASHINGTON D C 20036	N/A	509(a)(1)	GENERAL SUPPORT	15,000
CLAREMONT INSTITUTE 937 WEST FOOTHILL BLVD SUITE E CLAREMONT CA 91711	N/A	509(a)(1)	GENERAL SUPPORT	20 000
FEDERALIST SOCIETY 1015 18TH ST N W SUITE 425 WASHINGTON D C 20036	N/A	509(a)(1)	GENERAL SUPPORT	25 000
FOUNDATION FOR ECONOMIC EDUCATION 30 SOUTH BROADWAY IRVINGTON-ON-HUDSON NY 10533	N/A	509(a)(1)	GENERAL SUPPORT	25 000
FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION 601 WALNUT STREET, SUITE 510 PHILADELPHIA, PA 19106	N/A	509(a)(1)	GENERAL SUPPORT	10 000
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD SUITE B DAVIS CA 95616	N/A	509(a)(1)	GENERAL SUPPORT	20 000
FRASER INSTITUTE 1770 BURRARD STREET 4TH FLOOR VANCOUVER BC V6J 3G7 CANADA	N/A	509(a)(1)	GENERAL SUPPORT	15 000
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON D C 20009	N/A	509(a)(1)	GENERAL SUPPORT	25 000
GEORGE MASON UNIVERSITY FOUNDATION CENTER FOR STUDY OF PUBLIC CHOICE 4400 UNIVERSITY DRIVE MS 1A3 FAIRFAX, VA 22030	N/A	509(a)(1) 170(b)(1)(A)(iv)	GENERAL SUPPORT	15 000
GEORGE MASON UNIVERSITY FOUNDATION LAW & ECONOMICS CENTER 3301 FAIRFAX DRIVE MS 1G3 ARLINGTON VA 22201	N/A	509(a)(1) 170(b)(1)(A)(iv)	GENERAL SUPPORT	25 000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE N E WASHINGTON D C 20002-4999	N/A	509(a)(1)	GENERAL SUPPORT	20 000
HILLSDALE COLLEGE CENTER FOR TEACHER EXCELLENCE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	N/A	509(a)(1) 170(b)(1)(A)(ii)	GENERAL SUPPORT	15 000
INDEPENDENT INSTITUTE 100 SWAN WAY SUITE 200 OAKLAND CA 94621	N/A	509(a)(1)	GENERAL SUPPORT	15 000

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30 2010

PART XV LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	IF INDIVIDUAL RELATIONSHIP TO FOUNDATION	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
INDIANA BAR FOUNDATION 230 EAST OHIO STREET SUITE 400 INDIANAPOLIS 46204	N/A	509(a)(2)	GENERAL SUPPORT	10 000
INSTITUTE FOR HUMANE STUDIES 3301 N FAIRFAX DRIVE SUITE 440 ARLINGTON VA 22201-4432	N/A	509(a)(1)	GENERAL SUPPORT	25 000
INSTITUTO LIBERAL RUA MARIA EUGENIA 167 HUMAITA RIO DE JANEIRO, RJ 22261-080 BRAZIL	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	10 000
INSTITUTO LIBERDADE AV IPIRANGA 6681-PREDIO 96B CONJ 107-TECNOPIUC PORTO ALEGRE RS 90619-900 BRAZIL	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	10 000
INTERCOLLEGIATE STUDIES INSTITUTE INC 3901 CENTERVILLE ROAD WILMINGTON DE 19807-0431	N/A	509(a)(1)	GENERAL SUPPORT	35 000
INTERNATIONAL FOUNDATION FOR RESEARCH IN EXPERIMENTAL ECONOMICS 2122 E CAMINO EL GANADO TUCSON AZ 85718	N/A	509(a)(1)	GENERAL SUPPORT	15 000
MERCATUS CENTER 3301 FAIRFAX DRIVE SUITE 450 ARLINGTON VA 22201	N/A	509(a)(1)	GENERAL SUPPORT	15 000
MONT PELERIN SOCIETY P O BOX 7031 ARLINGTON VA 22307	N/A	509(a)(1)	GENERAL SUPPORT	35 000
PHILADELPHIA SOCIETY 11620 RUTAN CIRCLE JEROME MI 49249-9530	N/A	509(a)(2)	GENERAL SUPPORT	14 990
PROPERTY AND ENVIRONMENT RESEARCH CENTER 2048 ANALYSIS DRIVE SUITE A BOZEMAN MT 59718	N/A	509(a)(1)	GENERAL SUPPORT	25 000
THE REMNANT TRUST INC 323 W BROADWAY SUITE 444 LOUISVILLE KY 40202	N/A	509(a)(1)	GENERAL SUPPORT	15 000
SOCIAL PHILOSOPHY AND POLICY FOUNDATION P O BOX 938 BOWLING GREEN OH 43402	N/A	509(a)(1)	GENERAL SUPPORT	25 000
UNIVERSIDAD FRANCISCO MARROQUIN 6 CALLE FINAL ZONA 10 GUATEMALA CITY GUATEMALA 01010	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	25 000
TOTAL GRANTS PAID DURING THE YEAR				\$ 604 990

NOTE FOREIGN INSTITUTIONS WERE DETERMINED TO BE 509(a)(1) EQUIVALENTS THROUGH EXAMINATION OF VARIOUS DOCUMENTS
SUCH AS THEIR FINANCIAL STATEMENTS, TAX EXEMPTION DOCUMENTS FROM THEIR COUNTRY OF ORIGIN COMPLETION OF AN
AFFIDAVIT OF PUBLIC CHARITY STATUS GRANT APPLICATION STATUS CONFIRMATION AND GRANT COMMITMENT FORM