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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

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning

05/01, 2010, and ending

04/30, 2011

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

PIERRE F. AND ENID GOODRICH FOUNDATION

A Employer identification number

35-6056960

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

Room/suite

B Telephone number (see page 10 of the instructions)

8335 ALLISON POINTE TRAIL

300

(317) 842-0880

City or town, state, and ZIP code

INDIANAPOLIS, IN 46250-1687

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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

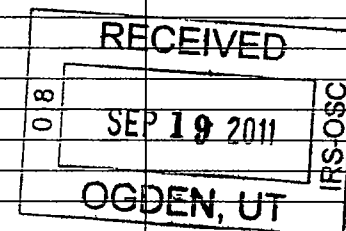
16) \$ 19,443,610.

☐ 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 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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	68.	68.		
4 Dividends and interest from securities	424,764.	424,764.		
5a Gross rents				
b Net rental income or (loss)	701,260.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	9,947,204.			
7 Capital gain net income (from Part IV, line 2)		701,260.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	1,126,092.	1,126,092.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	58,594.	73.		58,521.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	2,907.	4.		2,903.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 1	18,875.	24.	0.	18,851.
c Other professional fees (attach schedule) *	68,884.	59,560.		9,324.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	17,073.	0.	0.	0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy	7,556.	92.		7,464.
21 Travel, conferences, and meetings	4,254.	5.		4,248.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	13,744.	17.		13,727.
24 Total operating and administrative expenses. Add lines 13 through 23	191,887.	59,775.	0.	115,038.
25 Contributions, gifts, grants paid	650,000.			650,000.
26 Total expenses and disbursements. Add lines 24 and 25	841,887.	59,775.	0.	765,038.
27 Subtract line 26 from line 12	284,205.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		1,066,317.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 2 JSA \*\* ATCH 3

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SCANNED SEP 30 2011

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 . . . . .	229,790.	195,769.	195,769.
	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 15 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). **	869,348.	1,044,320.	1,045,852.
	b	Investments - corporate stock (attach schedule) <b>ATCH 6</b>	11,990,960.	12,243,110.	14,521,563.
	c	Investments - corporate bonds (attach schedule) <b>ATCH 7</b>	2,151,870.	2,168,789.	2,302,762.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) <b>ATCH 8</b>	1,541,893.	1,416,078.	1,377,664.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	16,783,861.	17,068,066.	19,443,610.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.	0.		
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"/> X				
	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 . . . . .	16,783,861.	17,068,066.	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	16,783,861.	17,068,066.	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	16,783,861.	17,068,066.	

### 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	16,783,861.
2	Enter amount from Part I, line 27a . . . . .	2	284,205.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	17,068,066.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	17,068,066.

\*\*ATCH 5

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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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	701,260.	
<b>3</b> 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. . . . .			<b>3</b>		

**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.

(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))
2009	722,956.	16,165,148.	0.044723
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
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.248409
<b>3</b> 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 . . . . .			<b>3</b> 0.049682
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			<b>4</b> 17,639,347.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 876,358.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 10,663.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 887,021.
<b>8</b> 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.			<b>8</b> 765,038.

**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)			
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 . . . . .		1	21,326.
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	21,326.
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	21,326.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	17,361.	
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	17,361.	
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	3,965.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/> . . . . .	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? . . . . .	1a		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	1b		X
c Did the foundation file Form 1120-POL for this year? . . . . .	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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	2		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 . . . . .	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	5		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? . . . . .	6	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 . . . . .	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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 . . . . .	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10		X

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**Part VII-A Statements Regarding Activities (continued)**

	General Explanation Attachment	11	X	
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"/> 15				
16 At any time during calendar year 2010, 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" 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 22 of the instructions)? . . . . . <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 2010? . . . . . <input type="checkbox"/>	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <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 22 of the instructions) . . . . .	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <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 2010 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 2010) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	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)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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 9		49,440.	9,154.	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		0.	0.	0.

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	NONE	0.
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 24 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	17,895,633.
b	Average of monthly cash balances	1b	12,334.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	17,907,967.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,907,967.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions).	4	268,620.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,639,347.
6	Minimum investment return. Enter 5% of line 5	6	881,967.

**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	881,967.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	21,326.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	860,641.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	860,641.
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	860,641.

**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	765,038.
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	765,038.
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	765,038.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				860,641.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .				
b Total for prior years 20 08, 20 07, 20 06 . . . . .				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .				0.
b From 2006 . . . . .				0.
c From 2007 . . . . .				0.
d From 2008 . . . . .				132,068.
e From 2009 . . . . .				0.
f Total of lines 3a through e . . . . .	132,068.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 765,038.				
a Applied to 2009, 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 2010 distributable amount . . . . .				765,038.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	95,603.			95,603.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	36,465.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	36,465.			
10 Analysis of line 9				
a Excess from 2006 . . . . .				
b Excess from 2007 . . . . .				
c Excess from 2008 . . . . .	36,465.			
d Excess from 2009 . . . . .	0.			
e Excess from 2010 . . . . .	0.			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test - enter				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 8 for each year listed . . . . .				
<b>c</b> "Support" alternative test - enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> 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 page 28 of the 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) )

N/A

**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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 10

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

ATTACHMENT 11

**c** Any submission deadlines:

ATTACHMENT 12

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

ATTACHMENT 13

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<div>a Paid during the year</div> <div>ATTACHMENT 14</div>				
<b>Total</b> . . . . .			▶ <b>3a</b>	650,000.
<div>b Approved for future payment</div> <div>ATTACHMENT 15</div>				24,000.
<b>Total</b> . . . . .			▶ <b>3b</b>	24,000.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	68.	
<b>4</b> Dividends and interest from securities . . . . .				14	424,764.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	701,260.	
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .					1,126,092.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					13	1,126,092.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



**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)	
9,947,204.		PUBLICLY TRADED SECURITIES 9,245,944.					VAR 701,260.	VAR
TOTAL GAIN (LOSS) .....		.....					<u>701,260.</u>	

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART VII-A, LINE 11

THE WINCHESTER FOUNDATION  
8335 ALLISON POINTE TRAIL  
INDIANAPOLIS, IN 46250  
EIN - 23-7422941

THERE ARE NO TRANSFERS TO REPORT



ATTACHMENT 1

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 2

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	59,548.	59,548.	
OTHER PROFESSIONAL FEES	9,336.	12.	9,324.
TOTALS	<u>68,884.</u>	<u>59,560.</u>	<u>9,324.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
2010 ESTIMATED PAYMENTS	17,073.	0.	0.	0.
TOTALS	<u>17,073.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	13,507.		13,507.
MISCELLANEOUS	237.	17.	220.
TOTALS	13,744.	17.	13,727.

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, 2011

**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	08-15-2023	197,000	261,449.03	247,388.66
UNITED STATES TREAS NT	11-15-2018	375,000	385,106.58	399,491.25
UNITED STATES TREAS NT	11-30-2013	250,000	256,139.51	257,345.00
UNITED STATES TREAS NT	08-15-2019	10,000	10,116.06	10,477.30
UNITED STATES TREAS NT	11-15-2019	128,000	131,509.03	131,150.08
<b>TOTAL - U.S. AND STATE GOVERNMENT OBLIGATIONS</b>			<b>1,044,320</b>	<b>1,045,852</b>

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

A STATEMENT ATTACHED TO AND MADE PART OF  
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FOR THE YEAR ENDED APRIL 30, 2011

**PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK**

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
3M CO	1,150	107,326.46	111,791.50
ALLIED WORLD ASSURANCE CO HLDGS	2,350	137,720.11	152,679.50
AMERIGROUP CORP	2,250	99,225.27	153,675.00
AMERIPRISE FINL INC	3,750	200,394.41	232,725.00
AMGEN INC	2,900	169,638.52	164,865.00
APPLE INC	1,030	229,859.94	360,633.90
ASSURANT INC	1,750	64,478.28	69,475.00
ASTRAZENECA PLC	4,550	189,790.91	226,726.50
AT&T INC	4,400	167,444.35	136,928.00
AUTOLIV INC	1,400	67,253.38	112,182.00
BANK AMER CORP	8,600	125,119.68	105,608.00
BEST BUY INC	1,600	59,689.16	49,952.00
BIOGEN IDEC INC	1,100	62,913.84	107,415.00
CHEVRON CORP	1,700	143,041.78	186,048.00
CIMAREX ENERGY CO	1,900	140,278.15	210,121.00
CONOCOPHILLIPS	4,050	248,679.37	319,504.50
CROWN HLDGS INC	1,400	44,810.70	52,360.00
CSX CORP	3,100	242,458.28	243,939.00
DANAHER CORP DEL	2,050	106,714.36	113,242.00
DIRECTV	4,850	164,044.58	235,661.50
DOLLAR TREE INC	2,900	78,171.26	166,750.00
DOMTAR CORP	2,000	132,597.74	186,040.00
ENDO PHARMACEUTICALS HLDGS INC	4,400	135,824.49	172,304.00
ENDURANCE SPECIALITY HLDGS LTD	3,450	134,500.43	153,042.00
EXXON MOBIL CORP	4,970	366,984.72	437,260.60
FOREST LABS INC	5,100	158,660.57	169,116.00
FREEPORT-MCMORAN COPPER & GOLD	4,250	167,278.50	233,835.00
GOLDMAN SACHS GROUP INC	370	62,693.19	55,873.70
HESS CORP	1,250	99,063.25	107,450.00
HEWLETT PACKARD CO	3,300	72,498.02	133,221.00
HUMANA INC	3,500	162,311.85	266,420.00
HUNTINGTON INGALLS INDS INC	338	13,377.34	13,520.00
INTEL CORP	3,250	69,258.69	75,237.50
INTERNATIONAL BUSINESS MACHS	2,310	259,832.35	394,039.80
J P MORGAN CHASE & CO	2,750	118,476.61	125,482.50
JOY GLOBAL INC	2,000	96,840.90	201,900.00
LAM RESEARCH CORP	1,550	75,491.75	74,880.50
LILLY ELI & CO	5,800	208,303.45	214,658.00
LORILLARD INC	600	47,550.36	63,900.00
MACYS INC	5,500	113,201.63	131,505.00
MICROSOFT CORP	10,190	287,635.49	264,124.80

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, 2011

**PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK**

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
NATIONAL OILWELL VARCO INC	1,690	99,741.31	129,606.10
NORTHROP GRUMMAN CORP	1,930	118,890.66	122,767.30
NOVELLUS SYS INC	2,750	108,759.00	88,275.00
OCCIDENTAL PETE CORP DEL	1,200	100,424.86	137,148.00
ORACLE CORP	8,150	110,876.89	293,074.00
PEABODY ENERGY CORP	2,150	93,764.27	143,663.00
PETSMART INC	2,000	63,708.38	84,360.00
PROCTER & GAMBLE CO	800	48,456.92	51,920.00
RAYTHEON CO	3,600	200,466.65	174,780.00
ROCK-TENN CO	1,350	53,635.31	93,244.50
ROSS STORES INC	1,150	65,511.36	84,743.50
SANDISK CORP	3,350	138,891.75	165,255.50
SIEMENS A G	1,750	212,286.44	255,395.00
SYMANTEC CORP	4,410	59,545.14	86,656.50
TEXAS INSTRS INC	3,150	110,438.88	111,919.50
TIME WARNER CABLE INC	3,050	205,243.97	238,296.50
TIMKEN CO	2,000	49,762.02	112,780.00
TJX COS INC NEW	4,260	152,486.51	228,421.20
TRAVELERS COS INC	4,200	224,657.88	265,776.00
TRW AUTOMOTIVE HLDGS CORP	3,700	94,570.07	211,122.00
TYSON FOODS INC	2,000	34,679.42	39,800.00
UNITEDHEALTH GROUP INC	4,400	142,014.75	216,612.00
VERIZON COMMUNICATIONS INC	4,100	132,909.38	154,898.00
VIRTUS FOREIGN OPPORTUNITIES	44,234	840,924.02	1,073,568.62
VIRTUS HIGH YIELD INCOME FUND	29,993	359,876.15	330,826.76
VIRTUS QUALITY SMALL CAP FUND	79,819	1,037,999.55	1,023,277.67
VIRTUS SMALL CAP CORE FUND	49,924	1,179,143.18	1,004,480.52
WALGREEN CO	6,100	233,484.44	260,592.00
WAL-MART STORES INC	3,600	190,912.87	197,928.00
WELLS FARGO & CO	5,300	147,614.28	154,283.00
<b>TOTAL - CORPORATE STOCK</b>		<b>12,243,110</b>	<b>14,521,563</b>

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, 2011

**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>
AGILENT TECHNOLOGIES INC	07-15-2013	45,000	44,916.75	45,709.20
AIRGAS INC	09-15-2014	40,000	39,952.00	42,144.00
ALCAN INC	09-15-2012	45,000	47,405.70	47,254.05
AT&T INC	02-15-2019	50,000	55,991.00	56,045.00
AVALONBAY CMNTYS INC	09-15-2016	40,000	40,021.95	45,092.00
BANK AMER FDG CORP	05-01-2013	70,000	69,806.80	74,279.10
BANK AMER FDG CORP	08-01-2016	25,000	24,937.25	28,182.50
BOEING CAP CORP	10-27-2014	15,000	14,967.00	15,830.25
BURLINGTON NORTHN SANTA FE CORP	05-01-2017	50,000	54,877.60	56,421.00
CATERPILLAR INC	05-01-2011	35,000	34,904.80	35,000.00
CONOCOPHILLIPS CDA FDG CO	10-15-2016	25,000	28,598.50	28,699.00
CONSOLIDATED EDISON CO NY INC	09-15-2016	35,000	34,865.25	39,702.95
CRH AMER INC	09-30-2011	33,000	33,235.05	33,627.66
DARDEN RESTAURANTS INC	10-15-2012	55,000	54,834.45	58,221.35
DEERE JOHN CAP CORP	01-15-2013	25,000	24,959.00	26,764.75
DIAGEO CAP	01-30-2013	30,000	29,971.80	32,155.20
DIRECTV HLDGS LLC / DIRECTV FING	03-01-2016	50,000	49,905.50	50,765.00
DISNEY WALT CO DTD 12/19/02	12-15-2017	55,000	66,889.90	63,782.40
DU PONT E I DE NEMOURS & CO	01-15-2016	50,000	49,523.50	48,962.00
GENERAL ELEC CAP CORP	03-04-2015	15,000	14,934.30	16,361.25
GOLDMAN SACHS GROUP INC	08-01-2015	50,000	49,941.00	51,246.00
GOODRICH CORP	03-01-2020	40,000	39,903.60	42,032.00
HARTFORD FINL SVCS GROUP INC	03-15-2017	45,000	37,873.35	47,390.40
HEINZ H J CO	07-15-2013	40,000	39,986.00	43,529.20
IBM INTL GROUP CAP LLC	10-22-2012	70,000	69,944.70	74,454.10
ILLINOIS ST	01-01-2015	40,000	40,000.00	40,949.20
JPMORGAN CHASE & CO	09-15-2014	55,000	57,154.30	59,512.75
KINDER MORGAN ENERGY PARTNERS	02-01-2017	50,000	49,944.00	56,448.00
LOUISIANA PUB FACS AUTH SYS RE	02-01-2012	18,323	18,317.52	18,553.79
MERRILL LYNCH & CO INC	04-25-2013	45,000	44,940.60	48,766.95
METLIFE INC	06-01-2016	45,000	44,893.35	52,679.70
MICROSOFT CORP	06-01-2014	50,000	49,951.00	52,447.50
NATIONAL CITY BK CLEVELAND OHIO	05-01-2013	50,000	34,000.00	52,960.00
OHIO ST MAJOR NEW ST INFRASTRU	06-15-2015	35,000	35,000.00	35,893.20
PRUDENTIAL FINL INC	12-14-2011	40,000	39,989.60	41,033.20
SCHERING PLOUGH CORP	12-01-2013	20,000	20,168.40	22,071.20
SIMON PPTY GROUP L P	02-01-2015	40,000	39,912.00	42,580.00
SOUTHERN CO	09-15-2015	60,000	59,988.60	59,605.20
ST JUDE MED INC	07-15-2014	65,000	64,901.85	68,829.80
TIME WARNER CABLE INC	02-01-2020	25,000	24,601.25	25,844.25
TIME WARNER INC	07-15-2015	45,000	44,946.45	46,094.40



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, 2011

**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>
UNITED TECHNOLOGIES CORP	12-15-2017	55,000	54,893.85	62,702.20
UNITEDHEALTH GROUP INC	02-15-2013	20,000	21,299.20	21,261 20
VERIZON COMMUNICATIONS INC	04-01-2021	50,000	49,572.50	51,088.50
VIACOM INC	09-15-2014	45,000	44,680.95	48,330.00
VIRGINIA ELEC & PWR CO	06-30-2019	50,000	49,902.50	53,819.00
VODAFONE GROUP PLC	11-24-2015	75,000	74,400 00	77,106.75
WELLPOINT INC	06-15-2017	50,000	49,641.00	57,214.00
WELLS FARGO & CO	01-31-2013	50,000	52,647.00	52,786 00
WELLS FARGO & CO	04-01-2021	50,000	49,896.50	50,534 50
<b>TOTAL - CORPORATE BONDS</b>			<b><u>2,168,789</u></b>	<b><u>2,302,762</u></b>

PIERRE F. AND ENID GOODRICH FOUNDATION  
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U.S. PRIVATE FOUNDATION INCOME TAX RETURN  
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**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	95,470	95,436.91	47,109.84
BANK AMER AUTO TR	07-15-2014	65,000	64,998.21	65,502.45
BEAR STEARNS COML MTG SECS INC	01-12-2041	60,000	65,411.72	64,671.60
BEAR STEARNS COML MTG SECS TR	02-11-2044	25,692	25,832.95	26,181.38
BEAR STEARNS COMMERCIAL MTG SECS	12-01-2038	50,000	51,861.04	54,230.50
CD 2007-CD4 COML MTG TR	12-11-2049	55,000	55,272.52	56,923.35
CWALT SER 2004-22CB CL 1A1 DTD	10-25-2034	28,431	28,442.31	28,403.32
CAPITAL AUTO RECEIVABLES ASSET	03-17-2014	29,598	29,907.89	30,108.60
CD 2006-CD3 MTG TR	10-15-2048	52,704	52,357.70	54,678.36
COMMERCIAL MTG TR 2007-GG9	03-10-2039	40,000	37,278.12	43,490.00
FEDERAL HOME LN MTG CORP	10-15-2017	70,101	70,407.82	75,373.40
FEDERAL HOME LN MTG CORP	07-01-2019	44,193	42,197.09	47,041.74
FEDERAL HOME LN MTG CORP	08-15-2024	19,332	19,836.48	21,159.49
FEDERAL HOME LN MTG CORP	11-15-2019	20,000	18,881.25	21,571.40
FEDERAL NATL MTG ASSN	01-01-2020	24,116	23,181.48	25,655.75
FEDERAL NATL MTG ASSN	01-01-2035	21,308	21,244.97	22,129.65
FIRST HORIZON MTG PASSTHRU TR	11-25-2035	14,622	14,146.41	13,764.35
FORD CR AUTO OWNER TR 2009-B	07-15-2014	100,000	104,722.66	105,331.00
GOVERNMENT NATL MTG ASSN	08-15-2023	284	158.07	326.72
GOVERNMENT NATL MTG ASSN	10-15-2027	3,776	1,519.04	4,357.23
GOVERNMENT NATL MTG ASSN	07-16-2031	40,839	42,782.41	43,096.94
GOVERNMENT NATL MTG ASSN	12-16-2032	30,000	29,602.73	32,133.00
GOVERNMENT NATL MTG ASSN	06-16-2034	44,902	45,350.92	45,650.86
LB-UBS COML MTG TR	03-15-2039	28,000	28,138.22	30,883.16
LBUBS SER 2005-C2 CLASS A2	04-15-2030	3,192	3,207.57	3,194.47
LEHMAN XS TR	12-25-2035	50,784	50,775.84	37,085.87
MASTR ALTERNATIVE LN TR	09-25-2019	66,220	65,256.97	67,126.59
MASTR ASSET SECURITIZATION TR	11-25-2033	31,497	31,319.62	33,147.55
MERCEDES BENZ AUTO RECEIVABLES	08-15-2014	35,000	34,993.26	35,315.35
MORGAN STANLEY MTG LN TR	06-25-2036	34,169	34,077.36	19,731.50
RESIDENTIAL ASSET MTG PRODS INC	05-25-2018	26,480	27,191.76	27,151.09
RESIDENTIAL FDG MTG SECS II INC	04-25-2031	2,672	2,811.49	2,660.09
STRUCTURED ASSET SECS CORP	02-25-2035	10,114	10,223.06	8,111.81
STRUCTURED ASSET SECS CORP	08-25-2035	20,986	21,336.13	18,440.35
TOYOTA AUTO RECEIVABLES 2011-A	10-15-2014	50,000	49,994.08	50,124.50
WAMU MTG PASS-THROUGH CTFs SER	08-25-2035	36,247	35,929.54	35,544.57
WORLD OMNI AUTOMOBILE LEASE SECS	02-15-2013	80,000	79,992.64	80,256.00
<b>TOTAL - INVESTMENTS - OTHER</b>			<b>1,416,078</b>	<b>1,377,664</b>

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

A STATEMENT ATTACHED TO AND MADE PART OF  
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FOR THE YEAR ENDED APRIL 30, 2011

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	4,854	NONE
T ALAN RUSSELL 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Chairman 0-5 hours/week	11,550	124	NONE
SANDRA J. SCHALLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Corporate Secretary and Controller 0-5 hours/week	5,700	1,653	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	2,523	NONE
		49,440	9,154	

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, 2011

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

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
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 McCALLIE 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 C/O ATLAS ECONOMIC RESEARCH FND 1201 L STREET NW, 2ND FLOOR WASHINGTON, DC 20005	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 BURNARD 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
THE 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  
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U S PRIVATE FOUNDATION INCOME TAX RETURN  
FOR THE YEAR ENDED APRIL 30, 2011

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

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
INDIANA BAR FOUNDATION 230 EAST OHIO STREET, SUITE 400 INDIANAPOLIS, IN 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-TECNOPOUC 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 & PROJECT GRANT	65,000
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	10,000
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 1101 PARK AVE WINONA LAKE, IN 46590	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 6A 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 \$				<u>650,000</u>

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

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, 2011

PART XV, LINE 3(b)  
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
STUDENTS FOR LIBERTY P O BOX 17321 ARLINGTON, VA 22216	N/A	509(a)(1)	BOOK PUBLICATION	24,000

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TOTAL GRANTS APPROVED FOR FUTURE PAYMENT \$ 24,000