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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation MIKE AND GILLIAN GOODRICH FOUNDATION		A Employer identification number 26-3587489
Number and street (or P O box number if mail is not delivered to street address) 3800 COLONNADE PARKWAY	Room/suite 430	B Telephone number 205-259-2060
City or town, state, and ZIP code BIRMINGHAM, AL 35243		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 68,635,608.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,193,579.	1,193,579.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,707,350.			
b Gross sales price for all assets on line 6a 18,483,346.					
7 Capital gain net income (from Part IV, line 2)			1,707,350.		
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)					
11 Other income		<55,483.>	<55,483.>		STATEMENT 2
12 Total. Add lines 1 through 11		2,845,446.	2,845,446.		
13 Compensation of officers, directors, trustees, etc.		20,962.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		4,423.	0.		0.
b Accounting fees STMT 4		9,460.	0.		0.
c Other professional fees STMT 5		337,804.	334,904.		0.
17 Interest					
18 Taxes STMT 6		30,970.	28,965.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,256.	0.		0.
22 Printing and publications					
23 Other expenses STMT 7		40,136.	32,949.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		445,011.	396,818.		0.
25 Contributions, gifts, grants paid		2,789,010.			2,789,010.
26 Total expenses and disbursements. Add lines 24 and 25		3,234,021.	396,818.		2,789,010.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<388,575.>			
b Net investment income (if negative, enter -0-)			2,448,628.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		25,427,073.	9,819,999.	9,819,999.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8		22,079,879.	27,474,279.	29,428,706.
	c	Investments - corporate bonds STMT 9		15,514,083.	14,674,116.	14,948,144.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		2,794,414.	13,452,068.	14,438,759.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		65,815,449.	65,420,462.	68,635,608.	
Liabilities	17	Accounts payable and accrued expenses			<76.>	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)		6,336.	0.	
	23	Total liabilities (add lines 17 through 22)		6,336.	<76.>	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		65,809,113.	65,420,538.		
30	Total net assets or fund balances		65,809,113.	65,420,538.		
31	Total liabilities and net assets/fund balances		65,815,449.	65,420,462.		

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	65,809,113.
2	Enter amount from Part I, line 27a	2	<388,575.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	65,420,538.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,420,538.

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			
b SEE ATTACHED STATEMENT			
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 18,483,346.		16,775,996.	1,707,350.

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))
a			
b			
c			
d			
e			1,707,350.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,707,350.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,489,948.	55,912,024.	.044533
2009	519,113.	50,227,504.	.010335
2008	0.	49,279,912.	.000000
2007			
2006			

2 Total of line 1, column (d)	2	.054868
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	.018289
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	70,135,880.
5 Multiply line 4 by line 3	5	1,282,715.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,486.
7 Add lines 5 and 6	7	1,307,201.
8 Enter qualifying distributions from Part XII, line 4	8	2,789,010.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	24,486.
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	0.
3 Add lines 1 and 2		3	24,486.
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	24,486.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,047.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	21,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,047.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	18.	
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	4,543.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 4,543. Refunded ☐	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 instructions) ☒ AL		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► MIKE AND GILLIAN GOODRICH FOUNDATIO Telephone no. ► 205-259-2060 Located at ► 3800 COLONNADE PARKWAY, SUITE 430, BIRMINGHAM, AL ZIP+4 ► 35243			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	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 2011?		4b X

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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

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?

N/A

☐ 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?

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?

N/A

7b

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.

(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
SEE STATEMENT 11		20,987.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	54,196,629.
b	Average of monthly cash balances	1b	17,007,310.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	71,203,939.
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	71,203,939.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,068,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,135,880.
6	Minimum investment return. Enter 5% of line 5	6	3,506,794.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,506,794.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24,486.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,486.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,482,308.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,482,308.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,482,308.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,789,010.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,789,010.
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	5	24,486.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,764,524.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,482,308.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,783,644.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,789,010.				
a Applied to 2010, but not more than line 2a			2,783,644.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				5,366.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,476,942.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2011)

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				
A+ EDUCATION PARTNERSHIP P.O. BOX 4433 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
ALABAMA ARCHIVES AND HISTORY FOUNDATION P. O. BOX 300100 MONTGOMERY, AL 36130		EXEMPT ORG	CONSTRUCTION OF THE MUSEUM OF AL	150,000.
ALABAMA BALLET 2726 1ST AVE S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
ALABAMA COASTAL FOUNDATION PO BOX 1073 MOBILE, AL 36633		EXEMPT ORG	SUPPORT HEALTH COSTAL COMMUNITIES PROGRAM	5,000.
ALABAMA GIVING P.O. BOX 530727 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,300.
Total	SEE CONTINUATION SHEET(S)			2,789,010.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALABAMA MOVING IMAGE ASSOCIATION 2310 FIRST AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SIDEWALK FILM FESTIVAL	1,000.
ALABAMA POVERTY PROJECT PO BOX 55058 BIRMINGHAM, AL 35255		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
ALABAMA PUBLIC TELEVISION 2112 11TH AVE SOUTH, SUITE 400 BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
ALTAMONT SCHOOL 4801 ALTAMONT ROAD SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
ALYS STEPHENS CENTER 1530 3RD AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	SUPPORT OF THE EDUCATIONAL AND OUTREACH PROGRAMS	27,500.
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	PROVIDE FIELD TRIP TO LOCAL SCHOOL CHILDREN	13,750.
BIRMINGHAM CHILDREN'S THEATRE P.O. BOX 1362 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000.
BIRMINGHAM FAITH IN ACTION 2100 4TH AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BIRMINGHAM MUSEUM OF FINE ARTS 2000 8TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
Total from continuation sheets				2,585,710.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRMINGHAM PLEDGE FOUNDATION 2829 2ND AVE S, SUITE 307 BIRMINGHAM, AL 35233		EXEMPT ORG	SUPPORT OF "OUR MOCKINGBIRD"	25,000.
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	275,000.
BIRMINGHAM ZOO, INC. 2630 CAHABA ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	TRAILS OF AFRICA - \$100,000; OPERATING SUPPORT - \$1,000	101,000.
BOSTON UNIVERSITY 595 COMMONWEALTH AVE, STE 700 BOSTON, MA 02215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BRIDGE BUILDERS ALABAMA 1125 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106		EXEMPT ORG	SUPPORT YOUTH LEADERSHIP DEVELOPMENT PROGRAM	20,000.
CHILDREN'S DANCE FOUNDATION 1715 27TH COURT SOUTH BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
COOSA RIVERKEEPER P.O. BOX 373 RIVERSIDE, AL 35135		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,500.
CULTURAL ALLIANCE OF GREATER BIRMINGHAM P. O. BOX 292305 BIRMINGHAM, AL 35229		EXEMPT ORG	PROVIDE ARTISTS AS EDUCATORS TO LOCAL SCHOOLS	75,000.
DESERT ISLAND SUPPLY CO 5500 1ST AVE N BIRMINGHAM, AL 35212		EXEMPT ORG	TO COMPLETE THE BUILD-OUT OF ORGANIZATION'S LOCATION	25,000.
EQUALITY ALABAMA PO BOX 13733 BIRMINGHAM, AL 35202		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRESHWATER LAND TRUST 2308 FIRST AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
FRIENDS OF RED MOUNTAIN PARK 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
GREATER ALABAMA COUNCIL P. O. BOX 43307 BIRMINGHAM, AL 35243		EXEMPT ORG	\$53,000 - URBAN SCOUT REACH PROGRAM & \$25,000 - RISING STAR PROGRAM	78,000.
GROWING KINGS, INC. PO BOX 291 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
HABITAT FOR HUMANITY OF GREATER BIRMINGHAM 4408 LLOYD NOLAND PARKWAY BIRMINGHAM, AL 35064		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
HISPANIC INTEREST COALITION OF ALABAMA 260 F WEST VALLEY AVENUE BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
HORIZONS SCHOOL 2018 15TH AVENUE SOUTH BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT THE LIVING INDEPENDENCE CAMPAIGN	125,000.
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
JENNY'S LIGHT 5021 VERNON AVENUE, SUITE 107 MINNEAPOLIS, MN 55436		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
JONES VALLEY URBAN FARM 701 25TH STREET NORTH BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LINLEY HEFLIN UNIT 13 OFFICE PARK CIRCLE MOUNTAIN BROOK, AL 35223		EXEMPT ORG	2011 LINLY HEFLIN SCHOLARSHIP LUNCHEON	9,960.
LIVING RIVER 3603 LORNA RIDGE DRIVE BIRMINGHAM, AL 35216		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
MAIN STREET BIRMINGHAM, INC. P. O. BOX 320637 BIRMINGHAM, AL 35232		EXEMPT ORG	TO HIRE STAFF PERSON TO CONCENTRATE ON WOODLAWN ECONOMIC DEVELOPMENT	50,000.
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	CHILDREN'S MUSEUM	250,000.
OPERA BIRMINGHAM 3601 6TH AVENUE SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	TO HELP UNDERWRITE THE COST OF NEW SETS	10,000.
PRESBYTERIAN HOME FOR CHILDREN P. O. BOX 577 TALLADEGA, AL 35160		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
PRESCHOOL PARTNERS FOUNDATION 3736 MONTROSE ROAD BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
RAILROAD PARK FOUNDATION 1600 1ST AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	55,000.
RED MOUNTAIN THEATRE COMPANY 3028 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
RUFFNER MOUNTAIN NATURE PRESERVE 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAFE HOUSE OF SHELBY COUNTY P.O. BOX 275 PELHAM, AL 35124		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 BIRMINGHAM, AL 30303		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
SPACE ONE ELEVEN 2409 SECOND AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
STAIR OF BIRMINGHAM 3100 HIGHLAND AVENUE BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
ST. TIMOTHY'S SCHOOL 8400 GREENSPRING AVENUE STEVENSON, MD 21153		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
TEACH FOR AMERICA OF ALABAMA 217 WASHINGTON STREET MARION, AL 36756		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	100,000.
CHILDREN'S HOSPITAL FOUNDATION 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	PLEDGE FOR KEEPING PROMISES	500,000.
THE FOUNDRY P.O. BOX 824 BESSEMER, AL 35021		EXEMPT ORG	SUPPORT RESCUE PROGRAM	5,000.
NATURE CONSERVANCY OF ALABAMA 2100 1ST AVENUE N. STE 500 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
TRIUMPH SERVICES 1025 23RD STREET SOUTH, SUITE 300 BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UAB SCHOOL OF EDUCATION 901 13TH STREET SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	TO EXPAND THE CAMP PROGRAM	35,000.
UNITED WAY OF CENTRAL ALABAMA 3600 8TH AVENUE SOUTH, STE 501 BIRMINGHAM, AL 35232		EXEMPT ORG	\$85,000 - TORNADO RELIEF FUND; \$60,000 - OPERATING SUPPORT	145,000.
URBAN MINISTRY, INC. 1229 COTTON AVE. SW BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
VIRGINIA SAMFORD THEATRE 1116 26TH STREET SOUTH BIRMINGHAM, AL 35205		EXEMPT ORG	TO REPLACE THEATRE SEATS	10,000.
WOMENS FUND OF GREATER BIRMINGHAM 2201 5TH AVENUE SOUTH, SUITE 110 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
WOODLAWN FOUNDATION 3800 COLONNADE PARKWAY, SUITE 430 BIRMINGHAM, AL 35243		EXEMPT ORG	SUPPORT NEIGHBORHOOD REVITALIZATION EFFORTS	250,000.
YMCA OF GREATER BIRMINGHAM 2101 4TH AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
YOUTHSERVE P. O. BOX 530334 BIRMINGHAM, AL 35253		EXEMPT ORG	TO ASSIST WITH OPERATING EXPENSES AND SUPPORT OF ORGANIZATION	30,000.
YWCA OF CENTRAL ALABAMA 309 NORTH 23RD STREET BIRMINGHAM, AL 35203		EXEMPT ORG	TO ASSIST WITH YEAR END EXPENSES, THE FAMILY RESOURCE CENTER, AND GIRLS ON THE RUN	62,500.
Total from continuation sheets				

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	ARTISAN DYNAMIC EQUITY	P	VARIOUS	VARIOUS
c	POWERSHARES DB BULLISH FUND	P	VARIOUS	VARIOUS
d	FAM ABSOLUTE RETURN FUND	P	VARIOUS	VARIOUS
e	CALL/SPY OPTIONS	P	VARIOUS	VARIOUS
f	GOLDMAN SACHS EMERGING	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS CCIF	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 13,331,585.		12,427,918.	903,667.
b		78,839.	<78,839.>
c 17.			17.
d		12,071.	<12,071.>
e 43,384.		698.	42,686.
f 259,825.		256,470.	3,355.
g 4,810,755.		4,000,000.	810,755.
h 37,780.			37,780.
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			903,667.
b			<78,839.>
c			17.
d			<12,071.>
e			42,686.
f			3,355.
g			810,755.
h			37,780.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,707,350.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	1,231,359.	37,780.	1,193,579.
TOTAL TO FM 990-PF, PART I, LN 4	1,231,359.	37,780.	1,193,579.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ANT AVIATION FINANCE, LLC	13,675.	13,675.	
FAM ABSOLUTE RETURN FUND	11.	11.	
POWERSHARES DB US DOLLAR INDEX			
BULLISH FUND	<330.>	<330.>	
ARTISAN: DYNAMIC EQUITY	<68,839.>	<68,839.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<55,483.>	<55,483.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	4,423.	0.		0.
TO FM 990-PF, PG 1, LN 16A	4,423.	0.		0.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,460.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,460.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	2,900.	0.		0.
INVESTMENT ADVISORY FEES	334,904.	334,904.		0.
TO FORM 990-PF, PG 1, LN 16C	337,804.	334,904.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME TAXES PAID	10,500.	10,500.		0.
FOREIGN TAXES PAID	18,465.	18,465.		0.
OTHER TAXES	400.	0.		0.
PAYROLL TAXES	1,605.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,970.	28,965.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS FROM INVESTMENTS	17,462.	17,462.		0.
FOREIGN TAX CONVERSION FEES	3,393.	3,393.		0.
OTHER INVESTMENT FEES	12,094.	12,094.		0.
OFFICE EXPENSES	6,683.	0.		0.
OTHER PASSTHROUGH EXPENSES	504.	0.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	40,136.	32,949.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	27,474,279.	29,428,706.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,474,279.	29,428,706.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	14,674,116.	14,948,144.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,674,116.	14,948,144.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS, CLOSELY HELD, AND OTHER INVESTMENTS	FMV	13,452,068.	14,438,759.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,452,068.	14,438,759.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
T. MICHAEL GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR, VP, SECRETARY, A 0.00	0.	0.	0.
GILLIAN W. GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR, PRESIDENT 0.00	0.	0.	0.
T. MICHAEL GOODRICH, II 1815 KENSINGTON ROAD BIRMINGHAM, AL 35209	DIRECTOR 0.00	0.	0.	0.
BRAXTON C. GOODRICH 2305 ENGLISH VILLAGE LANE BIRMINGHAM, AL 35223	DIRECTOR 0.00	0.	0.	0.
CHARLES D. GOODRICH 300 YORKSHIRE DRIVE BIRMINGHAM, AL 35209	DIRECTOR 0.00	0.	0.	0.
GILLIAN G. GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR 0.00	0.	0.	0.
CAROL W. BUTLER 3800 COLONNADE PARKWAY, STE 430 BIRMINGHAM, AL 35243	EXECUTIVE DIRECTOR 40.00	20,987.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,987.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

T. MICHAEL GOODRICH
GILLIAN W. GOODRICH