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

OMB No 1545-0052

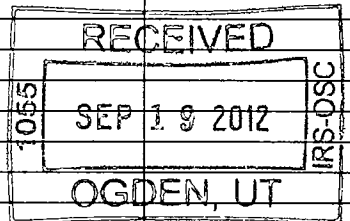
**2011**

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 05/01, 2011, and ending 04/30, 2012

|  |            |   |
|--|------------|---|
| Name of foundation<br><b>PIERRE F. AND ENID GOODRICH FOUNDATION</b>  |            | <b>A Employer identification number</b><br>35-6056960   |
| Number and street (or P O box number if mail is not delivered to street address)   | Room/suite | <b>B Telephone number (see instructions)</b><br>(317) 842-0880  |
| 8335 ALLISON POINTE TRAIL<br>City or town, state, and ZIP code<br>INDIANAPOLIS, IN 46250-1687  |            |   |
| <b>G Check all that apply</b><br><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |            | <b>C</b> If exemption application is pending, check here <input type="checkbox"/><br><b>D</b> 1 Foreign organizations, check here <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/><br><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| <b>H Check type of organization</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |            |   |
| <b>I Fair market value of all assets at end of year (from Part II, col (c), line 16)</b> \$ 19,483,905.  |            | <b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis)  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |   |
|  | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments  |                                    | 2.                        |                         |   |
|  | 4 Dividends and interest from securities  | 446,661.                           | 446,661.                  |                         |   |
|  | 5a Gross rents  |                                    |                           |                         |   |
|  | b Net rental income or (loss)   |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10                                      | 802,847.                           |                           |                         |   |
|  | b Gross sales price for all assets on line 6a   | 8,297,237.                         |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)  |                                    | 802,847.                  |                         |   |
|  | 8 Net short-term capital gain   |                                    |                           |                         |   |
|  | 9 Income modifications  |                                    |                           |                         |   |
|  | 10a Gross sales less returns and allowances   |                                    |                           |                         |   |
| Operating and Administrative Expenses  | 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   | 1,249,510.                         | 1,249,510.                |                         |   |
|  | 13 Compensation of officers, directors, trustees, etc.  | 60,653.                            | 76.                       |                         | 60,577.   |
|  | 14 Other employee salaries and wages  |                                    |                           |                         |   |
|  | 15 Pension plans, employee benefits   | 2,812.                             | 4.                        |                         | 2,808.  |
|  | 16a Legal fees (attach schedule) ATCH. 1  | 1,946.                             | 2.                        |                         | 1,944.  |
|  | b Accounting fees (attach schedule) ATCH. 2   | 18,875.                            | 24.                       |                         | 18,851.   |
|  | c Other professional fees (attach schedule) *   | 71,424.                            | 61,868.                   |                         | 9,556.  |
|  | 17 Interest   |                                    |                           |                         |   |
|  | 18 Taxes (attach schedule) (see instructions) **  | 28,165.                            |                           |                         |   |
|  | 19 Depreciation (attach schedule) and depletion   |                                    |                           |                         |   |
|  | 20 Occupancy  | 7,862.                             | 92.                       |                         | 7,770.  |
|  | 21 Travel, conferences, and meetings  | 1,198.                             | 1.                        |                         | 1,197.  |
|  | 22 Printing and publications  |                                    |                           |                         |   |
|  | 23 Other expenses (attach schedule) ATCH. 5   | 14,410.                            | 18.                       |                         | 14,392.   |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 207,345.                           | 62,085.                   |                         | 117,095.  |
|  | 25 Contributions, gifts, grants paid  | 759,000.                           |                           |                         | 759,000.  |
|  | 26 Total expenses and disbursements Add lines 24 and 25                                       | 966,345.                           | 62,085.                   | 0                       | 876,095.  |
|  | 27 Subtract line 26 from line 12  |                                    |                           |                         |   |
|  | a Excess of revenue over expenses and disbursements   | 283,165.                           |                           |                         |   |
|  | b Net investment income (if negative, enter -0-)  |                                    | 1,187,425.                |                         |   |
|  | c Adjusted net income (if negative, enter -0-)  |                                    |                           |                         |   |



SCANNED SEP 21 2012

| 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 . . . . .  | 195,769.          | 199,555.       | 199,555.              |
|                             | 3   | Accounts receivable ▶<br>Less allowance for doubtful accounts ▶   |                   |                |                       |
|                             | 4   | Pledges receivable ▶<br>Less allowance for doubtful accounts ▶  |                   |                |                       |
|                             | 5   | Grants receivable . . . . .   |                   |                |                       |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . |                   |                |                       |
|                             | 7   | Other notes and loans receivable (attach schedule) ▶<br>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). * *   | 1,044,320.        | 1,222,290.     | 1,299,814.            |
|                             | b   | Investments - corporate stock (attach schedule) <b>ATCH 7</b> . .   | 12,243,110.       | 12,084,683.    | 14,049,624.           |
|                             | c   | Investments - corporate bonds (attach schedule) <b>ATCH 8</b> . .   | 2,168,789.        | 2,728,868.     | 2,865,221.            |
|                             | 11  | Investments - land, buildings, and equipment basis<br>Less accumulated depreciation (attach schedule) ▶                         |                   |                |                       |
|                             | 12  | Investments - mortgage loans . . . . .  |                   |                |                       |
|                             | 13  | Investments - other (attach schedule) . . . . . <b>ATCH 9</b> . .   | 1,416,078.        | 1,115,835.     | 1,069,691.            |
|                             | 14  | Land, buildings, and equipment basis<br>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) . . . . .              | 17,068,066.   | 17,351,231.       | 19,483,905.    |                       |
| 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"/> |   |                   |                |                       |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .  |                   |                |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .   |                   |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds . .  | 17,068,066.       | 17,351,231.    |                       |
|                             | 30  | <b>Total net assets or fund balances</b> (see instructions) . . . . .   | 17,068,066.       | 17,351,231.    |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .  | 17,068,066.   | 17,351,231.       |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |  |   |             |
|---|--|---|-------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 17,068,066. |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | 283,165.    |
| 3 | Other increases not included in line 2 (itemize) ▶   | 3 |             |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 17,351,231. |
| 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 | 17,351,231. |

\*\*ATCH 6

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)  |  |   | (b) How acquired<br>P-Purchase<br>D-Donation   | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(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<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                    |                                |
| (i) F M V as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   |  |                                    |                                |
| <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<br>If (loss), enter -0- in Part I, line 7 }  |  |   | <b>2</b>   | 802,847.                           |                                |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 . . . . . |  |   | <b>3</b>   | 0                                  |                                |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|---|--|--|---|
| 2010  | 765,038.                                 | 17,639,347.                                  | 0.043371  |
| 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  |
| <b>2</b> Total of line 1, column (d) . . . . .  |  |  | <b>2</b> 0.244355   |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .                                      |  |  | <b>3</b> 0.048871   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .   |  |  | <b>4</b> 18,638,841.                                      |
| <b>5</b> Multiply line 4 by line 3 . . . . .  |  |  | <b>5</b> 910,899.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .   |  |  | <b>6</b> 11,874.  |
| <b>7</b> Add lines 5 and 6 . . . . .  |  |  | <b>7</b> 922,773.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>Part VI instructions |  |  | <b>8</b> 876,095.   |

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

|   |    |         |         |
|---|----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .   |    | 1       | 23,749. |
| 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       | 23,749. |
| 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       | 23,749. |
| 6 Credits/Payments  |    |         |         |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .   | 6a | 24,200. |         |
| b Exempt foreign organizations - tax withheld at source . . . . .   | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .   | 6c |         |         |
| d Backup withholding erroneously withheld . . . . .   | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .   | 7  | 24,200. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .  | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .   | 9  |         |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .  | 10 | 451.    |         |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 451. Refunded <input type="checkbox"/> <input type="checkbox"/>  | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|   | Yes | No |
|---|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .<br>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<br>(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? . . . . .<br>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  |
| 4 a 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? . . . . .<br>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<br>• By language in the governing instrument, or<br>• 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   |    |
| 8 a Enter the states to which the foundation reports or with which it is registered (see 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 . . . . .   | 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  |

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

|                            |  |    |     |         |
|----------------------------|--|----|-----|---------|
| 11                         | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) <b>GENERAL EXPLANATION ATTCH</b>   | 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 <b>N/A</b> |  |    |     |         |
| 14                         | The books are in care of <b>MS. SANDRA J. SCHALLER</b> Telephone no <b>317-842-0880</b>  |    |     |         |
|                            | Located at <b>8335 ALLISON PT TRL, STE 300 INDIANAPOLIS, IN</b> ZIP + 4 <b>46250</b>   |    |     |         |
| 15                         | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>   |    |     |         |
| 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 <b>▶</b> | 16 | Yes | No<br>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No   |     |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |     |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |     |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b>  |     |     |
| 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)   | 2b  | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b>   |     |     |
| 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 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) | 3b  | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   | 4a  | X   |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?  | 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 instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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 instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 10        |   | 51,073.                                   | 9,580.  | 0                                     |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

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

Total number of other employees paid over \$50,000 ☐

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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 instructions). If none, enter "NONE."**

[illegible]

**Total number of others receiving over \$50,000 for professional services . . . . .** ►

## 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  |     |          |

|                  |  |
|------------------|--|
| <b>Part IX-B</b> | <b>Summary of Program-Related Investments</b> (see instructions) |
|------------------|--|

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| <b>1</b> NONE<br>-----<br>-----<br>-----   |        |
| <b>2</b> -----<br>-----<br>-----   |        |
| All other program-related investments See instructions<br><b>3</b> NONE<br>-----<br>-----<br>-----               |        |
| <b>Total.</b> Add lines 1 through 3 . . . . . ►  |        |

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**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 | 18,908,114. |
| b | Average of monthly cash balances   | 1b | 14,567.     |
| c | Fair market value of all other assets (see instructions)   | 1c |             |
| d | Total (add lines 1a, b, and c)   | 1d | 18,922,681. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | 1e |             |
| 2 | Acquisition indebtedness applicable to line 1 assets   | 2  |             |
| 3 | Subtract line 2 from line 1d   | 3  | 18,922,681. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 283,840.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 18,638,841. |
| 6 | Minimum investment return. Enter 5% of line 5  | 6  | 931,942.    |

**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  | 931,942. |
| 2a | Tax on investment income for 2011 from Part VI, line 5   | 2a | 23,749.  |
| b  | Income tax for 2011 (This does not include the tax from Part VI)                                 | 2b |          |
| c  | Add lines 2a and 2b  | 2c | 23,749.  |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1                             | 3  | 908,193. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  |          |
| 5  | Add lines 3 and 4  | 5  | 908,193. |
| 6  | Deduction from distributable amount (see instructions)   | 6  |          |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7  | 908,193. |

**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 | 876,095. |
| b | Program-related investments - total from Part IX-B  | 1b |          |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes   | 2  |          |
| 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  | 876,095. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5  | N/A      |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 876,095. |

**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

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Page 9

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 . . . . .   |               |                            |             | 908,193.    |
| 2 Undistributed income, if any, as of the end of 2011  |               |                            |             |             |
| a Enter amount for 2010 only . . . . .   |               |                            |             |             |
| b Total for prior years 20 09, 20 08, 20 07 . . . . .  |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2011  |               |                            |             |             |
| a From 2006 . . . . .  |               |                            |             |             |
| b From 2007 . . . . .  |               |                            |             |             |
| c From 2008 . . . . .  |               |                            |             | 36,465.     |
| d From 2009 . . . . .  |               |                            |             |             |
| e From 2010 . . . . .  |               |                            |             |             |
| f Total of lines 3a through e . . . . .  | 36,465.       |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 876,095.  |               |                            |             |             |
| a Applied to 2010, but not more than line 2a . . . . .   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .  |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .  |               |                            |             |             |
| d Applied to 2011 distributable amount . . . . .   |               |                            |             | 876,095.    |
| e Remaining amount distributed out of corpus . . . . .   |               |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )  | 32,098.       |                            |             | 32,098.     |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .  | 4,367.        |                            |             |             |
| 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 instructions . . . . .  |               |                            |             |             |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .  |               |                            |             |             |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .  |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .  |               |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .  | 4,367.        |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2007 . . . . .   |               |                            |             |             |
| b Excess from 2008 . . . . .   | 4,367.        |                            |             |             |
| c Excess from 2009 . . . . .   |               |                            |             |             |
| d Excess from 2010 . . . . .   |               |                            |             |             |
| e Excess from 2011 . . . . .   |               |                            |             |             |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2a 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) 2011      | (b) 2010 | (c) 2009 | (d) 2008 |           |
| b 85% of line 2a . . . . .  |               |          |          |          |           |
| c Qualifying distributions from Part XII, line 4 for each year listed . . . . .   |               |          |          |          |           |
| d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .   |               |          |          |          |           |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                    |               |          |          |          |           |
| 3 Complete 3a, b, or c for the alternative test relied upon   |               |          |          |          |           |
| a "Assets" alternative test - enter   |               |          |          |          |           |
| (1) Value of all assets . . . . .   |               |          |          |          |           |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .   |               |          |          |          |           |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |               |          |          |          |           |
| c "Support" alternative test - enter  |               |          |          |          |           |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          |          |           |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          |          |           |
| (3) Largest amount of support from an exempt organization . . . . .   |               |          |          |          |           |
| (4) Gross investment income . . . . .   |               |          |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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 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 11

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

ATTACHMENT 12

c Any submission deadlines

ATTACHMENT 13

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

ATTACHMENT 14

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

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--|--|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b><br><br>ATTACHMENT 15 |  |                                      |                                     |          |
| <b>Total</b> . . . . .                             |  |                                      | <b>3a</b>                           | 759,000. |
| <b>b Approved for future payment</b><br><br>NONE   |  |                                      |                                     |          |
| <b>Total</b> . . . . .                             |  |                                      | <b>3b</b>                           | NONE     |

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**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)<br>Related or exempt<br>function income<br>(See instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|---|
|   |  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>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                                   | 2.            |   |
| <b>4</b> Dividends and interest from securities . . . . .         |  |                           |               | 14                                   | 446,661.      |   |
| <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                                   | 802,847.      |   |
| <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) . . . . .       |  |                           |               |                                      | 1,249,510.    |   |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . . |  |                           |               |                                      |               | 1,249,510.  |

## 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   |                    |                          |                              | Date acquired   | Date sold |
|--|--------------------------------|---|--------------------|--------------------------|------------------------------|-----------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis   | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss)  |           |
| 8,297,237.                             |                                | PUBLICLY TRADED SECURITIES<br>PROPERTY TYPE: SECURITIES<br>7,494,390. |                    |                          |                              | VAR<br>802,847. | VAR       |
| TOTAL GAIN (LOSS) .....                |                                |   |                    |                          |                              | <u>802,847.</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 - LEGAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| LEGAL FEES         | 1,946.  | 2.                                   |                                    | 1,944.                         |
| TOTALS             | <u>1,946.</u>                                     | <u>2.</u>                            |                                    | <u>1,944.</u>                  |

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>         | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|----------------------------|---|--------------------------------------|--------------------------------|
| INVESTMENT MANAGEMENT FEES | 61,856.   | 61,856.                              |                                |
| OTHER PROFESSIONAL FEES    | 9,568.  | 12.                                  | 9,556.                         |
| TOTALS                     | <u>71,424.</u>                                    | <u>61,868.</u>                       | <u>9,556.</u>                  |

ATTACHMENT 4

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>      | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| 2011 ESTIMATED PAYMENTS | 24,200.   |                                      |                                    |                                |
| 2010 EXCISE TAX PAYMENT | 3,965.  |                                      |                                    |                                |
| TOTALS                  | <u>28,165.</u>                                    |                                      |                                    |                                |

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|---------------|---|-----------------------------|------------------------|
| INSURANCE     | 13,750.                                 |                             | 13,750.                |
| MISCELLANEOUS | 660.                                    | 18.                         | 642.                   |
| TOTALS        | <u>14,410.</u>                          | <u>18.</u>                  | <u>14,392.</u>         |

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, 2012

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

| <u>DESCRIPTION</u>                                   | <u>MATURITY<br/>DATE</u> | <u>SHARES</u> | <u>BOOK<br/>VALUE</u>   | <u>MARKET<br/>VALUE</u> |
|--|--------------------------|---------------|-------------------------|-------------------------|
| UNITED STATES TREAS NT                               | 09-30-2013               | 80,000 00     | 84,933 86               | 83,256 00               |
| UNITED STATES TREAS NT                               | 11-30-2013               | 85,000.00     | 87,945 01               | 87,337 50               |
| UNITED STATES TREAS NT                               | 10-31-2014               | 170,000 00    | 180,386 51              | 178,566 30              |
| UNITED STATES TREAS NT                               | 10-31-2016               | 145,000 00    | 157,736 52              | 160,417 85              |
| UNITED STATES TREAS NT                               | 11-15-2018               | 365,000 00    | 378,338 18              | 424,484.05              |
| UNITED STATES TREAS NT                               | 08-15-2019               | 10,000 00     | 10,116 06               | 11,575 80               |
| UNITED STATES TREAS NT                               | 02-15-2021               | 224,000 00    | 236,631 83              | 259,421.12              |
| UNITED STATES TREAS NT                               | 05-15-2021               | 85,000 00     | 86,202 29               | 94,755 45               |
| <b>TOTAL - U.S. AND STATE GOVERNMENT OBLIGATIONS</b> |                          |               | <b><u>1,222,290</u></b> | <b><u>1,299,814</u></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, 2012

PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK

| <u>DESCRIPTION</u>              | <u>SHARES</u> | <u>BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|---------------------------------|---------------|-----------------------|-------------------------|
| ADVANCED AUTO PTS INC           | 1,930 00      | 171,746 03            | 177,174 00              |
| AES CORP                        | 17,100 00     | 197,445 29            | 214,092 00              |
| AETNA INC                       | 2,510 00      | 103,205 55            | 110,540 40              |
| AGCO CORP                       | 3,870 00      | 170,937 35            | 180,225 90              |
| ALLIANCE DATA SYS CORP          | 670 00        | 62,810 52             | 86,088 30               |
| AMERICAN ELEC PWR INC           | 3,570.00      | 125,667 99            | 138,658 80              |
| AMERIPRISE FINL INC             | 3,620 00      | 194,905 49            | 196,240 20              |
| AMGEN INC                       | 3,380 00      | 204,357 53            | 240,351 80              |
| APPLE INC                       | 990 00        | 255,695 06            | 578,140 20              |
| ASSURANT INC                    | 2,460 00      | 101,158 56            | 99,236 40               |
| ASTRAZENECA PLC                 | 3,820 00      | 161,343 98            | 167,698.00              |
| BED BATH & BEYOND INC           | 1,360 00      | 75,541 55             | 95,730.40               |
| BIG LOTS INC                    | 1,360 00      | 50,754 53             | 49,830 40               |
| CBS CORP                        | 7,530 00      | 176,544 07            | 251,351 40              |
| CF INDS HLDGS INC               | 1,260 00      | 197,230 80            | 243,255 60              |
| CHEVRON CORP                    | 3,490 00      | 338,381 81            | 371,894 40              |
| CISCO SYS INC                   | 14,490 00     | 291,195 42            | 292,045 95              |
| CONOCOPHILLIPS                  | 3,910 00      | 240,709 06            | 280,073 30              |
| CUMMINS INC                     | 1,550 00      | 191,807 22            | 179,536 50              |
| CVR ENERGY INC                  | 1,840 00      | 41,499 66             | 55,862 40               |
| DELL INC                        | 12,560.00     | 188,511 22            | 205,607 20              |
| DILLARDS INC                    | 1,460 00      | 71,490.84             | 94,257 60               |
| DIRECTV                         | 4,700 00      | 159,345 57            | 231,616 00              |
| DISCOVER FINL SVCS              | 7,920 00      | 202,733 22            | 268,488 00              |
| DOMTAR CORP                     | 1,940 00      | 129,209 27            | 169,711.20              |
| EXXON MOBIL CORP                | 5,880.00      | 439,394 72            | 507,679 20              |
| FOREST LABS INC                 | 4,940 00      | 153,677 71            | 172,060 20              |
| FREEMPORT-MCMORAN COPPER & GOLD | 5,180 00      | 196,817 82            | 198,394 00              |
| GAMESTOP CORP                   | 1,940 00      | 47,575 21             | 44,154 40               |
| GILEAD SCIENCES INC             | 2,130 00      | 87,752 48             | 110,802 60              |
| HUMANA INC                      | 2,230 00      | 109,303 14            | 179,916 40              |
| INTEL CORP                      | 9,040 00      | 219,323 35            | 256,690 80              |
| INTERNATIONAL BUSINESS MACHS    | 1,660 00      | 190,952 89            | 343,752 80              |
| J P MORGAN CHASE & CO           | 2,670 00      | 114,804.19            | 114,756.60              |
| JABIL CIRCUIT INC               | 3,290.00      | 67,209 47             | 77,150 50               |
| KROGER CO                       | 8,320 00      | 206,755 54            | 193,606 40              |
| LILLY ELI & CO                  | 5,710 00      | 206,212.10            | 236,336 90              |
| LOCKHEED MARTIN CORP            | 1,650 00      | 149,219 82            | 149,391 00              |
| LYONDELLBASELL INDUSTRIES NV    | 2,420 00      | 105,890 88            | 101,107 60              |
| MACYS INC                       | 5,330 00      | 110,523 60            | 218,636 60              |
| MICROSOFT CORP                  | 11,600.00     | 324,950 13            | 371,374 00              |

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

A STATEMENT ATTACHED TO AND MADE PART OF  
U.S. PRIVATE FOUNDATION INCOME TAX RETURN  
FOR THE YEAR ENDED APRIL 30, 2012

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

| <u>DESCRIPTION</u>                 | <u>SHARES</u> | <u>BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|------------------------------------|---------------|-----------------------|-------------------------|
| NOVELLUS SYS INC                   | 2,670.00      | 105,627 86            | 124,956 00              |
| ORACLE CORP                        | 2,280 00      | 36,302.60             | 67,032 00               |
| PETSMART INC                       | 1,940 00      | 61,794 75             | 113,024 40              |
| PFIZER INC                         | 14,400 00     | 279,435.10            | 329,760 00              |
| PHILIP MORRIS INTL INC             | 3,970 00      | 264,406 13            | 355,354 70              |
| PORTLAND GEN ELEC CO               | 4,070 00      | 102,287 86            | 105,128.10              |
| RAYTHEON CO                        | 1,550 00      | 78,728 90             | 83,917 00               |
| REINSURANCE GROUP AMER INC         | 2,710 00      | 169,543 70            | 157,559 40              |
| SYMANTEC CORP                      | 4,270 00      | 57,654 82             | 70,604.45               |
| TESORO CORP                        | 4,840 00      | 97,486 93             | 112,530 00              |
| TIME WARNER CABLE INC              | 2,960 00      | 200,247 61            | 238,132 00              |
| TRAVELERS COS INC                  | 1,260 00      | 71,759 95             | 81,043 20               |
| TYSON FOODS INC                    | 7,740 00      | 147,273 93            | 141,255 00              |
| UNITEDHEALTH GROUP INC             | 4,260 00      | 137,911 67            | 239,199 00              |
| VALERO ENERGY CORP NEW             | 1,550 00      | 34,342.11             | 38,285.00               |
| VERIZON COMMUNICATIONS INC         | 1,260 00      | 40,909 05             | 50,878 80               |
| WAL-MART STORES INC                | 3,490 00      | 185,333.43            | 205,595 90              |
| WALGREEN CO                        | 4,650 00      | 180,857 34            | 163,029 00              |
| WELLS FARGO & CO                   | 5,130 00      | 141,721 40            | 171,418 95              |
|                                    |               | 9,228,215.78          | 11,102,219 25           |
| <br>VIRTUS FOREIGN OPPORTUNITIES   | <br>41,144 15 | <br>778,796 52        | <br>1,010,500 42        |
| <br>VIRTUS QUALITY SMALL CAP FUND  | <br>74,115 43 | <br>966,723 66        | <br>954,606 73          |
| VIRTUS SMALL CAP CORE FUND         | 47,846 94     | 1,110,947 30          | 982,297 74              |
|                                    |               | 2,077,670 96          | 1,936,904 47            |
| <br><b>TOTAL - CORPORATE STOCK</b> |               | <br><b>12,084,683</b> | <br><b>14,049,624</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, 2012

**PART II, LINE 10C - INVESTMENTS - CORPORATE BONDS**

| <u>DESCRIPTION</u>               | <u>MATURITY<br/>DATE</u> | <u>SHARES</u> | <u>BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|----------------------------------|--------------------------|---------------|-----------------------|-------------------------|
| AT&T INC                         | 02-15-2019               | 50,000 00     | 55,991 00             | 60,113 00               |
| AGILENT TECHNOLOGIES INC         | 07-15-2013               | 45,000 00     | 44,916 75             | 45,715.05               |
| AIRGAS INC                       | 09-15-2014               | 40,000 00     | 39,952 00             | 42,816 00               |
| ALCAN INC                        | 09-15-2012               | 45,000 00     | 47,405 70             | 45,729.90               |
| ANHEUSER BUSCH INBEV WORLDWIDE   | 07-14-2014               | 50,000 00     | 49,998 50             | 50,758 50               |
| BANK AMER CORP                   | 05-13-2021               | 50,000 00     | 49,782 50             | 49,766 00               |
| BOEING CAP CORP                  | 10-27-2014               | 15,000 00     | 14,967 00             | 15,920 10               |
| BURLINGTON NORTHN SANTA FE CORP  | 05-01-2017               | 50,000 00     | 54,877 60             | 58,865 00               |
| CVS CAREMARK CORP                | 05-18-2015               | 50,000.00     | 52,773.50             | 53,179 00               |
| CITIGROUP INC                    | 01-10-2017               | 50,000.00     | 49,931.50             | 52,230 00               |
| CONOCOPHILLIPS CDA FDG CO        | 10-15-2016               | 25,000.00     | 28,598 50             | 29,623 25               |
| CONSOLIDATED EDISON CO NY INC    | 09-15-2016               | 35,000.00     | 34,865 25             | 40,877 55               |
| COOPERATIEVE CENTRALE RAIFFEISEN | 02-08-2022               | 50,000.00     | 48,845 50             | 49,397 00               |
| DARDEN RESTAURANTS INC           | 10-15-2012               | 55,000 00     | 54,834 45             | 56,128 05               |
| DEERE JOHN CAP CORP              | 01-15-2013               | 25,000 00     | 24,959 00             | 25,814 25               |
| DIAGEO CAP                       | 01-30-2013               | 30,000 00     | 29,971 80             | 31,040 70               |
| DIRECTV HLDGS LLC / DIRECTV FING | 03-01-2016               | 50,000 00     | 49,905 50             | 52,785 50               |
| DISNEY WALT CO DTD 12/19/02      | 12-15-2017               | 55,000 00     | 66,889 90             | 67,544 40               |
| DU PONT E I DE NEMOURS & CO      | 01-15-2016               | 50,000 00     | 49,523.50             | 51,719 00               |
| GENERAL ELEC CAP CORP            | 03-04-2015               | 15,000 00     | 14,934.30             | 16,392 30               |
| GENERAL MLS INC                  | 12-15-2021               | 50,000 00     | 49,794 50             | 50,833 50               |
| GOLDMAN SACHS GROUP INC          | 08-01-2015               | 50,000.00     | 49,941 00             | 50,827 50               |
| GOODRICH CORP                    | 03-01-2020               | 40,000 00     | 39,903 60             | 46,084 80               |
| HARTFORD FINL SVCS GROUP INC     | 03-15-2017               | 45,000 00     | 37,873 35             | 48,055 95               |
| HEINZ H J CO                     | 07-15-2013               | 40,000 00     | 39,986 00             | 42,292 00               |
| HEWLETT PACKARD CO               | 05-30-2014               | 50,000 00     | 49,985 50             | 50,171 00               |
| ILLINOIS ST                      | 01-01-2015               | 40,000 00     | 40,000 00             | 42,134 40               |
| JPMORGAN CHASE & CO              | 01-24-2022               | 55,000 00     | 54,706 85             | 58,586 55               |
| KINDER MORGAN ENERGY PARTNERS    | 02-01-2017               | 50,000 00     | 49,944 00             | 58,119 00               |
| KROGER CO                        | 01-15-2017               | 50,000 00     | 50,000.00             | 51,053 50               |
| MEDCO HEALTH SOLUTIONS INC       | 09-15-2015               | 50,000 00     | 51,502 50             | 51,581 00               |
| METLIFE INC                      | 06-01-2016               | 45,000 00     | 44,893 35             | 53,405 10               |
| MICROSOFT CORP                   | 06-01-2014               | 50,000 00     | 49,951 00             | 52,441 50               |
| NATIONAL CITY BK CLEVELAND OHIO  | 05-01-2013               | 50,000.00     | 34,000 00             | 51,747 00               |
| OHIO ST MAJOR NEW ST INFRASTRU   | 06-15-2015               | 35,000.00     | 35,000.00             | 36,888 25               |
| PRUDENTIAL FINL INC              | 05-12-2016               | 40,000 00     | 39,970 40             | 41,255 60               |
| REPUBLIC SVCS INC                | 05-15-2018               | 50,000 00     | 49,984 50             | 54,258 00               |
| SCHERING PLOUGH CORP             | 12-01-2013               | 20,000 00     | 20,168 40             | 21,535 80               |
| SIMON PPTY GROUP L P             | 02-01-2015               | 40,000 00     | 39,912 00             | 42,917 20               |
| SOUTHERN CO                      | 09-15-2015               | 60,000 00     | 59,988 60             | 62,363 40               |
| TEXAS INSTRS INC                 | 05-15-2013               | 50,000 00     | 49,976 50             | 50,256 00               |

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

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U.S. PRIVATE FOUNDATION INCOME TAX RETURN  
FOR THE YEAR ENDED APRIL 30, 2012

**PART II, LINE 10C - INVESTMENTS - CORPORATE BONDS**

| <u>DESCRIPTION</u>             | <u>MATURITY<br/>DATE</u> | <u>SHARES</u> | <u>BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|--------------------------------|--------------------------|---------------|-----------------------|-------------------------|
| TIME WARNER CABLE INC          | 02-01-2020               | 25,000.00     | 24,601 25             | 27,873 25               |
| TIME WARNER INC                | 07-15-2015               | 45,000 00     | 44,946.45             | 47,632 50               |
| TOYOTA MTR CR CORP             | 01-12-2017               | 50,000 00     | 49,917.50             | 51,261 50               |
| UNITED TECHNOLOGIES CORP       | 12-15-2017               | 55,000 00     | 54,893.85             | 65,909.80               |
| UNITEDHEALTH GROUP INC         | 02-15-2013               | 20,000 00     | 21,299.20             | 20,665.00               |
| VERIZON COMMUNICATIONS INC     | 04-01-2021               | 50,000 00     | 49,572 50             | 56,610 50               |
| VIACOM INC                     | 09-15-2014               | 45,000 00     | 44,680 95             | 48,474.90               |
| VIRGINIA ELEC & PWR CO         | 06-30-2019               | 50,000 00     | 49,902 50             | 58,807 50               |
| VODAFONE GROUP PLC             | 11-24-2015               | 75,000 00     | 74,400 00             | 80,399 25               |
| WELLPOINT INC                  | 06-15-2017               | 50,000 00     | 49,641 00             | 58,815 50               |
| WELLS FARGO & CO               | 04-15-2015               | 50,000 00     | 53,834 00             | 53,401 50               |
| WELLS FARGO & CO               | 04-01-2021               | 50,000 00     | 49,896 50             | 54,921.00               |
|                                |                          |               | 2,368,991 50          | 2,537,993 80            |
| VIRTUS HIGH YIELD INCOME FUND  |                          | 29,993 36     | 359,876 15            | 327,227.56              |
| <b>TOTAL - CORPORATE BONDS</b> |                          |               | <b>2,728,868</b>      | <b>2,865,221</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, 2012

**PART II, LINE 13 - INVESTMENTS - OTHER**

| <u>DESCRIPTION</u>                 | <u>MATURITY<br/>DATE</u> | <u>SHARES</u> | <u>BOOK<br/>VALUE</u> | <u>MARKET<br/>VALUE</u> |
|------------------------------------|--------------------------|---------------|-----------------------|-------------------------|
| ADJUSTABLE RATE MTG TR             | 02-25-2036               | 92,674 82     | 92,639 21             | 43,581 26               |
| AMERICREDIT AUTOMOBILE RECVBL TR   | 07-08-2016               | 40,000 00     | 39,999 09             | 40,420 80               |
| BANK AMER AUTO TR                  | 07-15-2014               | 31,370 54     | 31,369.67             | 31,466 85               |
| BEAR STEARNS COMMERCIAL MTG SECS   | 12-01-2038               | 50,000 00     | 51,861 04             | 56,197 00               |
| CD 2007-CD4 COML MTG TR            | 12-11-2049               | 55,000 00     | 55,272 52             | 58,139.95               |
| CWALT SER 2004-22CB CL 1A1 DTD     | 10-25-2034               | 25,315 87     | 25,325 80             | 24,988 54               |
| CARMAX AUTO OWNER TR 2012-1        | 09-15-2016               | 50,000 00     | 49,998 37             | 50,014 50               |
| FEDERAL HOME LN MTG CORP           | 10-15-2017               | 47,744 06     | 47,952 95             | 51,142 00               |
| FEDERAL HOME LN MTG CORP           | 07-01-2019               | 30,983 67     | 29,584 58             | 33,289 47               |
| FEDERAL HOME LN MTG CORP           | 11-15-2019               | 20,000 00     | 18,881 25             | 22,365 00               |
| FEDERAL HOME LN MTG CORP           | 08-15-2024               | 14,257 23     | 14,629 25             | 15,711 75               |
| FEDERAL NATL MTG ASSN              | 01-01-2020               | 17,855 69     | 17,163 79             | 19,252 18               |
| FEDERAL NATL MTG ASSN              | 10-01-2031               | 43,383.06     | 45,565 76             | 46,481 91               |
| FEDERAL NATL MTG ASSN              | 01-01-2035               | 19,144.61     | 19,087 79             | 20,235 28               |
| FORD CR AUTO OWNER TR 2011-B       | 12-15-2016               | 100,000 00    | 99,989 99             | 101,155 00              |
| GS MTG SECS TR 2011-GC5            | 08-10-2044               | 60,000 00     | 60,596 14             | 63,368 40               |
| GOVERNMENT NATL MTG ASSN           | 08-15-2023               | 202 68        | 112 86                | 233.89                  |
| GOVERNMENT NATL MTG ASSN           | 10-15-2027               | 3,099 18      | 1,246.70              | 3,666 45                |
| GOVERNMENT NATL MTG ASSN           | 07-16-2031               | 22,088 66     | 23,139 61             | 23,088.17               |
| GOVERNMENT NATL MTG ASSN           | 12-16-2032               | 30,000.00     | 29,602 73             | 33,134 70               |
| GOVERNMENT NATL MTG ASSN           | 06-16-2034               | 43,459.58     | 43,894 19             | 44,676 01               |
| LB-UBS COML MTG TR                 | 03-15-2039               | 28,000 00     | 28,138 22             | 31,374 28               |
| LEHMAN XS TR                       | 12-25-2035               | 43,920 59     | 43,913 71             | 32,397.14               |
| MASTR ALTERNATIVE LN TR            | 09-25-2019               | 49,140 31     | 48,476 14             | 49,854 81               |
| MASTR ASSET SECURITIZATION TR      | 11-25-2033               | 20,465 33     | 20,350 21             | 21,363.56               |
| MERCEDES BENZ AUTO RECEIVABLES     | 08-15-2014               | 19,935 48     | 19,931 64             | 20,037 75               |
| MORGAN STANLEY MTG LN TR           | 06-25-2036               | 32,414 98     | 32,327 62             | 15,159 84               |
| RESIDENTIAL ASSET MTG PRODS INC    | 05-25-2018               | 19,148.81     | 19,663 45             | 19,779 95               |
| RESIDENTIAL FDG MTG SECS II INC    | 04-25-2031               | 1,225 85      | 1,289 74              | 1,227 48                |
| STRUCTURED ASSET SECS CORP         | 02-25-2035               | 8,761 16      | 8,855 21              | 6,294 98                |
| STRUCTURED ASSET SECS CORP         | 08-25-2035               | 19,210 31     | 19,530 87             | 16,528 17               |
| TOYOTA AUTO RECEIVABLES 2011-A     | 10-15-2014               | 50,000 00     | 49,994 08             | 50,164 00               |
| WAMU MTG PASS-THROUGH CTFS SER     | 08-25-2035               | 25,675 39     | 25,450 76             | 22,899 62               |
| <b>TOTAL - INVESTMENTS - OTHER</b> |                          |               | <b>1,115,835</b>      | <b>1,069,691</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, 2012

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

| <u>(a) Name and address</u>  | <u>(b) Title, and<br/>average hours<br/>per week devoted<br/>to position</u> | <u>(c) Compensation</u> | <u>(d) Contributions<br/>to employee<br/>benefit plans</u> | <u>(e) Expense<br/>account, other<br/>allowances</u> |
|--|--|-------------------------|--|--|
| RUTH E CONNOLLY<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250      | Director<br>0-3 hours/week   | -                       | NONE   | NONE   |
| RICHARD W DUESENBERG<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250 | Director<br>0-3 hours/week   | -                       | NONE   | NONE   |
| HELEN W GARLOTTE<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250     | Director<br>0-3 hours/week   | -                       | NONE   | NONE   |
| EMILIO J PACHECO<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250     | Director and<br>President<br>0-5 hours/week                                  | 21,333                  | 5,014  | NONE   |
| T ALAN RUSSELL<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250       | Director and<br>Chairman<br>0-5 hours/week                                   | 11,925                  | 98   | NONE   |
| SANDRA J SCHALLER<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250    | Corporate<br>Secretary and Controller<br>0-5 hours/week                      | 5,890                   | 1,679  | NONE   |
| JO ANNE W SHEPLER<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250    | Assistant<br>Secretary<br>0-3 hours/week                                     | -                       | NONE   | NONE   |
| CHRIS L TALLEY<br>8335 ALLISON POINTE TRAIL #300<br>INDIANAPOLIS, IN 46250       | Director and<br>Treasurer<br>0-5 hours/week                                  | 11,925                  | 2,789  | NONE   |
|  |  | 51,073                  | 9,580  |  |

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

ATTACHMENT 11

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

ATTACHMENT 12990PF, 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.

ATTACHMENT 13

990PF, PART XV - SUBMISSION DEADLINES

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

ATTACHMENT 14

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, 2012

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

| <u>RECIPIENT</u>  | <u>IF INDIVIDUAL,<br/>RELATIONSHIP<br/>TO FOUNDATION</u> | <u>FOUNDATION<br/>STATUS OF<br/>RECIPIENT</u> | <u>PURPOSE<br/>OF<br/>GRANT</u>            | <u>AMOUNT</u> |
|---|--|---|--|---------------|
| ACTON INSTITUTE<br>161 OTTAWA AVE, N W #301<br>GRAND RAPIDS, MI 49503   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 25,000        |
| ASSOCIATION OF PRIVATE ENTERPRISE EDUCATION<br>313 FLETCHER HALL, DEPT 6106<br>615 McCALLIE AVENUE<br>CHATTANOOGA, TN 37403 | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 15,000        |
| ATLAS ECONOMIC RESEARCH FOUNDATION<br>1201 L STREET NW, SUITE 200<br>WASHINGTON, DC 20005                                   | N/A  | 509(a)(1)                                     | GENERAL SUPPORT<br>& ECON JOURNAL<br>WATCH | 35,000        |
| AUSTRIAN ECONOMICS CENTER<br>JASOMIRGOTTSTRASSE 3/11<br>1010 WIEN<br>AUSTRIA  | N/A  | 509(a)(1)<br>EQUIVALENT<br>(SEE NOTE BELOW)   | GENERAL<br>SUPPORT                         | 25,000        |
| BILL OF RIGHTS INSTITUTE<br>200 NORTH GLEBE ROAD, SUITE 200<br>ARLINGTON, VA 22203  | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 25,000        |
| BROWN UNIVERSITY<br>P O BOX 2005<br>PROVIDENCE, RI 02912  | N/A  | 509(a)(1)<br>170(b)(1)(A)(ii)                 | POLITICAL THEORY<br>PROJECT                | 10,000        |
| CATO INSTITUTE<br>1000 MASSACHUSETTS AVENUE N W<br>WASHINGTON, D C 20001  | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 25,000        |
| THE CEDICE FOUNDATION<br>C/O ATLAS ECONOMIC RESEARCH FND<br>1201 L STREET NW, 2ND FLOOR<br>WASHINGTON, DC 20005             | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 15,000        |
| CLAREMONT INSTITUTE<br>937 WEST FOOTHILL BLVD, SUITE E<br>CLAREMONT, CA 91711   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 25,000        |
| DUKE UNIVERSITY<br>OFFICE OF RESEARCH SUPPORT<br>2200 W MAIN STREET, SUITE 710<br>DURHAM, NC 27705-4677                     | N/A  | 509(a)(1)<br>170(b)(1)(A)(ii)                 | HAYEK WORKS<br>PROJECT                     | 20,000        |
| FEDERALIST SOCIETY<br>1015 18TH ST N W, SUITE 425<br>WASHINGTON, D C 20036  | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 25,000        |
| FOUNDATION FOR ECONOMIC EDUCATION<br>30 SOUTH BROADWAY<br>IRVINGTON-ON-HUDSON, NY 10533                                     | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 25,000        |
| FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION<br>601 WALNUT STREET, SUITE 510<br>PHILADELPHIA, PA 19106                     | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 10,000        |
| FOUNDATION FOR TEACHING ECONOMICS<br>260 RUSSELL BLVD, SUITE B<br>DAVIS, CA 95616   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT                         | 20,000        |

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

A STATEMENT ATTACHED TO AND MADE PART OF  
U S PRIVATE FOUNDATION INCOME TAX RETURN  
FOR THE YEAR ENDED APRIL 30, 2012

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

| <u>RECIPIENT</u>  | <u>IF INDIVIDUAL,<br/>RELATIONSHIP<br/>TO FOUNDATION</u> | <u>FOUNDATION<br/>STATUS OF<br/>RECIPIENT</u> | <u>PURPOSE<br/>OF<br/>GRANT</u> | <u>AMOUNT</u> |
|---|--|---|---------------------------------|---------------|
| FRASER INSTITUTE<br>1770 BURRARD STREET, 4TH FLOOR<br>VANCOUVER, BC V6J 3G7<br>CANADA   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 15,000        |
| THE FUND FOR AMERICAN STUDIES<br>1706 NEW HAMPSHIRE AVE NW<br>WASHINGTON, D C 20009   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 25,000        |
| GEORGE MASON UNIVERSITY FOUNDATION<br>CENTER FOR STUDY OF PUBLIC CHOICE<br>4400 UNIVERSITY DRIVE, MS 1D3<br>FAIRFAX, VA 22030 | N/A  | 509(a)(1)<br>170(b)(1)(A)(iv)                 | GENERAL<br>SUPPORT              | 15,000        |
| GEORGE MASON UNIVERSITY FOUNDATION<br>LAW & ECONOMICS CENTER<br>3301 FAIRFAX DRIVE, MS 1G3<br>ARLINGTON, VA 22201             | N/A  | 509(a)(1)<br>170(b)(1)(A)(iv)                 | GENERAL<br>SUPPORT              | 25,000        |
| HERITAGE FOUNDATION<br>214 MASSACHUSETTS AVE, N E<br>WASHINGTON, D C 20002-4999   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 20,000        |
| HILLSDALE COLLEGE<br>CENTER FOR TEACHER EXCELLENCE<br>33 EAST COLLEGE STREET<br>HILLSDALE, MI 49242                           | N/A  | 509(a)(1)<br>170(b)(1)(A)(ii)                 | GENERAL<br>SUPPORT              | 20,000        |
| THE INDEPENDENT INSTITUTE<br>100 SWAN WAY, SUITE 200<br>OAKLAND, CA 94621   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 15,000        |
| INDIANA BAR FOUNDATION<br>230 EAST OHIO STREET, SUITE 400<br>INDIANAPOLIS, IN 46204   | N/A  | 509(a)(2)                                     | GENERAL<br>SUPPORT              | 10,000        |
| INSTITUTE FOR HUMANE STUDIES<br>3301 N FAIRFAX DRIVE, SUITE 440<br>ARLINGTON, VA 22201-4432                                   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 25,000        |
| INSTITUTE OF ECONOMIC AFFAIRS<br>2 LORD NORTH STREET<br>LONDON SW1P 3LB<br>UNITED KINGDOM                                     | N/A  | 509(a)(1)<br>EQUIVALENT<br>(SEE NOTE BELOW)   | GENERAL<br>SUPPORT              | 20,000        |
| INSTITUTO LIBERAL<br>RUA MARIA EUGENIA 167, HUMAITA<br>RIO DE JANEIRO, RJ 22261-080<br>BRAZIL                                 | N/A  | 509(a)(1)<br>EQUIVALENT<br>(SEE NOTE BELOW)   | GENERAL<br>SUPPORT              | 10,000        |
| INTERCOLLEGIATE STUDIES INSTITUTE, INC<br>3901 CENTERVILLE ROAD<br>WILMINGTON, DE 19807-0431                                  | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 35,000        |
| INTERNATIONAL FOUNDATION FOR RESEARCH IN<br>EXPERIMENTAL ECONOMICS<br>2122 E CAMINO EL GANADO<br>TUCSON, AZ 85718             | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 15,000        |
| MANHATTAN INSTITUTE FOR PUBLIC POLICY<br>52 VANDERBILT AVENUE<br>NEW YORK, NY 10017   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 20,000        |

PIERRE F AND ENID GOODRICH FOUNDATION  
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U S PRIVATE FOUNDATION INCOME TAX RETURN  
FOR THE YEAR ENDED APRIL 30, 2012

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

| <u>RECIPIENT</u>  | <u>IF INDIVIDUAL,<br/>RELATIONSHIP<br/>TO FOUNDATION</u> | <u>FOUNDATION<br/>STATUS OF<br/>RECIPIENT</u> | <u>PURPOSE<br/>OF<br/>GRANT</u> | <u>AMOUNT</u>  |
|---|--|---|---------------------------------|----------------|
| MERCATUS CENTER<br>3351 N FAIRFAX DRIVE, 4TH FL<br>ARLINGTON, VA 22201                        | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 15,000         |
| MONT PELERIN SOCIETY<br>P O BOX 7031<br>ARLINGTON, VA 22307                                   | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 35,000         |
| PHILADELPHIA SOCIETY<br>11620 RUTAN CIRCLE<br>JEROME, MI 49249-9530                           | N/A  | 509(a)(2)                                     | GENERAL<br>SUPPORT              | 10,000         |
| PROPERTY AND ENVIRONMENT RESEARCH CENTER<br>2048 ANALYSIS DRIVE, SUITE A<br>BOZEMAN, MT 59718 | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 25,000         |
| THE REMNANT TRUST, INC<br>1101 PARK AVE<br>WINONA LAKE, IN 46590                              | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 20,000         |
| THE RONALD COASE INSTITUTE<br>8550 W DESERT INN RD, SUITE 102-462<br>LAS VEGAS, NV 89117      | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 10,000         |
| SOCIAL PHILOSOPHY AND POLICY FOUNDATION<br>P O BOX 938<br>BOWLING GREEN, OH 43402             | N/A  | 509(a)(1)                                     | GENERAL<br>SUPPORT              | 25,000         |
| STUDENTS FOR LIBERTY<br>P O BOX 17321<br>ARLINGTON, VA 22216                                  | N/A  | 509(a)(1)                                     | BOOK PUBLICATION                | 24,000         |
| UNIVERSIDAD FRANCISCO MARROQUIN<br>6A CALLE FINAL ZONA 10<br>GUATEMALA CITY, GUATEMALA 01010  | N/A  | 509(a)(1)<br>EQUIVALENT<br>(SEE NOTE BELOW)   | GENERAL<br>SUPPORT              | 25,000         |
| TOTAL GRANTS PAID DURING THE YEAR \$  |  |   |                                 | <u>759,000</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