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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

MIKE AND GILLIAN GOODRICH FOUNDATION

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

3800 COLONNADE PARKWAY

Room/suite

430

City or town, state, and ZIP code

BIRMINGHAM, AL 35243

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 72,446,971.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number

26-3587489

B Telephone number

205-259-2060C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

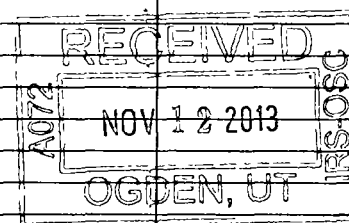
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received	1,700,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,321,176.	1,321,176.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,741,773.			
	b Gross sales price for all assets on line 6a	35,699,329.			
	7 Capital gain net income (from Part IV, line 2)		2,741,773.		
	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)				
	11 Other income	<64,295.>	<64,295.>		STATEMENT 2
	12 Total. Add lines 1 through 11	5,698,654.	3,998,654.		
	13 Compensation of officers, directors, trustees, etc	119,874.	0.		119,874.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	1,086.	0.		1,086.
	16a Legal fees	604.	0.		0.
	b Accounting fees	8,966.	6,724.		0.
	c Other professional fees	343,157.	316,661.		0.
	17 Interest				
	18 Taxes	73,189.	23,398.		8,564.
	19 Depreciation and depletion	200.	0.		
	20 Occupancy	250.	0.		0.
	21 Travel, conferences, and meetings	6,609.	0.		0.
	22 Printing and publications				
	23 Other expenses	95,293.	69,820.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	649,228.	416,603.		129,524.
	25 Contributions, gifts, grants paid	3,469,078.			3,469,078.
	26 Total expenses and disbursements Add lines 24 and 25	4,118,306.	416,603.		3,598,602.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,580,348.			
	b Net investment income (if negative, enter -0-)		3,582,051.		
	c Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing				15,138.	15,138.
	2 Savings and temporary cash investments			9,819,999.	6,640,395.	6,640,395.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8	27,474,279.	33,881,852.	37,687,031.		
	c Investments - corporate bonds STMT 9	14,674,116.	13,247,515.	13,599,850.		
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10	13,452,068.	13,213,467.	14,502,089.			
14 Land, buildings, and equipment basis ▶ 2,668.						
Less: accumulated depreciation STMT 11 ▶ 200.	0.	2,468.	2,468.			
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)	65,420,462.	67,000,835.	72,446,971.			
Liabilities	17 Accounts payable and accrued expenses	<76.>	<51.>			
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	<76.>	<51.>			
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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	65,420,538.	67,000,886.			
30 Total net assets or fund balances	65,420,538.	67,000,886.				
31 Total liabilities and net assets/fund balances	65,420,462.	67,000,835.				

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	65,420,538.
2 Enter amount from Part I, line 27a	2	1,580,348.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	67,000,886.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	67,000,886.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 35,699,329.		32,957,556.	2,741,773.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,741,773.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,741,773.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,764,524.	70,135,880.	.039417
2010	2,489,948.	55,912,024.	.044533
2009	519,113.	50,227,504.	.010335
2008	0.	49,279,912.	.000000
2007			

2 Total of line 1, column (d)	2	.094285
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.023571
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	70,225,734.
5 Multiply line 4 by line 3	5	1,655,291.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,821.
7 Add lines 5 and 6	7	1,691,112.
8 Enter qualifying distributions from Part XII, line 4	8	3,598,602.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	35,821.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	35,821.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	35,821.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 24,520.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 35,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	59,520.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	91.
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	23,608.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 23,608. Refunded <input checked="" type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>MGGOODRICHFOUNDATION.ORG</u>		X	
14	The books are in care of ► <u>MIKE AND GILLIAN GOODRICH FOUNDATIO</u> Telephone no. ► <u>205-259-2060</u> Located at ► <u>3800 COLONNADE PARKWAY, SUITE 430, BIRMINGHAM, AL</u> ZIP+4 ► <u>35243</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, 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 ►		Yes	No
		16		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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		119,874.	0.	0.

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

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

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SYNOVUS TRUST COMPANY, N.A. 1148 BROADWAY, COLUMBUS, GA 31902	INVESTMENT ADVISORY	295,473.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	65,144,420.
b	Average of monthly cash balances	1b	6,150,741.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	71,295,161.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	71,295,161.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,069,427.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	70,225,734.
6	Minimum investment return. Enter 5% of line 5	6	3,511,287.

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

1	Minimum investment return from Part X, line 6	1	3,511,287.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	35,821.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	35,821.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,475,466.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,475,466.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,475,466.

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	3,598,602.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,598,602.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	35,821.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,562,781.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,475,466.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,476,942.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,598,602.				
a Applied to 2011, but not more than line 2a			3,476,942.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				121,660.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,353,806.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A G GASTON BOYS & GIRLS CLUBS 2900 S PARK DR SW BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
A+ EDUCATION PARTNERSHIP P.O. BOX 4433 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION AND ESTABLISHING CENTER FOR EDUCATION INNOVATION	67,000.
ACCION TEXAS INC. 2014 S. HACKBERRY STREET SAN ANTONIO, TX 78210		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,625.
ACE MENTOR PROGRAM OF ALABAMA 109 RICHARD ARRINGTON BLVD S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
ACF STAKEHOLDERS INC. PO BOX 1612 ALBANY, GA 31702		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000.
Total	SEE CONTINUATION SHEET(S)			3a 3,469,078.
b Approved for future payment				
NONE				
Total				3b 0.


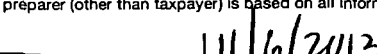
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <table border="1"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </tbody> </table> | | Yes | No | 1a(1) | | X | 1a(2) | | X | 1b(1) | | X | 1b(2) | | X | 1b(3) | | X | 1b(4) | | X | 1b(5) | | X | 1b(6) | | X | 1c | | X |
|--|--|----|-----|----|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|-----------|--|---|
| | Yes | No | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1c | | X | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here 	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			EXECUTIVE DIRECTOR	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee		Date 11/6/2013	Title	
Paid Preparer Use Only	Print/Type preparer's name JAMES L. HART, CPA	Preparer's signature 	Date 11/6/13	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00284268
	Firm's name ► DENT, BAKER & COMPANY, LLP			Firm's EIN ► 63-0352192	
	Firm's address ► 2204 LAKESHORE DR, #300 B'HAM, AL 35209			Phone no. 205-871-1880	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Employer identification number

MIKE AND GILLIAN GOODRICH FOUNDATION

26-3587489

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

MIKE AND GILLIAN GOODRICH FOUNDATION**26-3587489****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	T. MICHAEL AND GILLIAN W. GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	\$ 1,700,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

MIKE AND GILLIAN GOODRICH FOUNDATION**26-3587489****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

MIKE AND GILLIAN GOODRICH FOUNDATION**26-3587489****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b WOLF RIVER SPECIALTY OFFSHORE I LP	P	10/14/09	12/17/12
c POWERSHARES DB US DOLLAR INDEX BULLISH FUND	P	VARIOUS	VARIOUS
d ARTISAN: DYNAMIC EQUITY	P	VARIOUS	VARIOUS
e ANT AVIATION FINANCE, LLC	P	VARIOUS	VARIOUS
f FAM ABSOLUTE RETURN FUND	P	VARIOUS	VARIOUS
g CALL/SPY OPTIONS	P	VARIOUS	VARIOUS
h SPDR S&P 500 ETF TRUST	P	01/18/11	10/16/12
i 2012 WTI CRUDE OIL 0% COUPON	P	07/07/11	11/20/12
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 33,250,215.		31,563,440.	1,686,775.
b 1,781,656.		856,227.	925,429.
c 5.			5.
d 25,914.			25,914.
e 3,798.			3,798.
f		17,939.	<17,939.>
g 102,624.		75,755.	26,869.
h 217,840.		194,195.	23,645.
i 241,995.		250,000.	<8,005.>
j 75,282.			75,282.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,686,775.
b			925,429.
c			5.
d			25,914.
e			3,798.
f			<17,939.>
g			26,869.
h			23,645.
i			<8,005.>
j			75,282.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,741,773.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALABAMA APPLESEED CENTER FOR LAW & JUSTICE 309 N. HULL STREET MONTGOMERY, AL 36104		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
ALABAMA ARCHIVES AND HISTORY FOUNDATION P. O. BOX 300100 MONTGOMERY, AL 36130		EXEMPT ORG	CONSTRUCTION OF THE MUSEUM OF ALABAMA	100,000.
ALABAMA BALLET 2726 1ST AVE S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
ALABAMA GOSPEL MUSIC CULTURAL ARTS CENTER INC 730 8TH AVE W BIRMINGHAM, AL 35204		EXEMPT ORG	FUNDS FOR PHASE ONE DEVELOPMENT	10,000.
ALABAMA HISTORICAL COMMISSION 468 SOUTH PERRY STREET MONTGOMERY, AL 36104		EXEMPT ORG	CONSTRUCTION OF THE VISITORS' COMPLEX AT OLD CAHAWBA ARCHAEOLOGICAL PARK	100,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY #101 BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT SUPER EMERGING SCHOLARS PROGRAM	10,000.
ALABAMA MOVING IMAGE ASSOCIATION 2310 FIRST AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SIDEWALK FILM FESTIVAL	5,000.
ALABAMA POVERTY PROJECT PO BOX 55058 BIRMINGHAM, AL 35255		EXEMPT ORG	SUPPORT BLUEPRINTS COLLEGE ACCESS INITIATIVE	5,000.
ALABAMA SCHOOL OF FINE ARTS FOUNDATION 1800 REV. ABRAHAM WOODS JR. BLVD BIRMINGHAM, AL 35203		EXEMPT ORG	FUND THE PURCHASE OF A WENGER ACOUSTICAL SHELL	25,000.
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DR MONTGOMERY, AL 36117		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
Total from continuation sheets				3,294,453.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALABAMA SYMPHONY ORCHESTRA 3621 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	101,000.
ALDRIDGE GARDENS 3530 LORNA ROAD HOOVER, AL 35216		EXEMPT ORG	SUPPORT DEVELOPMENT OF A WETLANDS GARDEN	15,000.
ALTAMONT SCHOOL 4801 ALTAMONT ROAD SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	4,000.
ALYS STEPHENS CENTER 1530 3RD AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	\$6,000 SUPPORT OF ARTPLAY; \$40,000 SUPPORT OF ARTREACH PROGRAM	46,000.
BETHEL BAPTIST CHURCH 3200 28TH AVENUE NORTH BIRMINGHAM, AL 35207		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,902.
BETHEL ENSLEY ACTION TASK INC 1517 AVENUE D BIRMINGHAM, AL 35218		EXEMPT ORG	SUPPORT EXPANSION OF COUNSELING STAFF AND REPLACEMENT OF PARK EQUIPMENT	20,000.
BIG BROTHERS BIG SISTERS OF GREATER BIRMINGHAM 1901 14TH AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT IMPLEMENTATION OF MENTORING PROGRAM AT HAYES SCHOOL	50,000.
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BIRMINGHAM BUSINESS ALLIANCE 505 20TH STREET NORTH, SUITE 200 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
BIRMINGHAM CHILDREN'S THEATRE P.O. BOX 1362 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000.
BIRMINGHAM CULTURAL ALLIANCE 1731 1ST AVE N # 190 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT DEVELOPMENT OF A CREATIVE INDUSTRIES REPORT FOR THE BIRMINGHAM AREA	115,000.
BIRMINGHAM EDUCATION FOUNDATION PO BOX 1476 BIRMINGHAM, AL 35201		EXEMPT ORG	SUPPORT ASPIRE PROFESSIONAL DEVELOPMENT PROGRAM	150,000.
BIRMINGHAM HISTORY CENTER 1731 1ST AVE N, SUITE 120 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
BIRMINGHAM MUSEUM OF FINE ARTS 2000 8TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	\$50,000 OPERATING SUPPORT OF ORGANIZATION; \$22,000 SUPPORT A STIPEND FOR AN ART INTERNSHIP	72,000.
BIRMINGHAM PLEDGE FOUNDATION 2829 2ND AVE S, SUITE 307 BIRMINGHAM, AL 35233		EXEMPT ORG	SUPPORT OF "OUR MOCKINGBIRD"	25,000.
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	260,000.
BIRMINGHAM ZOO, INC. 2630 CAHABA ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	\$100,000 SUPPORT OF TRAILS OF AFRICA & GIRAFFE ENCOUNTER	100,000.
BLACK WARRIOR RIVERKEEPER 710 37TH ST S BIRMINGHAM, AL 35222		EXEMPT ORG	SUPPORT RIVERKEEPER PATROL PROGRAM	2,500.
BOSTON UNIVERSITY 595 COMMONWEALTH AVE, STE 700 BOSTON, MA 02215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRIDGE BUILDERS ALABAMA 1125 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106		EXEMPT ORG	SUPPORT YOUTH LEADERSHIP DEVELOPMENT PROGRAM	25,000.
CAHABA RIVER SOCIETY 2717 7TH AVE S #205 BIRMINGHAM, AL 35233		EXEMPT ORG	SUPPORT SHANE HULSEY CLEAN ENVIRONMENTAL SCIENCE EDUCATION PROGRAM	5,000.
CHILDCARE RESOURCES 1904 1ST AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT TRAINING PROGRAMS FOR CHILDCARE PROVIDERS	15,000.
CHILDREN'S DANCE FOUNDATION 1715 27TH COURT SOUTH BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	7,000.
CHILDREN'S HOSPITAL FOUNDATION 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
COLLAT JEWISH FAMILY SERVICES 3940 MONTCLAIR ROAD, SUITE 205 BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	7,500.
COMMUNITY FOUNDATION OF GREATER BIRMINGHAM 2100 FIRST AVENUE NORTH, SUITE 700 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT "ROADS TO RECOVERY"	40,000.
COOSA RIVERKEEPER P.O. BOX 373 RIVERSIDE, AL 35135		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	7,500.
CORPS MEMBER EDUCATION FOUNDATION 1481 WINDING HOLLOW LANE MEQUON, WI 53092		EXEMPT ORG	SUPPORT HIGHER ACHIEVEMENT SUMMER SCHOOL	5,000.
COUNCIL ON FOUNDATIONS P.O. BOX 75661 BALTIMORE, MD 21275		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	6,190.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ENTREPRENEURIAL VENTURES EDUCATION INC 1001 MARINA DR APT 410 QUINCY, MA 02171		EXEMPT ORG	SUPPORT SUMMER ADVANTAGE PROGRAM	25,000.
EXCEPTIONAL FOUNDATION 1616 OXMOOR RD BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
FIRST LIGHT 2230 4TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
FRESHWATER LAND TRUST 2308 FIRST AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
GIRLS INC OF CENTRAL ALABAMA 5201 8TH AVENUE BIRMINGHAM, AL 35213		EXEMPT ORG	SUPPORT AFTER SCHOOL AND SUMMER PROGRAMS	10,000.
GLENWOOD AUTISM AND BEHAVIORAL HEALTH CENTER 150 GLENWOOD LN BIRMINGHAM, AL 35242		EXEMPT ORG	SUPPORT EDUCATION AND TRAINING PROGRAMS	40,000.
GREATER ALABAMA COUNCIL P. O. BOX 43307 BIRMINGHAM, AL 35243		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
GREATER BIRMINGHAM MINISTRIES 2304 12TH AVE N BIRMINGHAM, AL 35234		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
HABITAT FOR HUMANITY OF GREATER BIRMINGHAM 4408 LLOYD NOLAND PARKWAY BIRMINGHAM, AL 35064		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
HISPANIC INTEREST COALITION OF ALABAMA 260 F WEST VALLEY AVENUE BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
JEFFERSON COUNTY SCHOOLS PUBLIC EDUCATION FOUNDATION 2100 SOUTH 18TH STREET BIRMINGHAM, AL 35209		EXEMPT ORG	SUPPORT STELLAR TEACHING PROGRAM	50,000.
JONES VALLEY URBAN FARM 701 25TH STREET NORTH BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	40,000.
LINLEY HEFLIN UNIT 13 OFFICE PARK CIRCLE, SUITE 8 MOUNTAIN BROOK, AL 35223		EXEMPT ORG	2012 LINLY HEFLIN SCHOLARSHIP LUNCHEON	10,000.
LITERACY COUNCIL OF CENTRAL ALABAMA 2301 1ST AVE N, SUITE 102 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT ADULT LITERACY AND TUTOR TRAINING PROGRAMS	15,000.
LIVING RIVER 3603 LORNA RIDGE DRIVE BIRMINGHAM, AL 35216		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000.
LOW INCOME HOUSING COALITION OF ALABAMA 1016 19TH STREET S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
M-POWER MINISTRIES 4022 4TH AVENUE SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	SUPPORT EDUCATION CENTER	50,000.
MAIN STREET ALABAMA 2432 CREST ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	START UP FUNDS FOR ORGANIZATION	80,000.
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE CHILDREN'S MUSEUM	260,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE NW WASHINGTON, DC 20036		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
NATURE CONSERVANCY OF ALABAMA 2100 1ST AVENUE N. STE 500 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
NEW RISING STAR MISSIONARY BAPTIST CHURCH 7400 LONDON AVE BIRMINGHAM, AL 35206		EXEMPT ORG	SUPPORT SUMMER LEARNING PROGRAM	10,000.
PARNELL MEMORIAL LIBRARY FOUNDATION P.O. BOX 62 MONTEVALLO, AL 35115		EXEMPT ORG	SUPPORT REDESIGN OF STORMWATER MANAGEMENT SYSTEM AND GARDEN	10,000.
PRESBYTERIAN HOME FOR CHILDREN P. O. BOX 577 TALLADEGA, AL 35160		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
PRESCHOOL PARTNERS FOUNDATION 3736 MONTROSE ROAD BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
PROJECT HORSESHOE FARM 1310 C MAIN STREET GREENSBORO, AL 36744		EXEMPT ORG	SUPPORT AFTER SCHOOL PROGRAMS	25,000.
RAILROAD PARK FOUNDATION 1600 1ST AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	56,000.
RED MOUNTAIN PARK FUND BOARD 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT DEVELOPMENT OF RED MOUNTAIN PARK	100,000.
RED MOUNTAIN THEATRE COMPANY 3028 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RUFFNER MOUNTAIN NATURE PRESERVE 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
SAFE HOUSE OF SHELBY COUNTY P.O. BOX 275 PELHAM, AL 35124		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
SEEDCO FINANCIAL SERVICES INC 505 20TH ST N, SUITE 1525 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	35,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 BIRMINGHAM, AL 30303		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 2829 2ND AVENUE SOUTH, STE 282 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	7,500.
SPACE ONE ELEVEN 2409 SECOND AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,000.
ST. TIMOTHY'S SCHOOL 8400 GREENSPRING AVENUE STEVENSON, MD 21153		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
STAIR OF BIRMINGHAM 3100 HIGHLAND AVENUE BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
TARRANT CITY SCHOOLS 1318 ALABAMA STREET TARRANT, AL 35217		EXEMPT ORG	SUPPORT SUMMER LEARNING PROGRAM	20,000.
TEACH FOR AMERICA OF ALABAMA 217 WASHINGTON STREET MARION, AL 36756		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	100,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRIUMPH SERVICES 1025 23RD STREET SOUTH, SUITE 300 BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
UNITED WAY OF CENTRAL ALABAMA 3600 8TH AVENUE SOUTH, STE 501 BIRMINGHAM, AL 35232		EXEMPT ORG	SUPPORT SUCCESS BY SIX PROGRAM	25,861.
URBAN MINISTRY, INC. 1229 COTTON AVE. SW BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT URBAN KIDS SUMMER LEARNING PROGRAM	5,000.
VOICES FOR ALABAMA'S CHILDREN P. O. BOX 4576 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	12,500.
VULCAN PARK AND MUSEUM 1701 VALLEY VIEW DRIVE BIRMINGHAM, AL 35209		EXEMPT ORG	SUPPORT EDUCATION SYMPOSIUM	5,000.
WALKER AREA COMMUNITY FOUNDATION 800 7TH ST W JASPER, AL 35501		EXEMPT ORG	SUPPORT HERITAGE CENTER FUND	10,000.
WILD MAMMAL CARE OF ALABAMA PO BOX 661463 BIRMINGHAM, AL 35266		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	3,000.
WOODLAWN FOUNDATION 3800 COLONNADE PARKWAY, SUITE 430 BIRMINGHAM, AL 35243		EXEMPT ORG	SUPPORT NEIGHBORHOOD REVITALIZATION EFFORTS	400,000.
YOUTHSERVE P. O. BOX 530334 BIRMINGHAM, AL 35253		EXEMPT ORG	TO ASSIST WITH OPERATING EXPENSES AND SUPPORT OF ORGANIZATION	30,000.
YWCA OF CENTRAL ALABAMA 309 NORTH 23RD STREET BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE FAMILY RESOURCE CENTER AND OPERATIONS	77,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENT INCOME	1,396,458.	75,282.	1,321,176.
TOTAL TO FM 990-PF, PART I, LN 4	1,396,458.	75,282.	1,321,176.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ANT AVIATION FINANCE, LLC	<115,195.>	<115,195.>	
FAM ABSOLUTE RETURN FUND	1,459.	1,459.	
POWERSHARES DB US DOLLAR INDEX			
BULLISH FUND	39,659.	39,659.	
ARTISAN: DYNAMIC EQUITY	9,782.	9,782.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<64,295.>	<64,295.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	604.	0.		0.
TO FM 990-PF, PG 1, LN 16A	604.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,966.	6,724.		0.
TO FORM 990-PF, PG 1, LN 16B	8,966.	6,724.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	26,496.	0.		0.
INVESTMENT FEES - GS	21,188.	21,188.		0.
INVESTMENT ADVISORY FEES - FAM	295,473.	295,473.		0.
TO FORM 990-PF, PG 1, LN 16C	343,157.	316,661.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME TAXES PAID	40,977.	0.		0.
FOREIGN TAXES PAID	23,398.	23,398.		0.
OTHER TAXES	250.	0.		0.
PAYROLL TAXES	8,564.	0.		8,564.
TO FORM 990-PF, PG 1, LN 18	73,189.	23,398.		8,564.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS FROM INVESTMENTS	65,750.	65,750.		0.
FOREIGN TAX CONVERSION FEES	4,070.	4,070.		0.
OTHER OFFICE EXPENSES	24,447.	0.		0.
OTHER PASSTHROUGH EXPENSES	1,026.	0.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	95,293.	69,820.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	33,881,852.	37,687,031.
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,881,852.	37,687,031.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	13,247,515.	13,599,850.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,247,515.	13,599,850.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS, CLOSELY HELD, AND OTHER INVESTMENTS	FMV	13,213,467.	14,502,089.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,213,467.	14,502,089.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	2,668.	200.	2,468.
TOTAL TO FM 990-PF, PART II, LN 14	2,668.	200.	2,468.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
T. MICHAEL GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR, VP 0.00	0.	0.	0.
GILLIAN W. GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR, PRESIDENT, CHAIRWOMAN 0.00	0.	0.	0.
T. MICHAEL GOODRICH, II 1815 KENSINGTON ROAD BIRMINGHAM, AL 35209	DIRECTOR, SECRETARY 0.00	0.	0.	0.
MARY B. GOODRICH 2305 ENGLISH VILLAGE LANE BIRMINGHAM, AL 35223	DIRECTOR 0.00	0.	0.	0.
ALEXANDRA D. GOODRICH 3133 GUILFORD ROAD BIRMINGHAM, AL 35223	DIRECTOR 0.00	0.	0.	0.
GILLIAN G. GOODRICH 1309 GENERAL PERSHING APT A NEW ORLEANS, LA 70115	DIRECTOR 0.00	0.	0.	0.
CAROL W. BUTLER 3800 COLONNADE PARKWAY, STE 430 BIRMINGHAM, AL 35243	EXECUTIVE DIRECTOR 40.00	119,874.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		119,874.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

T. MICHAEL GOODRICH
GILLIAN W. GOODRICH