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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

05/01, 2012, and ending

04/30, 2013

Name of foundation PIERRE F. AND ENID GOODRICH FOUNDATION		A Employer identification number 35-6056960
Number and street (or P O box number if mail is not delivered to street address) 8335 ALLISON POINTE TRAIL	Room/suite 300	B Telephone number (see instructions) (317) 842-0880
City or town, state, and ZIP code INDIANAPOLIS, IN 46250-1687		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,788,374.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
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	92.	92.		
4	Dividends and interest from securities	476,749.	476,749.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	972,473.			
b	Gross sales price for all assets on line 6a	9,323,197.			
7	Capital gain net income (from Part IV, line 2)		972,473.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,449,314.	1,449,314.		
13	Compensation of officers, directors, trustees, etc.	65,850.	82.		65,768.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	3,186.	4.		3,182.
16a	Legal fees (attach schedule) ATCH 1	644.	1.		643.
b	Accounting fees (attach schedule) ATCH 2	19,250.	24.		19,226.
c	Other professional fees (attach schedule) *	78,499.	68,338.		10,161.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	13,500.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy	7,758.	92.		7,666.
21	Travel, conferences, and meetings	4,744.	6.		4,738.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	58,463.	18.		58,445.
24	Total operating and administrative expenses. Add lines 13 through 23	251,894.	68,565.		169,829.
25	Contributions, gifts, grants paid	805,000.			805,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,056,894.	68,565.	0	974,829.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	392,420.			
b	Net investment income (if negative, enter -0-)		1,380,749.		
c	Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (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	199,555.	179,172.	179,174.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) * *	1,222,290.	1,304,101.	1,377,841.	
	b	Investments - corporate stock (attach schedule) ATCH 7	12,084,683.	12,204,360.	15,022,886.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	2,728,868.	2,962,704.	3,110,716.	
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 9	1,115,835.	1,093,314.	1,097,757.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	17,351,231.	17,743,651.	20,788,374.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	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	17,351,231.	17,743,651.		
	30	Total net assets or fund balances (see instructions)	17,351,231.	17,743,651.		
31	Total liabilities and net assets/fund balances (see instructions)	17,351,231.	17,743,651.			

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	17,351,231.
2	Enter amount from Part I, line 27a	2	392,420.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,743,651.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,743,651.

**ATCH 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
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	972,473.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	876,095.	18,638,841.	0.047004
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
2 Total of line 1, column (d)			2 0.240386
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048077
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 19,655,949.
5 Multiply line 4 by line 3			5 944,999.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,807.
7 Add lines 5 and 6			7 958,806.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 974,829.

1	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)		
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	1	13,807.
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	13,807.
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	13,807.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,951.
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	13,951.
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	144.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	144.

	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 the definition)? <i>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</i>		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 ► \$ <u>0</u> (2) On foundation managers ► \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IN, -----		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

V 12-6.5T

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> MS. SANDRA J. SCHALLER Telephone no <input type="checkbox"/> 317-842-0880			
Located at <input type="checkbox"/> 8335 ALLISON PT TRL, STE 300 INDIANAPOLIS, IN ZIP+4 <input type="checkbox"/> 46250				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				
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?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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"/>	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 2012? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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)? ☐ **5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 10		55,510.	10,340.	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 ☐

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."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	0

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	19,939,884.
b	Average of monthly cash balances	1b	15,394.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	19,955,278.
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	19,955,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	299,329.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,655,949.
6	Minimum investment return. Enter 5% of line 5	6	982,797.

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	982,797.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,807.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,807.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	968,990.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	968,990.
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	968,990.

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	974,829.
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	974,829.
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	13,807.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	961,022.

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) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				968,990.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				4,367.
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	4,367.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>974,829.</u>				
a Applied to 2011, 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 2012 distributable amount				968,990.
e Remaining amount distributed out of corpus	5,839.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,206.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,206.			
10 Analysis of line 9				
a Excess from 2008	4,367.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	5,839.			

Form **990-PF** (2012)

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 or e-mail of the person to whom applications should be addressed.

ATCH 11

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

ATCH 12

c Any submission deadlines:

ATCH 13

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

ATCH 14

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>ATCH 15</p>				
Total			▶ 3a	805,000.
<p>b <i>Approved for future payment</i></p>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	92.	
4 Dividends and interest from securities			14	476,749.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	972,473.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				1,449,314.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,449,314.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,323,197.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 8,350,724.				P	VAR 972,473.	VAR
TOTAL GAIN(LOSS)							<u>972,473.</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 AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	644.	1.		643.
TOTALS	<u>644.</u>	<u>1.</u>		<u>643.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT & TAX PREPARATION FEES	19,250.	24.		19,226.
TOTALS	<u>19,250.</u>	<u>24.</u>		<u>19,226.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	68,325.	68,325.	
OTHER PROFESSIONAL FEES	10,174.	13.	10,161.
TOTALS	<u>78,499.</u>	<u>68,338.</u>	<u>10,161.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
2012 ESTIMATED PAYMENTS	13,500.
TOTALS	<u>13,500.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	13,914.	17.	13,897.
MISCELLANEOUS	299.	1.	298.
EDUCATIONAL PROGRAMS	44,250.		44,250.
TOTALS	<u>58,463.</u>	<u>18.</u>	<u>58,445.</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, 2013

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

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
UNITED STATES TREAS NT	320,000	332,665	372,176
UNITED STATES TREAS NT	110,000	126,718	128,245
UNITED STATES TREAS NT	50,000	52,229	51,633
UNITED STATES TREAS NT	145,000	157,737	158,730
UNITED STATES TREAS NT	75,000	81,059	80,836
UNITED STATES TREAS NT	200,000	205,036	204,876
UNITED STATES TREAS NT	164,000	173,072	192,956
UNITED STATES TREAS NT	85,000	86,202	96,780
UNITED STATES TREAS NT	90,000	89,384	91,610
TOTAL - U.S. AND STATE GOVERNMENT OBLIGATIONS		1,304,101	1,377,841

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, 2013

PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
ABERCROMBIE & FITCH CO	1,615	78,663	80,039
AES CORP	15,752	180,230	218,323
AFLAC INC	2,958	156,467	161,034
AGCO CORP	2,900	146,649	154,425
ALLIANCE DATA SYS CORP	1,362	153,774	233,951
AMERICAN ELEC PWR INC	3,289	115,827	169,153
AMERICAN EXPRESS CO	3,049	190,407	208,582
AMERICAN FINL GROUP INC OHIO	1,079	47,654	52,083
AMERICAN INTL GROUP INC	1,343	44,289	55,627
AMERIPRISE FINL INC	3,376	184,867	251,613
AMGEN INC	2,808	170,059	292,622
APPLE INC	897	241,193	397,174
BED BATH & BEYOND INC	1,300	72,476	89,440
CELGENE CORP	250	29,054	29,518
CF INDS HLDGS INC	1,060	168,096	197,701
CHEVRON CORP	3,421	345,869	417,396
CIGNA CORP	2,705	173,877	178,990
CISCO SYS INC	13,235	266,140	276,876
COMCAST CORP	7,068	288,446	291,908
CVR ENERGY INC	1,365	-	-
CVS CAREMARK CORP	3,775	192,728	219,630
DELPHI AUTOMOTIVE PLC	3,515	119,583	162,428
DILLARDS INC	1,801	97,994	148,420
DIRECTV	3,294	115,300	186,309
DISCOVER FINL SVCS	5,637	141,823	246,562
ENERSYS	852	37,527	39,056
EXXON MOBIL CORP	5,817	453,394	517,655
FRANKLIN RES INC	1,518	219,541	234,774
GAP INC DEL	2,947	96,037	111,957
HELMERICH & PAYNE INC	3,522	236,803	206,460
HUMANA INC	1,086	53,966	80,483
HUNTSMAN CORP	1,856	30,354	35,004
INGREDION INC	2,709	186,906	195,075
INTERNATIONAL PAPER CO	4,613	216,669	216,719
J P MORGAN CHASE & CO	2,588	111,040	126,838
JARDEN CORP	2,680	72,109	120,627
JONES LANG LASALLE INC	1,000	81,726	99,020
KROGER CO	6,594	162,889	226,702
LILLY ELI & CO	4,671	168,278	258,680
LOCKHEED MARTIN CORP	1,652	144,872	163,697
MACYS INC	4,820	102,490	214,972

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, 2013

PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
MARATHON PETE CORP	1,900	69,811	148,884
MICROSOFT CORP	12,127	341,427	401,404
MYLAN INC	7,127	203,731	207,467
NORTHROP GRUMMAN CORP	839	55,371	63,546
ORACLE CORP	2,068	33,605	67,789
PACKAGING CORP AMER	1,297	56,674	61,685
PFIZER INC	13,379	261,090	388,928
PORTLAND GEN ELEC CO	3,715	93,126	119,809
PPG INDS INC	1,494	159,725	219,827
SOUTHWEST AIRLS CO	18,873	180,809	258,560
SYMANTEC CORP	9,357	174,954	227,375
TESORO CORP	3,540	84,235	189,036
TJX COS INC NEW	3,655	161,585	178,254
TRAVELERS COS INC	2,865	174,804	244,700
TYSON FOODS INC	5,754	131,611	141,721
UNION PAC CORP	1,055	136,173	156,098
UNITED THERAPEUTICS CORP DEL	3,376	187,118	225,449
UNITEDHEALTH GROUP INC	3,076	103,211	184,345
UNUM GROUP	5,798	157,459	161,706
US BANCORP DEL	5,497	183,138	182,940
VALERO ENERGY CORP NEW	1,550	34,342	62,496
VIRTUS FOREIGN OPPORTUNITIES	38,118	717,959	1,079,505
VIRTUS QUALITY SMALL CAP FUND	74,115	966,724	1,006,488
VIRTUS SMALL CAP CORE FUND	48,685	1,126,785	1,048,682
WADDELL & REED FINL INC	980	41,929	42,013
WAL-MART STORES INC	2,689	144,705	208,989
WELLS FARGO & CO	4,678	126,197	177,670
TOTAL - CORPORATE STOCK		12,204,360	15,022,886

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, 2013

PART II, LINE 10C - INVESTMENTS - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
ABBVIE INC	60,000	59,875	60,893
AGILENT TECHNOLOGIES INC	45,000	44,917	45,186
AT&T INC	50,000	55,991	60,790
BANK AMER CORP	50,000	49,783	57,221
BANK AMER CORP	50,000	49,959	49,958
BERKSHIRE HATHAWAY INC DEL	50,000	49,577	51,781
BURLINGTON NORTHN SANTA FE CORP	50,000	54,878	58,593
CITIGROUP INC	50,000	49,932	55,292
CONOCOPHILLIPS CDA FDG CO	25,000	28,599	29,043
CONSOLIDATED EDISON CO NY INC	35,000	34,865	40,380
COOPERATIEVE CENTRALE RAIFFEISEN	50,000	48,846	54,305
CVS CAREMARK CORP	50,000	52,774	52,517
DIRECTV HLDGS LLC / DIRECTV FING	50,000	49,906	53,248
DISNEY WALT CO DTD 12/19/02	55,000	66,890	66,574
DU PONT E I DE NEMOURS & CO	50,000	49,524	51,726
ENERGY TRANSFER PARTNERS L P	50,000	49,950	51,029
ERICSSON LM TELEFONAKTIEBOLAGET	35,000	34,855	37,118
FINANCING CORP PRINCIPAL FICO	55,000	50,738	51,543
GENERAL ELEC CAP CORP	15,000	14,934	16,157
GEORGIA PWR CO	50,000	50,000	50,029
GOLDMAN SACHS GROUP INC	50,000	49,941	52,873
HARTFORD FINL SVCS GROUP INC	45,000	37,873	51,584
HEALTH CARE REIT INC	50,000	49,751	50,999
HEWLETT PACKARD CO	50,000	48,314	49,885
ILLINOIS ST	40,000	40,000	41,950
JEFFERIES GROUP INC NEW	50,000	53,114	54,257
KINDER MORGAN ENERGY PARTNERS	50,000	49,944	58,186
KROGER CO	50,000	50,000	51,661
MEDCO HEALTH SOLUTIONS INC	50,000	51,503	52,100
METLIFE INC	45,000	44,893	52,871
MICROSOFT CORP	50,000	49,951	51,463
NATIONAL CITY BK CLEVELAND OHIO	50,000	34,000	50,000
OHIO ST MAJOR NEW ST INFRASTRU	35,000	35,000	36,568
ORACLE CORP	50,000	49,914	50,308
PEPSICO INC	40,000	39,794	40,287
PEPSICO INC	50,000	50,000	50,155
PRUDENTIAL FINL INC	40,000	39,970	42,331
REPUBLIC SVCS INC	50,000	49,985	55,050
SIMON PPTY GROUP L P	40,000	39,912	42,114
SOUTHERN CO	60,000	59,989	62,310
TOYOTA MTR CR CORP	50,000	49,918	51,846

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, 2013

PART II, LINE 10C - INVESTMENTS - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
UNITED TECHNOLOGIES CORP	55,000	54,894	65,260
VERIZON COMMUNICATIONS INC	50,000	49,573	57,668
VIRGINIA ELEC & PWR CO	50,000	49,903	59,841
VIRTUS HIGH YIELD INCOME FUND	52,059	609,876	594,510
VODAFONE GROUP PLC	75,000	74,400	79,859
WELLS FARGO & CO	50,000	49,862	49,880
WELLS FARGO & CO	50,000	53,834	52,847
WELLS FARGO & CO	50,000	49,897	57,824
XSTRATA FIN CDA LTD	50,000	49,916	50,856
TOTAL - CORPORATE BONDS		2,962,704	3,110,716

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, 2013

PART II, LINE 13 - INVESTMENTS - OTHER

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
ADJUSTABLE RATE MTG TR	88,605	88,564	65,485
AMERICREDIT AUTOMOBILE	50,000	49,999	50,056
BEAR STEARNS COMMERCIAL MTG SECS	50,000	51,861	56,421
CARMAX AUTO OWNER TR 2012-1	50,000	49,998	50,278
CD 2007-CD4 COML MTG TR	55,000	55,273	56,850
CNH EQUIP TR 2012-D	50,000	49,990	50,041
COMM 2012-CCRE4 MTG TR	50,000	51,249	51,280
CWALT SER 2004-22CB CL 1A1 DTD	21,346	21,355	22,133
FEDERAL HOME LN MTG CORP	31,521	31,659	33,595
FEDERAL HOME LN MTG CORP	20,863	19,921	22,245
FEDERAL HOME LN MTG CORP	10,247	10,514	11,316
FEDERAL HOME LN MTG CORP	20,000	18,881	22,004
FEDERAL NATL MTG ASSN	12,062	11,595	12,964
FEDERAL NATL MTG ASSN	16,599	16,549	17,691
FEDERAL NATL MTG ASSN	35,194	36,965	37,946
FORD CR AUTO OWNER TR 2011-B	100,000	99,990	101,318
GE EQUIP TRANSN LLC SER 2012-2	50,000	49,991	50,003
GE EQUIP TRANSN LLC SER 2013-1	50,000	49,992	50,163
GOVERNMENT NATL MTG ASSN	171	95	199
GOVERNMENT NATL MTG ASSN	2,648	1,065	3,156
GOVERNMENT NATL MTG ASSN	1,153	1,208	1,157
GOVERNMENT NATL MTG ASSN	16,362	16,146	16,831
GOVERNMENT NATL MTG ASSN	38,850	39,238	39,786
GS MTG SECS TR 2011-GC5	60,000	60,596	66,116
LB-UBS COML MTG TR	28,000	28,138	31,230
LEHMAN XS TR	37,306	37,300	31,211
MASTR ALTERNATIVE LN TR	30,861	30,517	31,405
MASTR ASSET SECURITIZATION TR	12,598	12,527	13,287
MERCEDES BENZ AUTO RECEIVABLES	3,155	3,155	3,159
MERCEDES-BENZ AUTO LEASE TR	50,000	49,991	49,938
RESIDENTIAL ASSET MTG PRODS INC	11,499	11,808	11,871
STRUCTURED ASSET SECS CORP	17,546	17,839	17,244
TOYOTA AUTO RECEIVABLES 2011-A	19,346	19,344	19,378
TOTAL - INVESTMENTS - OTHER		1,093,314	1,097,757

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, 2013

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

<u>(a) Name and address</u>	<u>(b) Title, and average hours per week devoted to position</u>	<u>(c) Compensation</u>	<u>(d) Contributions to employee benefit plans</u>	<u>(e) Expense account, other allowances</u>
RUTH E. CONNOLLY 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
RICHARD W DUESENBERG 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
HELEN W. GARLOTTE 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
EMILIO J. PACHECO 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and President 0-5 hours/week	24,400	5,419	NONE
T. ALAN RUSSELL 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Chairman 0-5 hours/week	12,480	146	NONE
SANDRA J SCHALLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Corporate Secretary and Controller 0-5 hours/week	6,150	1,852	NONE
JO ANNE W. SHEPLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Assistant Secretary 0-3 hours/week	-	NONE	NONE
CHRIS L. TALLEY 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Treasurer 0-5 hours/week	12,480	2,922	NONE
		<u>55,510</u>	<u>10,340</u>	

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

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, 2013

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

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ACTON INSTITUTE 161 OTTAWA AVE, N.W #301 GRAND RAPIDS, MI 49503	N/A	509(a)(1)	GENERAL SUPPORT	30,000
ADAM SMITH RESEARCH TRUST 23 GREAT SMITH STREET LONDON SWIP 3DQ UNITED KINGDOM	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	BOOK PUBLICATION PROJECT	35,000
ASSOCIATION OF PRIVATE ENTERPRISE EDUCATION 313 FLETCHER HALL, DEPT 6106 615 McCALLIE AVENUE CHATTANOOGA, TN 37403	N/A	509(a)(1)	GENERAL SUPPORT	15,000
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L STREET NW, SUITE 200 WASHINGTON, DC 20005	N/A	509(a)(1)	GENERAL SUPPORT	20,000
AUSTRIAN ECONOMICS CENTER JASOMIRGOTTSTRASSE 3/11 1010 WIEN AUSTRIA	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	30,000
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE ROAD, SUITE 200 ARLINGTON, VA 22203	N/A	509(a)(1)	GENERAL SUPPORT	30,000
BROWN UNIVERSITY P O BOX 2005 PROVIDENCE, RI 02912	N/A	509(a)(1) 170(b)(1)(A)(ii)	POLITICAL THEORY PROJECT	10,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE N W WASHINGTON, D.C. 20001	N/A	509(a)(1)	GENERAL SUPPORT	30,000
THE CEDICE FOUNDATION C/O ATLAS ECONOMIC RESEARCH FND 1201 L STREET NW, 2ND FLOOR WASHINGTON, DC 20005	N/A	509(a)(1)	GENERAL SUPPORT	15,000
CLAREMONT INSTITUTE 937 WEST FOOTHILL BLVD, SUITE E CLAREMONT, CA 91711	N/A	509(a)(1)	GENERAL SUPPORT	25,000
FEDERALIST SOCIETY FOR LAW & PUBLIC POLICY STUDIES 1015 18TH ST. N.W , SUITE 425 WASHINGTON, D C 20036	N/A	509(a)(1)	GENERAL SUPPORT	30,000
FOUNDATION FOR ECONOMIC EDUCATION 30 SOUTH BROADWAY IRVINGTON-ON-HUDSON, NY 10533	N/A	509(a)(1)	GENERAL SUPPORT	25,000
FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION 601 WALNUT STREET, SUITE 510E PHILADELPHIA, PA 19106	N/A	509(a)(1)	GENERAL SUPPORT	10,000
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD, SUITE B DAVIS, CA 95616	N/A	509(a)(1)	GENERAL SUPPORT	20,000

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

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FOR THE YEAR ENDED APRIL 30, 2013

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

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRASER INSTITUTE 1770 BURRARD STREET, 4TH FLOOR VANCOUVER, BC V6J 3G7 CANADA	N/A	509(a)(1)	GENERAL SUPPORT	15,000
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON, D C 20009	N/A	509(a)(1)	GENERAL SUPPORT	30,000
GEORGE MASON UNIVERSITY FOUNDATION CENTER FOR STUDY OF PUBLIC CHOICE 4400 UNIVERSITY DRIVE, MSN 1A3 FAIRFAX, VA 22030	N/A	509(a)(1) 170(b)(1)(A)(iv)	GENERAL SUPPORT	15,000
GEORGE MASON UNIVERSITY FOUNDATION LAW & ECONOMICS CENTER 3301 FAIRFAX DRIVE ARLINGTON, VA 22201	N/A	509(a)(1) 170(b)(1)(A)(iv)	GENERAL SUPPORT	25,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE, N E WASHINGTON, D C 20002-4999	N/A	509(a)(1)	GENERAL SUPPORT	20,000
HILLSDALE COLLEGE CENTER FOR TEACHER EXCELLENCE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	N/A	509(a)(1) 170(b)(1)(A)(ii)	GENERAL SUPPORT	20,000
THE INDEPENDENT INSTITUTE 100 SWAN WAY, SUITE 200 OAKLAND, CA 94621	N/A	509(a)(1)	GENERAL SUPPORT	15,000
INDIANA BAR FOUNDATION 230 EAST OHIO STREET, SUITE 400 INDIANAPOLIS, IN 46204	N/A	509(a)(2)	GENERAL SUPPORT	10,000
INSTITUTE FOR HUMANE STUDIES 3351 FAIRFAX DRIVE, MSN 1C5 ARLINGTON, VA 22201	N/A	509(a)(1)	GENERAL SUPPORT	30,000
INSTITUTE OF ECONOMIC AFFAIRS 2 LORD NORTH STREET LONDON SW1P 3LB UNITED KINGDOM	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	20,000
INSTITUTO LIBERAL RUA MARIA EUGENIA 167, HUMAITA RIO DE JANEIRO, RJ 22261-080 BRAZIL	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	10,000
INTERCOLLEGIATE STUDIES INSTITUTE, INC. 3901 CENTERVILLE ROAD WILMINGTON, DE 19807-0431	N/A	509(a)(1)	GENERAL SUPPORT	35,000
MANHATTAN INSTITUTE FOR POLICY RESEARCH 52 VANDERBILT AVENUE NEW YORK, NY 10017	N/A	509(a)(1)	GENERAL SUPPORT	20,000
MERCATUS CENTER 3351 N FAIRFAX DRIVE, 4TH FL ARLINGTON, VA 22201	N/A	509(a)(1)	GENERAL SUPPORT	15,000

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, 2013

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

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MONT PELERIN SOCIETY P O BOX 7031 ARLINGTON, VA 22307	N/A	509(a)(1)	GENERAL SUPPORT	35,000
NATIONAL CENTER FOR POLICY ANALYSIS P.O BOX 741175 DALLAS, TX 75374-1175	N/A	509(a)(1)	GENERAL SUPPORT	20,000
PHILADELPHIA SOCIETY 11620 RUTAN CIRCLE JEROME, MI 49249-9530	N/A	509(a)(2)	GENERAL SUPPORT	10,000
PROPERTY AND ENVIRONMENT RESEARCH CENTER 2048 ANALYSIS DRIVE, SUITE A BOZEMAN, MT 59718	N/A	509(a)(1)	GENERAL SUPPORT	30,000
THE REMNANT TRUST, INC 1101 PARK AVE WINONA LAKE, IN 46590	N/A	509(a)(1)	GENERAL SUPPORT	20,000
RONALD COASE INSTITUTE 8550 W. DESERT INN RD, SUITE 102-462 LAS VEGAS, NV 89117	N/A	509(a)(1)	INSTITUTIONAL ANALYSIS WORKSHOPS	10,000
SOCIAL PHILOSOPHY AND POLICY FOUNDATION P O. BOX 938 BOWLING GREEN, OH 43402	N/A	509(a)(1)	GENERAL SUPPORT	25,000
STUDENTS FOR LIBERTY P.O BOX 17321 ARLINGTON, VA 22216	N/A	509(a)(1)	BOOK PUBLICATION PROJECT	20,000
UNIVERSIDAD FRANCISCO MARROQUIN 6A CALLE FINAL ZONA 10 GUATEMALA CITY, GUATEMALA 01010	N/A	509(a)(1) EQUIVALENT (SEE NOTE BELOW)	GENERAL SUPPORT	30,000
TOTAL GRANTS PAID DURING THE YEAR				<u>\$ 805,000</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