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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 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)

Room/suite

**3800 COLONNADE PARKWAY****430**

City or town, state or province, country, and ZIP or foreign postal code

**BIRMINGHAM, AL 35243**

G Check all that apply:

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

**\$ 81,999,409.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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	2,000,000.		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	1,194,286.	1,194,286.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,100,423.			
b	Gross sales price for all assets on line 6a	26,352,476.			
7	Capital gain net income (from Part IV, line 2)		2,100,423.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<22,274.>	<22,274.>		STATEMENT 2
12	Total. Add lines 1 through 11	5,272,435.	3,272,435.		
13	Compensation of officers, directors, trustees, etc	130,074.	0.		130,074.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	10,090.	0.		0.
b	Accounting fees STMT 4	7,193.	5,395.		0.
c	Other professional fees STMT 5	252,620.	228,397.		0.
17	Interest				
18	Taxes STMT 6	70,104.	13,197.		9,035.
19	Depreciation and depletion	317.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	8,448.	0.		0.
22	Printing and publications				
23	Other expenses STMT 7	112,464.	78,131.		13,893.
24	Total operating and administrative expenses. Add lines 13 through 23	591,310.	325,120.		153,002.
25	Contributions, gifts, grants paid	2,959,922.			2,959,922.
26	Total expenses and disbursements. Add lines 24 and 25	3,551,232.	325,120.		3,112,924.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,721,203.			
b	Net investment income (if negative, enter -0-)		2,947,315.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED OCT 01 2014

Operating and Administrative Expenses

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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
<b>Assets</b>	1 Cash - non-interest-bearing	15,138.	168,285.	168,285.
	2 Savings and temporary cash investments	6,640,395.	5,744,910.	5,744,910.
	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	33,881,852.	37,618,580.	48,186,000.
	c Investments - corporate bonds STMT 9	13,247,515.	13,169,499.	13,191,319.
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		13,213,467.	11,765,571.	14,453,702.
14 Land, buildings, and equipment: basis ▶ 5,710.				
Less: accumulated depreciation STMT 11 ▶ 517.		2,468.	5,193.	5,193.
15 Other assets (describe ▶ STATEMENT 12)		0.	250,000.	250,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		67,000,835.	68,722,038.	81,999,409.
17 Accounts payable and accrued expenses		<51.>	<51.>	
18 Grants payable				
<b>Net Assets or Fund Balances</b>	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)	<51.>	<51.>		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	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	67,000,886.	68,722,089.	
30 Total net assets or fund balances	67,000,886.	68,722,089.		
31 Total liabilities and net assets/fund balances	67,000,835.	68,722,038.		

**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	67,000,886.
2 Enter amount from Part I, line 27a	2	1,721,203.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	68,722,089.
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	68,722,089.

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

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

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 26,352,476.		24,252,053.	2,100,423.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			2,100,423.

  

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	2,100,423.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	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))
2012	3,562,781.	70,225,734.	.050733
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

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	.145018
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.029004
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	75,357,670.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	2,185,674.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	29,473.
<b>7</b> Add lines 5 and 6	<b>7</b>	2,215,147.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	3,362,924.

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)			
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	29,473.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	29,473.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	29,473.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	36,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	61,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	31,527.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 0. (2) On foundation managers. $\$$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	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? Website address ► <u>MGGOODRICHFOUNDATION.ORG</u>	13	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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013.)	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 2013?		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

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?

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

☐ Yes ☒ No

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

N/A

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

**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 13		130,074.	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 X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	70,516,905.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,988,344.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	76,505,249.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	76,505,249.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,147,579.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	75,357,670.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,767,884.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,767,884.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	29,473.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	29,473.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,738,411.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,738,411.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,738,411.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	3,112,924.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	250,000.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,362,924.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	29,473.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,333,451.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				3,738,411.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only			3,353,806.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 3,362,924.				
<b>a</b> Applied to 2012, but not more than line 2a			3,353,806.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount	0.			9,118.
<b>e</b> Remaining amount distributed out of corpus	0.			0.
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				3,729,293.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				



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

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
<b>a Paid during the year</b>				
A G GASTON BOYS & GIRLS CLUBS 2900 S PARK DR SW BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	7,000.
A+ EDUCATION PARTNERSHIP P.O. BOX 4433 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION AND ESTABLISHING CENTER FOR EDUCATION INNOVATION	291,522.
ACE MENTOR PROGRAM OF ALABAMA 109 RICHARD ARRINGTON BLVD S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
ALABAMA APPLESEED CENTER FOR LAW & JUSTICE 309 N. HULL STREET MONTGOMERY, AL 36104		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
ALABAMA ARCHIVES AND HISTORY FOUNDATION P. O. BOX 300100 MONTGOMERY, AL 36130		EXEMPT ORG	CONSTRUCTION OF THE MUSEUM OF ALABAMA	100,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 2,959,922.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes          |
|----------|--|--------------|
| <b>1</b> | 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?  |              |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |
|          | (1) Cash   | <b>1a(1)</b> |
|          | (2) Other assets   | <b>1a(2)</b> |
| <b>b</b> | Other transactions:  |              |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |
| <b>d</b> | 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. |              |

	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.

Signature of officer or trustee

Date \_\_\_\_\_

Title

**EXECUTIVE  
DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☒ self-employed

PTIN

**JAMES W. MOODY, CPA**

James W. Moody, CPA

9/11/14

P01298585

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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

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 foundationCheck 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 its Form 990-PF, Part I, line 2, 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) (2013)**

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
<u>1</u>	<u>T. MICHAEL AND GILLIAN W. GOODRICH</u> <u>3320 DELL ROAD</u> <u>BIRMINGHAM, AL 35223</u>	\$ <u>2,000,000.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Employer identification number

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

## MIKE AND GILLIAN GOODRICH FOUNDATION

**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	SYNOVUS BROKERAGE ACCOUNT	P	VARIOUS	VARIOUS
b	POWERSHARES DB US DOLLAR INDEX BULLISH FUND		VARIOUS	VARIOUS
c	ARTISAN: DYNAMIC EQUITY	P	VARIOUS	VARIOUS
d	FAM ABSOLUTE RETURN FUND	P	VARIOUS	VARIOUS
e	CORRELATION VENTURES	P	VARIOUS	VARIOUS
f	WOLF RIVER SPECIALTY OFFSHORE I LP	P	VARIOUS	VARIOUS
g	GS HEDGE FUND OPPORTUNITIES	P	VARIOUS	VARIOUS
h	GS SUNDRY	P	VARIOUS	VARIOUS
i	GS INSTITUTIONAL SHARES	P	VARIOUS	VARIOUS
j	GS US EQUITY YLD ENHANCE	P	VARIOUS	VARIOUS
k	CAPITAL GAINS DIVIDENDS			
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 22,898,891.		21,402,269.	1,496,622.
b 7.			7.
c 103,010.			103,010.
d		50,771.	<50,771.>
e 11,582.			11,582.
f 204,637.			204,637.
g 1,884,246.		1,600,000.	284,246.
h 101,270.		95,000.	6,270.
i 94,347.		100,525.	<6,178.>
j 820,371.		1,003,488.	<183,117.>
k 234,115.			234,115.
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			1,496,622.
b			7.
c			103,010.
d			<50,771.>
e			11,582.
f			204,637.
g			284,246.
h			6,270.
i			<6,178.>
j			<183,117.>
k			234,115.
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	2,100,423.
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 BALLET 2726 1ST AVE S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
ALABAMA COUNCIL ON ECONOMIC EDUCATION PO BOX 293930 BIRMINGHAM, AL 35229		EXEMPT ORG	TO SUPPORT THE ECONOMICS FOR LIFE PROGRAM	15,000.
ALABAMA ENVIRONMENTAL COUNCIL 2431 2ND AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE RENOVATION OF THE RECYCLING CENTER	25,000.
ALABAMA GIVING P.O. BOX 530727 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	400.
ALABAMA HISTORIC IRONWORKS FOUNDATION 12632 CONFEDERATE PKWY MCCALLA, AL 35111		EXEMPT ORG	TO SUPPORT TANNEHILL IRONWORKS HISTORICAL STATE PARK	10,000.
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	15,000.
ALABAMA SERVICE PROJECT 521 20TH ST N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT SAWYERVILLE DAYCAMP	5,000.
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DR MONTGOMERY, AL 36117		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
Total from continuation sheets				2,535,400.

**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	31,000.
ALYS STEPHENS CENTER 1530 3RD AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	\$6,000 SUPPORT OF ARTPLAY; \$40,000 SUPPORT OF ARTREACH PROGRAM	45,000.
AMERICA'S PROMISE ALLIANCE 1110 VERMONT AVE NW SUITE 900 WASHINGTON, DC 20005		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	100,000.
BETTER BASICS 211 SUMMIT PKWY BIRMINGHAM, AL 35209		EXEMPT ORG	SUPPORT THE READING INTERVENTION PROGRAM	70,000.
BIRMINGHAM AIDS OUTREACH 205 32ND ST S # 101 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223		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	16,500.
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 HISTORICAL SOCIETY 1 SLOSS QUARTERS BIRMINGHAM, AL 35222		EXEMPT ORG	BUILDING IMPROVMENTS AT ONE SLOSS QUARTERS	12,000.
BIRMINGHAM LANDMARKS INC 1817 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	RESTORATION OF THE LYRIC THEATER	50,000.
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 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	2,000.
BIRMINGHAM PUBLIC LIBRARY FOUNDATION 2100 PARK PLACE BIRMINGHAM, AL 35203		EXEMPT ORG	PURCHASE OF EARLY LITERACY COMPUTERS	10,000.
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	250,000.
BOSTON UNIVERSITY 595 COMMONWEALTH AVE, STE 700 BOSTON, MA 02215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BREAKTHROUGH COLLABORATIVE 545 SANSOME STREET SUITE 700 SAN FRANCISCO, CA 94111		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	40,000.
CAHABA RIVER SOCIETY 2717 7TH AVE S #205 BIRMINGHAM, AL 35233		EXEMPT ORG	SUPPORT SHANE HULSEY CLEAN ENVIRONMENTAL SCIENCE EDUCATION PROGRAM	25,000.
CHILDCARE RESOURCES 1904 1ST AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT TRAINING PROGRAMS FOR CHILDCARE PROVIDERS	15,000.
CHILDREN'S AID SOCIETY 2141 14TH AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT HOME AT LAST CAMPAIGN	50,000.
CHILDREN'S DANCE FOUNDATION 1715 27TH COURT SOUTH BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
CHILDREN'S HOSPITAL FOUNDATION 1600 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLLEGE ADMISSIONS MADE POSSIBLE 507 OAK TRACE CIR HOOVER, AL 35244		EXEMPT ORG	SUPPORT SUMTER COUNTY PROGRAM	35,000.
COMMUNITY FOUNDATION OF GREATER BIRMINGHAM 2100 FIRST AVENUE NORTH, SUITE 700 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT "ROADS TO RECOVERY"	51,334.
COOSA RIVERKEEPER P.O. BOX 373 RIVERSIDE, AL 35135		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,000.
CORNERSTONE SCHOOL 135 54TH STREET NORTH BIRMINGHAM, AL 35212		EXEMPT ORG	TO PURCHASE PROPERTY FOR AN ATHLETIC FIELD FOR THE SCHOOL	10,000.
CORPS MEMBER EDUCATION FOUNDATION 1481 WINDING HOLLOW LANE MEQUON, WI 53092		EXEMPT ORG	SUPPORT HIGHER ACHIEVEMENT SUMMER SCHOOL	5,000.
CULTURAL ALLIANCE OF GREATER BIRMINGHAM P. O. BOX 292305 BIRMINGHAM, AL 35229		EXEMPT ORG	PROVIDE ARTISTS AS EDUCATORS TO LOCAL SCHOOLS	5,000.
ENTREPRENEURIAL VENTURES EDUCATION INC 1001 MARINA DR APT 410 QUINCY, MA 02171		EXEMPT ORG	SUPPORT SUMMER ADVANTAGE PROGRAM	35,000.
EQUALITY ALABAMA PO BOX 13733 BIRMINGHAM, AL 35202		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
FIREHOUSE SHELTER 1501 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
FOUNDATIONS EARLY LEARNING & FAMILY CENTER PO BOX 131092 BIRMINGHAM, AL 35213		EXEMPT ORG	SUPPORT OF PRE-K CLASSROOM IN FAIRFIELD	15,000.
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
GIRLS INC OF CENTRAL ALABAMA 5201 8TH AVENUE BIRMINGHAM, AL 35213		EXEMPT ORG	SUPPORT AFTER SCHOOL AND SUMMER PROGRAMS	20,000.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET PORTLAND, OR 97205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
GREATER ALABAMA COUNCIL P. O. BOX 43307 BIRMINGHAM, AL 35243		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
GROWING KINGS, INC. PO BOX 291 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
HAND IN PAW 1912 14TH AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT THE "SIT, STAY, READ" PROGRAM	5,000.
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
IMPACT FAMILY COUNSELING 1000 24TH ST S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT OF MENTORING SERVICES	5,000.
INDIAN SPRINGS SCHOOL 190 WOODWARD DR INDIAN SPRINGS VILLAGE, AL 35124		EXEMPT ORG	SUPPORT OF CAPITAL CAMPAIGN	7,000.
INNOVATION DEPOT 1500 1ST AVE N #31 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT INCREASED TRAINING AND CONSULTING SERVICES	15,000.
JEFFERSON COUNTY SCHOOLS FOUNDATION 2100 SOUTH 18TH STREET BIRMINGHAM, AL 35209		EXEMPT ORG	SUPPORT STELLAR TEACHING PROGRAM	50,000.
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
JONES VALLEY URBAN FARM 701 25TH STREET NORTH BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	204,000.
LEARNING VILLAGE 4616 TERRACE R BIRMINGHAM, AL 35208		EXEMPT ORG	SUPPORT 2014 SUMMER LEARNING PROGRAM	5,000.
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.
LOW INCOME HOUSING COALITION OF ALABAMA 1016 19TH STREET S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
MAIN STREET BIRMINGHAM, INC. P. O. BOX 320637 BIRMINGHAM, AL 35232		EXEMPT ORG	TO HIRE STAFF PERSON TO CONCENTRATE ON WOODLAWN ECONOMIC DEVELOPMENT	37,500.
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE CHILDREN'S MUSEUM	260,000.
NATURE CONSERVANCY OF ALABAMA 2100 1ST AVENUE N. STE 500 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	22,000.
NEW RISING STAR MISSIONARY BAPTIST CHURCH 7400 LONDON AVE BIRMINGHAM, AL 35206		EXEMPT ORG	SUPPORT SUMMER LEARNING PROGRAM	5,000.
OPERA BIRMINGHAM 3601 6TH AVENUE SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	TO HELP UNDERWRITE THE COST OF NEW SETS	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
OUR MIMS RETIREMENT HAVEN 2810 MILLERSBURG RD PARIS, KY 40361		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
PFLAG BIRMINGHAM 4300 HAMPTON HEIGHTS DRIVE BIRMINGHAM, AL 35215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
PRESCHOOL PARTNERS FOUNDATION 3736 MONTROSE ROAD BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
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	55,749.
REAL LIFE POETS 445 18TH AVE NW BIRMINGHAM, AL 35215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
RED MOUNTAIN PARK FUND BOARD 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT DEVELOPMENT OF RED MOUNTAIN PARK	128,333.
RED MOUNTAIN THEATRE COMPANY 3028 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
REV BIRMINGHAM 505 20TH ST N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT STAFF POSITION	30,000.
RUFFNER MOUNTAIN NATURE PRESERVE 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	3,084.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAFE HOUSE OF SHELBY COUNTY P.O. BOX 275 PELHAM, AL 35124		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
SALVATION ARMY - BIRMINGHAM 2410 8TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 BIRMINGHAM, AL 30303		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	4,500.
SOUTHERN ENVIRONMENTAL LAW CENTER 2829 2ND AVENUE SOUTH, STE 282 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,000.
SPACE ONE ELEVEN 2409 SECOND AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
ST. TIMOTHY'S SCHOOL 8400 GREENSPRING AVENUE STEVENSON, MD 21153		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
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	8,000.
TEACH FOR AMERICA OF ALABAMA 217 WASHINGTON STREET MARION, AL 36756		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	100,000.
TRIUMPH SERVICES 1025 23RD STREET SOUTH, SUITE 300 BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY OF CENTRAL ALABAMA 3600 8TH AVENUE SOUTH, STE 501 BIRMINGHAM, AL 35232		EXEMPT ORG	SUPPORT SUCCESS BY SIX PROGRAM	15,000.
UNIVERSITY OF ALABAMA SCHOOL OF LAW P. O. BOX 870382 TUSCALOOSA, AL 35847		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
URBAN MINISTRY, INC. 1229 COTTON AVE. SW BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT URBAN KIDS SUMMER LEARNING PROGRAM	10,000.
VIRGINIA SAMFORD THEATRE 1116 26TH STREET SOUTH BIRMINGHAM, AL 35205		EXEMPT ORG	TO REPLACE THEATRE SEATS	10,000.
VOICES FOR ALABAMA'S CHILDREN P. O. BOX 4576 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
WOMENS FUND OF GREATER BIRMINGHAM 2201 5TH AVENUE SOUTH, SUITE 110 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
YOUTHSERVE P. O. BOX 530334 BIRMINGHAM, AL 35253		EXEMPT ORG	TO ASSIST WITH OPERATING EXPENSES AND SUPPORT OF ORGANIZATION	20,000.
YWCA OF CENTRAL ALABAMA 309 NORTH 23RD STREET BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE FAMILY RESOURCE CENTER AND OPERATIONS	76,500.
<b>Total from continuation sheets</b>				

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	1,428,401.	234,115.	1,194,286.	1,194,286.	
TO PART I, LINE 4	1,428,401.	234,115.	1,194,286.	1,194,286.	

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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	<105,796.>	<105,796.>	
POWERSHARES DB US DOLLAR INDEX			
BULLISH FUND	66,204.	66,204.	
ARTISAN: DYNAMIC EQUITY	17,318.	17,318.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<22,274.>	<22,274.>	

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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	10,090.	0.		0.
TO FM 990-PF, PG 1, LN 16A	10,090.	0.		0.

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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	7,193.	5,395.		0.	
TO FORM 990-PF, PG 1, LN 16B	7,193.	5,395.		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	24,223.	0.		0.	
INVESTMENT FEES - GS	0.	0.		0.	
INVESTMENT ADVISORY FEES - FAM	228,397.	228,397.		0.	
TO FORM 990-PF, PG 1, LN 16C	252,620.	228,397.		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	47,392.	0.		0.	
FOREIGN TAXES PAID	13,197.	13,197.		0.	
OTHER TAXES	480.	0.		0.	
PAYROLL TAXES	9,035.	0.		9,035.	
TO FORM 990-PF, PG 1, LN 18	70,104.	13,197.		9,035.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS FROM INVESTMENTS	71,208.	71,208.		0.
FOREIGN TAX CONVERSION FEES	6,923.	6,923.		0.
PROGRAM RELATED EXPENSES	13,893.	0.		13,893.
OTHER OFFICE EXPENSES	19,479.	0.		0.
OTHER PASSTHROUGH EXPENSES	961.	0.		0.
TO FORM 990-PF, PG 1, LN 23	112,464.	78,131.		13,893.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES	37,618,580.	48,186,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,618,580.	48,186,000.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME INVESTMENTS	13,169,499.	13,191,319.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,169,499.	13,191,319.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS, CLOSELY HELD, AND OTHER INVESTMENTS	FMV	11,765,571.	14,453,702.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,765,571.	14,453,702.

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FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	5,710.	517.	5,193.
TOTAL TO FM 990-PF, PART II, LN 14	5,710.	517.	5,193.

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FORM 990-PF	OTHER ASSETS	STATEMENT	12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT - MSB-WU NOTE	0.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	0.	250,000.	250,000.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 13  
    TRUSTEES AND FOUNDATION MANAGERS

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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 2820 SHOOK HILL ROAD 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 2809 DAUPHINE STREET 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	130,074.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		130,074.	0.	0.

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FORM 990-PF                      PART XV - LINE 1A                      STATEMENT 14  
    LIST OF FOUNDATION MANAGERS

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## NAME OF MANAGER

T. MICHAEL GOODRICH  
 GILLIAN W. GOODRICH

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL BUTLER  
3800 COLONNADE PARKWAY, SUITE 430  
BIRMINGHAM, AL 35243

TELEPHONE NUMBER

205-259-2060

FORM AND CONTENT OF APPLICATIONS

PLEASE CONTACT THE FOUNDATION FOR INFORMATION ON HOW TO SUBMIT A GRANT REQUEST

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS