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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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 05-01-2013 , and ending 04-30-2014

Name of foundation PIERRE F AND ENID GOODRICH FOUNDATION		A Employer identification number 35-6056960	
% MS SANDRA J SCHALLER		B Telephone number (see instructions) (317) 842-0880	
Number and street (or P O box number if mail is not delivered to street address) 8335 ALLISON POINTE TRAIL Suite 300		C If exemption application is pending, check here ☐	
City or town, state or province, country, and ZIP or foreign postal code INDIANAPOLIS, IN 46250		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 22,921,788		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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5	5		
	4 Dividends and interest from securities.	484,133	484,133		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,047,953			
	b Gross sales price for all assets on line 6a 20,475,908				
	7 Capital gain net income (from Part IV, line 2) . . .		3,047,953		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,532,091	3,532,091		
	13 Compensation of officers, directors, trustees, etc	66,386	83		66,303
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,980	6		4,974
	16a Legal fees (attach schedule)	722	1	0	721
	b Accounting fees (attach schedule)	19,650	25	0	19,625
	c Other professional fees (attach schedule)	80,280	65,676		14,604
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	36,700			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	7,501	92		7,409
	21 Travel, conferences, and meetings	1,739	2		1,737
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,593	17		28,576
	24 Total operating and administrative expenses. Add lines 13 through 23	246,551	65,902	0	143,949
	25 Contributions, gifts, grants paid	825,000			825,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,071,551	65,902	0	968,949
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,460,540			
	b Net investment income (if negative, enter -0-)		3,466,189		
	c Adjusted net income (if negative, enter -0-)				

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	179,172	522,528	520,874
	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			
	10a	Investments—U S and state government obligations (attach schedule)	1,304,101	 1,249,201	1,254,790
	b	Investments—corporate stock (attach schedule)	12,204,360	 14,679,782	17,328,374
	c	Investments—corporate bonds (attach schedule).	2,962,704	 2,913,292	2,965,209
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,093,314	 839,388	852,541
	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)	17,743,651	20,204,191	22,921,788	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	17,743,651	20,204,191	
	30	Total net assets or fund balances (see page 17 of the instructions)	17,743,651	20,204,191	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,743,651	20,204,191		

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 17,743,651
2	Enter amount from Part I, line 27a	2 2,460,540
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 20,204,191
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 20,204,191

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)
1 a	PUBLICLY TRADED SECURITIES	P		
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 20,475,908		17,427,955	3,047,953
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			3,047,953
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	3,047,953
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	

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 page 18 of 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	961,022	19,655,949	0 048892
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 05959

2 Total of line 1, column (d).	2	0 24358
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 048716
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	21,911,546
5 Multiply line 4 by line 3.	5	1,067,443
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	34,662
7 Add lines 5 and 6.	7	1,102,105
8 Enter qualifying distributions from Part XII, line 4.	8	968,949

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 page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	69,324
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	69,324
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	69,324
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	70,044
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	70,044
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	627
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	93
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 93 Refunded ☐	11	

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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
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>	7	Yes	
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 General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  MS SANDRA J SCHALLER Telephone no  (317) 842-0880 Located at  8335 ALLISON PT TRAIL SUITE 300 INDIANAPOLIS IN ZIP +4  46250			
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			
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 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	No No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
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		No
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?.  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.  Yes  No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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

No

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?

YesNo

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?

YesNo

b

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

6b

No

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

7a

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

YesNo

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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

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

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	22,238,005
b	Average of monthly cash balances.	1b	7,219
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,245,224
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	0
3	Subtract line 2 from line 1d.	3	22,245,224
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	333,678
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,911,546
6	Minimum investment return. Enter 5% of line 5.	6	1,095,577

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	1,095,577
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	69,324
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	69,324
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,026,253
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,026,253
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	1,026,253

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	968,949
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	968,949
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	968,949
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
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 2011 , 2010 , 2009			
3		Excess distributions carryover, if any, to 2013			
a	From 2008.				
b	From 2009.				
c	From 2010.				
d	From 2011.				
e	From 2012.				
f		10,206			
4		Qualifying distributions for 2013 from Part XII, line 4 \$ 968,949			
a		Applied to 2012, 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 2013 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2013			
		(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			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.			
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 2008 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a	Excess from 2009.				
b	Excess from 2010.				
c	Excess from 2011.				
d	Excess from 2012.				
e	Excess from 2013.				

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

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))

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.

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

THE PIERRE F AND ENID GOODRICH FOUNDATION WILL PROVIDE A FORM ENTITLED "GRANT APPLICATION" TO THOSE ORGANIZATIONS OR PERSONS REQUESTING CONSIDERATION FOR GRANT. APPLICANTS MUST INCLUDE THE GRANT APPLICATION FORM, STATUS CONFIRMATION FORM, CERTIFICATION OF FOUNDATION OR PUBLIC CHARITY STATUS, AND A DESCRIPTION OF PURPOSES AND ACTIVITIES TO BE CONSIDERED FOR A GRANT.

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	825,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
RUTH E CONNOLLY 	DIRECTOR 3 0	0	0	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
RICHARD W DUESENBERG 	DIRECTOR 3 0	0	0	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
HELEN W GARLOTTE 	DIRECTOR 3 0	0	0	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
EMILIO J PACHECO 	DIRECTOR AND PRESIDENT 5 0	24,888	5,219	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
T ALAN RUSSELL 	DIRECTOR AND CHAIRMAN 5 0	12,729	121	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
SANDRA J SCHALLER 	CORP SECRETARY & CONTROLLER 5 0	6,273	1,868	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
JO ANNE W SHEPLER 	ASSISTANT SECRETARY 3 0	0	0	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				
CHRIS L TALLEY 	DIRECTOR AND TREASURER 5 0	12,729	2,558	0
8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACTON INSTITUTE 98 E FULTON STREET GRAND RAPIDS,MI 49503	NONE	PC	GENERAL SUPPORT	30,000
ASSOCIATION OF PRIVATE ENTERPRISE EDUCATION 313 FLETCHER HALL DEPT 6106 615 MCCALLIE AVENUE CHATTANOOGA,TN 37403	NONE	PC	GENERAL SUPPORT	15,000
ATLAS ECONOMIC RESEARCH FOUNDATION 1201 L STREET NW SUITE 200 WASHINGTON,DC 20005	NONE	PC	GENERAL SUPPORT	20,000
AUSTRIAN ECONOMICS CENTER JASOMIRGOTTSTRASSE 3/11 1010 WIEN AU	NONE	PC	GENERAL SUPPORT - SEE FOOTNOTE	30,000
THE BASTIAT SOCIETY 180 SPRING STREET CHARLESTON,SC 29403	NONE	PF	SUPPORT CONFERENCES AND OPEN FORUMS	25,000
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE ROAD SUITE 200 ARLINGTON,VA 22203	NONE	PC	GENERAL SUPPORT	30,000
BROWN UNIVERSITY POLITICAL THEORY PROJECT PO BOX 2005 PROVIDENCE,RI 02912	NONE	PC	GENERAL SUPPORT	10,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20001	NONE	PC	GENERAL SUPPORT	30,000
THE CEDICE FOUNDATION C/O ATLAS ECONOMIC RESEARCH FND 1201 L STREET NW 2ND FLOOR WASHINGTON,DC 20005	NONE	PC	GENERAL SUPPORT	15,000
CLAREMONT INSTITUTE 937 WEST FOOTHILL BLVD SUITE E CLAREMONT,CA 91711	NONE	PC	GENERAL SUPPORT	25,000
CONSTITUTING AMERICA PO BOX 1988 COLLEYVILLE,TX 76034	NONE	PC	GENERAL SUPPORT	40,000
DUKE UNIVERSITY OFFICE OF RESEARCH SUPPORT 2200 W MAIN STREET SUITE 710 DURHAM,NC 277054677	NONE	PC	HAYEK WORKS PROJECT	20,000
FEDERALIST SOCIETY FOR LAW & PUBLIC POLICY STUDIES 1015 18TH STREET NW SUITE 425 WASHINGTON,DC 20036	NONE	PC	GENERAL SUPPORT	30,000
FOUNDATION FOR ECONOMIC EDUCATION 260 PEACHTREE STREET NW 2200 ATLANTA,GA 30303	NONE	PC	GENERAL SUPPORT	25,000
FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION 601 WALNUT STREET SUITE 510E PHILADELPHIA,PA 19106	NONE	PC	GENERAL SUPPORT	10,000
Total  3a				825,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD SUITE B DAVIS,CA 95616	NONE	PC	GENERAL SUPPORT	20,000
FRASER INSTITUTE 1770 BURRARD STREET 4TH FLOOR VANCOUVER,BC V6J 3G7 CA	NONE	PC	GENERAL SUPPORT	15,000
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON,DC 20009	NONE	PC	GENERAL SUPPORT	30,000
GEORGE MASON UNIVERSITY FOUNDATION CENTER FOR STUDY OF PUBLIC CHOICE 4400 UNIVERSITY DRIVE MSN 1A3 FAIRFAX,VA 22030	NONE	PC	GENERAL SUPPORT	15,000
GEORGE MASON UNIVERSITY FOUNDATION LAW ECONOMICS CENTER 3301 FAIRFAX DRIVE ARLINGTON,VA 22201	NONE	PC	GENERAL SUPPORT	25,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON,DC 200024999	NONE	PC	GENERAL SUPPORT	20,000
HILLSDALE COLLEGE CENTER FOR TEACHER EXCELLENCE 33 EAST COLLEGE STREET HILLSDALE,MI 49242	NONE	PC	GENERAL SUPPORT	20,000
THE INDEPENDENT INSTITUTE 100 SWAN WAY SUITE 200 OAKLAND,CA 94621	NONE	PC	GENERAL SUPPORT	15,000
INDIANA BAR FOUNDATION 615 N ALABAMA SUITE 122 INDIANAPOLIS,IN 46204	NONE	PC	GENERAL SUPPORT	10,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MSN 1C5 ARLINGTON,VA 22201	NONE	PC	GENERAL SUPPORT	30,000
INSTITUTE OF ECONOMIC AFFAIRS 2 LORD NORTH STREET LONDON SW1P 3LB UK	NONE	PC	GENERAL SUPPORT - SEE FOOTNOTE	20,000
INTERCOLLEGIATE STUDIES INSTITUTE INC 3901 CENTERVILLE ROAD WILMINGTON,DE 198070431	NONE	PC	GENERAL SUPPORT	35,000
MANHATTAN INSTITUTE FOR POLICY RESEARCH 52 VANDERBILT AVENUE NEW YORK,NY 10017	NONE	PC	GENERAL SUPPORT	20,000
MERCATUS CENTER 3434 WASHINGTON BLVD 4TH FLOOR ARLINGTON,VA 22201	NONE	PC	GENERAL SUPPORT	15,000
MONT PELERIN SOCIETY PO BOX 7031 ALEXANDRIA,VA 22307	NONE	PC	GENERAL SUPPORT	35,000
Total 3a				825,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL CENTER FOR POLICY ANALYSIS PO BOX 741175 DALLAS,TX 753741175	NONE	PC	GENERAL SUPPORT	20,000
PHILADELPHIA SOCIETY 11620 RUTAN CIRCLE JEROME,MI 492499530	NONE	PC	GENERAL SUPPORT	10,000
PROPERTY AND ENVIRONMENT RESEARCH CENTER 2048 ANALYSIS DRIVE SUITE A BOZEMAN,MT 59718	NONE	PC	GENERAL SUPPORT	30,000
THE REMNANT TRUST INC 1101 PARK AVENUE WINONA LAKE,IN 46590	NONE	PC	GENERAL SUPPORT	20,000
RONALD COASE INSTITUTE 2733 E BATTLEFIELD ROAD 318 SPRINGFIELD,MO 65804	NONE	PC	GENERAL SUPPORT	10,000
SOCIAL PHILOSOPHY AND POLICY FOUNDATION PO BOX 938 BOWLING GREEN,OH 43402	NONE	PC	GENERAL SUPPORT	25,000
UNIVERSIDAD FRANCISCO MARROQUIN 6A CALLE FINAL ZONA 10 GUATEMALA CITY 01010 GT	NONE	PC	GENERAL SUPPORT - SEE FOOTNOTE	30,000
Total  3a				825,000

TY 2013 Accounting Fees Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX PREPARATION FEES	19,650	25		19,625

TY 2013 Compensation Explanation

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Person Name	Explanation
CHRIS L TALLEY	NOTE: FOR INDIVIDUALS LISTED IN THIS SECTION 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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Expenditure Responsibility Statement

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
BASTIAT SOCIETY	180 SPRING STREET CHARLESTON, SC 29403	2014-04-09	25,000	SUPPORT CONFERENCES AND OPEN FORUMS		NO			THE ORGANIZATION HAS BEEN GIVEN UNTIL 03/15/2015 TO PROVIDE THE VERIFICATION REPORT ON HOW THE GRANT FUNDS WERE USED UPON FILING THIS RETURN, THE PIERRE F AND ENID GOODRICH FOUNDATION HAS NOT RECEIVED A VERIFICATION REPORT

**TY 2013 Investments Corporate
Bonds Schedule**

Name: PIERRE F AND ENID GOODRICH FOUNDATION
EIN: 35-6056960

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	2,913,292	2,965,209

**TY 2013 Investments Corporate
Stock Schedule**

Name: PIERRE F AND ENID GOODRICH FOUNDATION
EIN: 35-6056960

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	14,679,782	17,328,374

TY 2013 Investments Government Obligations Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

US Government Securities - End of

Year Book Value:

1,249,201

US Government Securities - End of

Year Fair Market Value:

1,254,790

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

TY 2013 Investments - Other Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MOTGAGE BACKED AND OTHER ASSET	AT COST	839,388	852,541
BACKED SECURITIES			

TY 2013 Land, Etc. Schedule**Name:** PIERRE F AND ENID GOODRICH FOUNDATION**EIN:** 35-6056960

TY 2013 Legal Fees Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	722	1		721

TY 2013 Other Expenses Schedule**Name:** PIERRE F AND ENID GOODRICH FOUNDATION**EIN:** 35-6056960

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EDUCATIONAL PROGRAMS	14,750			14,750
INSURANCE - BUSINESS	12,868	16		12,852
MISCELLANEOUS	975	1		974

TY 2013 Other Professional Fees Schedule**Name:** PIERRE F AND ENID GOODRICH FOUNDATION**EIN:** 35-6056960

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	65,658	65,658		
OTHER PROFESSIONAL FEES	14,622	18		14,604

TY 2013 Taxes Schedule

Name: PIERRE F AND ENID GOODRICH FOUNDATION

EIN: 35-6056960

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	36,700			

TY 2013
TransfersFrmControlledEntities

Name: PIERRE F AND ENID GOODRICH FOUNDATION
EIN: 35-6056960

Name	US / Foreign Address	EIN	Description	Amount
THE WINCHESTER FOUNDATION	8335 ALLISON POINTE TRAIL INDIANAPOLIS, IN 46250	23-7422941	THERE ARE NO TRANSFERS TO REPORT	0
Total				0