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EXTENDED TO NOVEMBER 16, 2015

## Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>MIKE AND GILLIAN GOODRICH FOUNDATION</b>		A Employer identification number <b>26-3587489</b>
Number and street (or P O box number if mail is not delivered to street address) <b>3800 COLONNADE PARKWAY</b>	Room/suite <b>430</b>	B Telephone number <b>205-259-2060</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BIRMINGHAM, AL 35243</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>82,288,208.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	0.		N/A	
	2 Check <input checked="" 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	1,244,292.	1,244,292.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,225,569.			
	b Gross sales price for all assets on line 6a	56,885,232.			
	7 Capital gain net income (from Part IV, line 2)		5,225,569.		
	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	36,102.	36,102.		STATEMENT 2	
12 Total. Add lines 1 through 11	6,505,963.	6,505,963.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	137,494.			137,494.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,480.	0.		2,480.
	16a Legal fees STMT 3	791.	0.		0.
	b Accounting fees STMT 4	8,512.	6,384.		0.
	c Other professional fees STMT 5	298,798.	278,258.		0.
	17 Interest				
	18 Taxes STMT 6	46,991.	12,371.		9,247.
	19 Depreciation and depletion	875.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	10,605.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 7	107,285.	79,616.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	613,831.	376,629.		149,221.
	25 Contributions, gifts, grants paid	3,689,718.			3,689,718.
26 Total expenses and disbursements. Add lines 24 and 25	4,303,549.	376,629.		3,838,939.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,202,414.				
b Net investment income (if negative, enter -0-)		6,129,334.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	168,285.	517,005.	517,005.
	2 Savings and temporary cash investments	5,744,910.	1,836,340.	1,836,340.
	3 Accounts receivable ▶ 25.		25.	25.
	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 10	37,618,580.	33,155,235.	33,155,235.
	c Investments - corporate bonds	13,169,499.		
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	11,765,571.	46,525,286.	46,525,286.
	14 Land, buildings, and equipment: basis ▶ 5,710.			
	Less accumulated depreciation STMT 12 ▶ 1,393.	5,193.	4,317.	4,317.
	15 Other assets (describe ▶ STATEMENT 13)	250,000.	250,000.	250,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	68,722,038.	82,288,208.	82,288,208.
	17 Accounts payable and accrued expenses	<51.>		
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.>	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	68,722,089.	82,288,208.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
	30 Total net assets or fund balances	68,722,089.	82,288,208.	
	31 Total liabilities and net assets/fund balances	68,722,038.	82,288,208.	

## 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	68,722,089.
2	Enter amount from Part I, line 27a	2	2,202,414.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	13,104,688.
4	Add lines 1, 2, and 3	4	84,029,191.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,740,983.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	82,288,208.

**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> 56,885,232.		51,659,663.	5,225,569.

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>			5,225,569.

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	5,225,569.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	3,333,451.	75,357,670.	.044235
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

2 Total of line 1, column (d)	2	.189253
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	.037851
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	80,519,645.
5 Multiply line 4 by line 3	5	3,047,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61,293.
7 Add lines 5 and 6	7	3,109,042.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,838,939.

**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	61,293.
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	0.
3 Add lines 1 and 2		3	61,293.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	61,293.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	31,527.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	70,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	101,527.	
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	40,234.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 40,234. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 2014, 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 FinCEN Form 114, (formerly 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 2014?		1c
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 2014 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 2014)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2014?		4b

**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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		137,494.	2,480.	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

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**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>	77,832,983.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,912,849.
<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>	81,745,832.
<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>	81,745,832.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,226,187.
<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>	80,519,645.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,025,982.

**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>	4,025,982.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	61,293.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	61,293.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,964,689.
<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>	3,964,689.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,964,689.

**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>	3,838,939.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<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>	3,838,939.
<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>	61,293.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	3,777,646.

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				3,964,689.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			3,729,293.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 3,838,939.				
<b>a</b> Applied to 2013, but not more than line 2a			3,729,293.	
<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 2014 distributable amount				109,646.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				3,855,043.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2014)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A+ EDUCATION PARTNERSHIP P.O. BOX 4433 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION AND ESTABLISHING CENTER FOR EDUCATION INNOVATION	559,125.
ACCION TEXAS INC. 2014 S. HACKBERRY STREET SAN ANTONIA, TX 78210		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	<27,534.>
ALABAMA APPLESEED CENTER FOR LAW & JUSTICE 309 N. HULL STREET MONTGOMERY, AL 36104		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
ALABAMA ARCHIVES AND HISTORY FOUNDATION P. O. BOX 300100 MONTGOMERY, AL 36130		EXEMPT ORG	CONSTRUCTION OF THE MUSEUM OF ALABAMA	100,000.
ALABAMA BALLET 2726 1ST AVE S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	3,689,718.
b Approved for future payment				
NONE				
Total			▶ 3b	0.



## Part XVII

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

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <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> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</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. |              |          |

[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

of which preparer has any  
**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 ☒ if  
self-employed

PTIN

JAMES W. MOODY, CPA

James W. Moody, CPA  
& COMPANY, LLP

10/14/15

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

**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	ARTISAN: DYNAMIC EQUITY	P	VARIOUS	VARIOUS
c	CORRELATION VENTURES	P	VARIOUS	VARIOUS
d	COLONY DISTRESSED CREDIT	P	VARIOUS	VARIOUS
e	GS SUNDRY	P	VARIOUS	VARIOUS
f	GS INSTITUTIONAL SHARES	P	VARIOUS	VARIOUS
g	GS US EQUITY YLD ENHANCE	P	VARIOUS	VARIOUS
h	WOLF RIVER SPECIALTY OFFSHORE	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 55,283,744.		50,304,084.	4,979,660.
b 75,035.			75,035.
c 141.			141.
d 432.			432.
e 1,058,154.		918,108.	140,046.
f 389,999.		394,365.	<4,366.>
g		43,106.	<43,106.>
h 4,233.			4,233.
i 73,494.			73,494.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,979,660.
b			75,035.
c			141.
d			432.
e			140,046.
f			<4,366.>
g			<43,106.>
h			4,233.
i			73,494.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	5,225,569.
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 COUNCIL ON ECONOMIC EDUCATION PO BOX 293930 BIRMINGHAM, AL 35229		EXEMPT ORG	TO SUPPORT THE ECONOMICS FOR LIFE PROGRAM	15,000.
ALABAMA GIVING P.O. BOX 530727 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,411.
ALABAMA HISTORIC IRONWORKS FOUNDATION 12632 CONFEDERATE PKWY MCCALLA, AL 35111		EXEMPT ORG	TO SUPPORT TANNEHILL IRONWORKS HISTORICAL STATE PARK	5,000.
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY #101 BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT SUPER EMERGING SCHOLARS PROGRAM	15,000.
ALABAMA POVERTY PROJECT PO BOX 55058 BIRMINGHAM, AL 35255		EXEMPT ORG	SUPPORT BLUEPRINTS COLLEGE ACCESS INITIATIVE	20,000.
ALABAMA SERVICE PROJECT 521 20TH ST N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT SAWYERVILLE DAYCAMP	10,000.
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DR MONTGOMERY, AL 36117		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
ALABAMA SYMPHONY ORCHESTRA 3621 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
ALTAMONT SCHOOL 4801 ALTAMONT ROAD SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	4,000.
ALYS STEPHENS CENTER 1530 3RD AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	\$6,000 SUPPORT OF ARTPLAY; \$40,000 SUPPORT OF ARTREACH PROGRAM	60,000.
Total from continuation sheets				2,988,127.



**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
AMERICA'S PROMISE ALLIANCE 1110 VERMONT AVE NW SUITE 900 WASHINGTON, DC 20005		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	100,000.
AMERICAN ACADEMY OF PEDIATRICS 141 NORTHWEST POINT BOULEVARD ELK GROVE VILLAGE, IL 60007		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
AMERICAN RED CROSS 114 22ND ST S BRIMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
BETHEL ENSLEY ACTION TASK INC 1517 AVENUE D BIRMINGHAM, AL 35218		EXEMPT ORG	SUPPORT EXPANSION OF COUNSELING STAFF AND REPLACEMENT OF PARK EQUIPMENT	10,000.
BETTER BASICS 211 SUMMIT PKWY BIRMINGHAM, AL 35209		EXEMPT ORG	SUPPORT THE READING INTERVENTION PROGRAM	73,750.
BIG BROTHERS BIG SISTERS OF GREATER BIRMINGHAM 1901 14TH AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT IMPLEMENTATION OF MENTORING PROGRAM AT HAYES SCHOOL	50,000.
BIRMINGHAM AIDS OUTREACH 205 32ND ST S # 101 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	17,500.
BIRMINGHAM CHILDREN'S THEATRE P.O. BOX 1362 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
BIRMINGHAM HOLOCAUST EDUCATION CENTER PO BOX 130805 BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	10,000.
<b>Total from continuation sheets</b>				

**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 LANDMARKS INC 1817 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	RESTORATION OF THE LYRIC THEATER	50,000.
BIRMINGHAM MUSEUM OF FINE ARTS 2000 8TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	38,000.
BIRMINGHAM PUBLIC LIBRARY FOUNDATION 2100 PARK PLACE BIRMINGHAM, AL 35203		EXEMPT ORG	PURCHASE OF EARLY LITERACY COMPUTERS	10,000.
BLACK WARRIOR RIVERKEEPER 710 37TH ST S BIRMINGHAM, AL 35222		EXEMPT ORG	SUPPORT RIVERKEEPER PATROL PROGRAM	2,000.
BOSTON UNIVERSITY 595 COMMONWEALTH AVE, STE 700 BOSTON, MA 02215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BOYS & GIRLS CLUB OF CENTRAL ALABAMA PO BOX 10391 BIRMINGHAM, AL 35202		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	5,000.
BREAKTHROUGH COLLABORATIVE 545 SANSOME STREET SUITE 700 SAN FRANCISCO, CA 94111		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
BRIDGE BUILDERS ALABAMA 1125 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106		EXEMPT ORG	SUPPORT YOUTH LEADERSHIP DEVELOPMENT PROGRAM	25,000.
CAHABA FOUNDATION PO BOX 465 SELMA, AL 36702		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	15,000.
CHILDCARE RESOURCES 1904 1ST AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT TRAINING PROGRAMS FOR CHILDCARE PROVIDERS	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
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.
COMMUNITY FOUNDATION OF GREATER BIRMINGHAM 2100 FIRST AVENUE NORTH, SUITE 700 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT "ROADS TO RECOVERY"	5,000.
COOSA RIVERKEEPER P.O. BOX 373 RIVERSIDE, AL 35135		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
CULTURAL ALLIANCE OF GREATER BIRMINGHAM P. O. BOX 292305 BIRMINGHAM, AL 35229		EXEMPT ORG	PROVIDE ARTISTS AS EDUCATORS TO LOCAL SCHOOLS	115,000.
DESERT ISLAND SUPPLY CO 5500 1ST AVE N BIRMINGHAM, AL 35212		EXEMPT ORG	TO COMPLETE THE BUILD-OUT OF ORGANIZATION'S LOCATION	18,000.
ENTREPRENEURIAL VENTURES EDUCATION INC 1001 MARINA DR APT 410 QUINCY, MA 02171		EXEMPT ORG	SUPPORT SUMMER ADVANTAGE PROGRAM	20,000.
FEDERATION OF CHILDCARE CENTERS OF AL 3703N ROSA L PARKS AVE MONTGOMERY, AL 36105		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	10,000.
FIREHOUSE SHELTER 1501 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
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
FIRST LIGHT 2230 4TH 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	5,000.
FRESHWATER LAND TRUST 2308 FIRST AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	17,000.
GATEWAY 1401 20TH ST S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	51,000.
GIRL SCOUTS OF NORTH CENTRAL AL 105 HEATHERBROOKE PARK HILL DR BIRMINGHAM, AL 35242		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	10,000.
GIRLS INC OF CENTRAL ALABAMA 5201 8TH AVENUE BIRMINGHAM, AL 35213		EXEMPT ORG	SUPPORT AFTER SCHOOL AND SUMMER PROGRAMS	5,000.
GREATER SHILOH BAPTIST CHURCH 2135 JEFFERSON AVE SW BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	2,500.
GROWING KINGS, INC. PO BOX 291 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
HISPANIC INTEREST COALITION OF ALABAMA 260 F WEST VALLEY AVENUE BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
HOLY FAMILY CRISTO REY 2001 19TH ST ENSLEY BIRMINGHAM, AL 35218		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	55,000.
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
HORSESHOE FARMS 1310 MAIN ST GREENSBORO, AL 36744		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	25,000.
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
INDEPENDENT PRESBYTERIAN CHURCH 3100 HIGHLAND AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	3,000.
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.
JONES VALLEY URBAN FARM 701 25TH STREET NORTH BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	203,000.
LEARNING VILLAGE 4616 TERRACE R BIRMINGHAM, AL 35208		EXEMPT ORG	SUPPORT 2014 SUMMER LEARNING PROGRAM	5,000.
LIFE LEADERS AMERICA		EXEMPT ORG	VETERANS' DAY MEMORIAL SERVICE	5,000.
LINLEY HEFLIN UNIT 13 OFFICE PARK CIRCLE, SUITE 8 MOUNTAIN BROOK, AL 35223		EXEMPT ORG	2012 LINLEY 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	75,000.
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
LIVING RIVER 3603 LORNA RIDGE DRIVE BIRMINGHAM, AL 35216		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
MAIN STREET ALABAMA 2432 CREST ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	START UP FUNDS FOR ORGANIZATION	5,000.
MAIN STREET BIRMINGHAM, INC. P. O. BOX 320637 BIRMINGHAM, AL 35232		EXEMPT ORG	TO HIRE STAFF PERSON TO CONCENTRATE ON WOODLAWN ECONOMIC DEVELOPMENT	25,000.
MARANATHAN FAMILY LEARNING CENTER		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	9,800.
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE CHILDREN'S MUSEUM	5,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE NW WASHINGTON, DC 20036		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
NATIONAL INTERSCHOLASTIC CYCLING ASSOCIATION 2414 6TH STREET BERKELEY, CA 94710		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	1,000.
NATURE CONSERVANCY OF ALABAMA 2100 1ST AVENUE N. STE 500 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	200,000.
NEW RISING STAR MISSIONARY BAPTIST CHURCH 7400 LONDON AVE BIRMINGHAM, AL 35206		EXEMPT ORG	SUPPORT SUMMER LEARNING PROGRAM	7,500.
NORWOOD RESOURCE CENTER 1501 27TH ST N BIRMINGHAM, AL 35234		EXEMPT ORG	OPERATIONAL 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
OPERA BIRMINGHAM 3601 6TH AVENUE SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	TO HELP UNDERWRITE THE COST OF NEW SETS	2,000.
PATHWAYS 409 RICHARD ARRINGTON JR. BLVD N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	2,000.
PRESBYTERIAN HOME FOR CHILDREN P. O. BOX 577 TALLADEGA, AL 35160		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	4,500.
PRESCHOOL PARTNERS FOUNDATION 3736 MONTROSE ROAD BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
RAILROAD PARK FOUNDATION 1600 1ST AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
RED MOUNTAIN PARK FUND 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT DEVELOPMENT OF RED MOUNTAIN PARK	508,333.
ROTARY CLUB FOUNDATION 2019 4TH AVENUE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	8,333.
RUFFNER MOUNTAIN NATURE PRESERVE 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	52,500.
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	6,000.
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
SOUTHERN ENVIRONMENTAL LAW CENTER 2829 2ND AVENUE SOUTH, STE 282 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	12,500.
SPACE ONE ELEVEN 2409 SECOND AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
ST. TIMOTHY'S SCHOOL 8400 GREENSPRING AVENUE STEVENSON, MD 21153		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,000.
STAIR OF BIRMINGHAM 3100 HIGHLAND AVENUE BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
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.
UAB COMPREHENSIVE CANCER CENTER 1824 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	75,000.
URBAN MINISTRY, INC. 1229 COTTON AVE. SW BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT URBAN KIDS SUMMER LEARNING PROGRAM	12,500.
VOICES FOR ALABAMA'S CHILDREN P. O. BOX 4576 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
WOODLAWN FOUNDATION 3800 COLONNADE PARKWAY, SUITE 430 BIRMINGHAM, AL 35243		EXEMPT ORG	SUPPORT NEIGHBORHOOD REVITALIZATION EFFORTS	300,000.
Total from continuation sheets				



**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

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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	1,317,786.	73,494.	1,244,292.	1,244,292.	
TO PART I, LINE 4	1,317,786.	73,494.	1,244,292.	1,244,292.	

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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	<15,987.>	<15,987.>	
ARTISAN: DYNAMIC EQUITY	7,377.	7,377.	
FAM ABSOLUTE RETURN FUND	315.	315.	
COLONY DISTRESSED CREDIT	44,397.	44,397.	
TOTAL TO FORM 990-PF, PART I, LINE 11	36,102.	36,102.	

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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	791.	0.		0.
TO FM 990-PF, PG 1, LN 16A	791.	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	8,512.	6,384.			0.
TO FORM 990-PF, PG 1, LN 16B	8,512.	6,384.			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 INVESTMENT ADVISORY FEES - FAM	20,540.	0.			0.
	278,258.	278,258.			0.
TO FORM 990-PF, PG 1, LN 16C	298,798.	278,258.			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	25,000.	0.			0.
FOREIGN TAXES PAID	12,371.	12,371.			0.
OTHER TAXES	373.	0.			0.
PAYROLL TAXES	9,247.	0.			9,247.
TO FORM 990-PF, PG 1, LN 18	46,991.	12,371.			9,247.

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	72,927.	72,927.		0.	
FOREIGN TAX CONVERSION FEES	6,689.	6,689.		0.	
OTHER OFFICE EXPENSES	26,515.	0.		0.	
OTHER PASSTHROUGH EXPENSES	1,154.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	107,285.	79,616.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
RESTATE 12/31/13 NET ASSETS FROM TAX TO GAAP BASIS		13,104,688.	
TOTAL TO FORM 990-PF, PART III, LINE 3		13,104,688.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
UNREALIZED GAINS		1,504,124.	
TAXABLE INCOME FROM PARTNERSHIPS		96,058.	
TAXABLE INCOME FROM GOLDMAN SACHS		140,801.	
TOTAL TO FORM 990-PF, PART III, LINE 5		1,740,983.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED STOCKS	33,155,235.	33,155,235.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	33,155,235.	33,155,235.	

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY FUNDS, HEDGE FUNDS AND OTHER INVESTMENTS	FMV	27,277,262.	27,277,262.
FIXED INCOME INVESTMENTS	FMV	8,890,004.	8,890,004.
MUTUAL AND EXCHANGE TRADED FUNDS	FMV	10,358,020.	10,358,020.
TOTAL TO FORM 990-PF, PART II, LINE 13		46,525,286.	46,525,286.

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FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	5,710.	1,393.	4,317.
TOTAL TO FM 990-PF, PART II, LN 14	5,710.	1,393.	4,317.

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FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT - MSB-WU NOTE	250,000.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	250,000.	250,000.	250,000.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 14  
    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, CHAIR 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.
GILLIAN G. GOODRICH 2809 DAUPHINE STREET NEW ORLEANS, LA 70115	DIRECTOR 0.00	0.	0.	0.
CHARLES GOODRICH 3133 GUILFORD ROAD BIRMINGHAM, AL 35223	DIRECTOR 0.00	0.	0.	0.
CAROL W. BUTLER 3800 COLONNADE PARKWAY, STE 430 BIRMINGHAM, AL 35243	EXECUTIVE DIRECTOR 40.00	137,494.	2,480.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		137,494.	2,480.	0.

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FORM 990-PF                      PART XV - LINE 1A                      STATEMENT 15  
    LIST OF FOUNDATION MANAGERS

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NAME OF MANAGER

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T. MICHAEL GOODRICH  
 GILLIAN W. GOODRICH

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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 16
	PART XV, LINES 2A THROUGH 2D	

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

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205-259-2060

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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