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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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE GOODRICH FOUNDATION CO SYNOVUS TRUST COMPANY		A Employer identification number 63-0907896	
Number and street (or P O box number if mail is not delivered to street address) 800 SHADES CREEK PARKWAY NO 225		B Telephone number (see instructions) (205) 868-6156	
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35209		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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)▶\$ 1,402,873		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)				
	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.	31,798	31,798		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	115,855			
	b Gross sales price for all assets on line 6a 624,857				
	7 Capital gain net income (from Part IV, line 2) . . .		115,855		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	285	285		
	12 Total. Add lines 1 through 11	147,938	147,938		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,041	9,031		3,010
	14 Other employee salaries and wages	6,500	0		6,500
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,410	4,410		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,423	0		2,423
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	25,374	13,441		11,933
	25 Contributions, gifts, grants paid	302,000			302,000
	26 Total expenses and disbursements. Add lines 24 and 25	327,374	13,441		313,933
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-179,436			
	b Net investment income (if negative, enter -0-)		134,497		
	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	49,242	55,828	55,828	
	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)				
	b	Investments—corporate stock (attach schedule)	785,063	<input checked="" type="checkbox"/>	693,548	1,042,019
	c	Investments—corporate bonds (attach schedule).	403,627	<input checked="" type="checkbox"/>	309,120	305,026
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	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)	1,237,932		1,058,496	1,402,873	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)	0		0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24		Unrestricted				
25		Temporarily restricted				
26		Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.						
27		Capital stock, trust principal, or current funds	0		0	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0		0	
29		Retained earnings, accumulated income, endowment, or other funds	1,237,932		1,058,496	
30		Total net assets or fund balances (see instructions)	1,237,932		1,058,496	
31		Total liabilities and net assets/fund balances (see instructions) . . .	1,237,932		1,058,496	

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)	11,237,932
2	Enter amount from Part I, line 27a	-179,436
3	Other increases not included in line 2 (itemize) ▶ _____	0
4	Add lines 1, 2, and 3	1,058,496
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	1,058,496

Part IV

Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	115,855
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 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	313,009	1,705,253	0 183556
2012	308,238	1,780,743	0 173095
2011	256,918	1,495,086	0 171842
2010	217,118	1,604,877	0 135286
2009	219,404	1,560,688	0 140582

2	Total of line 1, column (d).	2	0 804361
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 160872
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,564,935
5	Multiply line 4 by line 3.	5	251,754
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,345
7	Add lines 5 and 6.	7	253,099
8	Enter qualifying distributions from Part XII, line 4.	8	313,933

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 <input type="checkbox"/> and enter "N/A" on line 1			
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	1,345
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	1,345
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	1,345
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	840	
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	840
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	505
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 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 Instructions for definition)?		1b		No
		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.				
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?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		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?		5		No
		If "Yes," attach the statement required by General Instruction T.				
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? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions)				
		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 .		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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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		No
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?	13	Yes	
Website address N/A				
14	The books are in care of SYNOVUS TRUST COMPANY Telephone no (205) 868-6156 Located at 800 SHADES CREEK PARKWAY SUITE 225 BIRMINGHAM AL ZIP+4 35209			
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 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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		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 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 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 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.).	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 2014?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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
WILLIAM W GOODRICH	CHAIRMAN AND	0	0	0
3062 OVERHILL ROAD	TRUSTEE			
BIRMINGHAM,AL 35223	4 00			
SYDNEY GOODRICH GREEN	TRUSTEE	0	0	0
3062 OVERHILL ROAD	1 00			
BIRMINGHAM,AL 35223				
SYNOVUS TRUST COMPANY	INVESTMENT	12,041	0	0
800 SHADES CREEK PARKWAY STE	MANAGER			
225	30 00			
BIRMINGHAM,AL 35209				
FRANCES GOODRICH	SECRETARY	0	0	0
3062 OVERHILL ROAD	1 00			
BIRMINGHAM,AL 35223				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 instructions.	
3	
Total. Add lines 1 through 3.	0

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	1,588,767
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,588,767
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,588,767
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,832
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,564,935
6	Minimum investment return. Enter 5% of line 5.	6	78,247

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	78,247
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	1,345
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,345
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	76,902
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	76,902
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	76,902

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	313,933
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	313,933
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	1,345
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	312,588

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
1 Distributable amount for 2014 from Part XI, line 7				76,902
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	142,084			
b From 2010.	137,542			
c From 2011.	182,688			
d From 2012.	219,905			
e From 2013.	229,416			
f Total of lines 3a through e.	911,635			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 313,933				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				76,902
e Remaining amount distributed out of corpus	237,031			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,148,666			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 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			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	142,084			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,006,582			
10 Analysis of line 9				
a Excess from 2010. . . .	137,542			
b Excess from 2011. . . .	182,688			
c Excess from 2012. . . .	219,905			
d Excess from 2013. . . .	229,416			
e Excess from 2014. . . .	237,031			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

WILLIAM W GOODRICH
3062 OVERHILL ROAD
BIRMINGHAM,AL 35223
(205) 868-6156

b

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

IN LETTER FORM WITH COPY OF REQUESTING ORGANIZATION'S LATEST DETERMINATION LETTER

c

Any submission deadlines

NONE

d

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

NONE

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	302,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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

[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

**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.

* * * * *

2015-05-04

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below
(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name MYRA S ROBERTS CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00165769
	Firm's name <input checked="" type="checkbox"/> BARFIELD MURPHY SHANK & SMITH LLC			Firm's EIN <input checked="" type="checkbox"/> 46-1498870	
	Firm's address <input checked="" type="checkbox"/> 1121 RIVERCHASE OFFICE RD BIRMINGHAM, AL 35244			Phone no (205) 982-5500	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 AFLAC INC COM	P	2011-03-18	2014-01-16
20 AFLAC INC COM	P	2011-03-18	2014-10-06
5 AFLAC INC COM	P	2013-04-11	2014-10-06
45 AFLAC INC COM	P	2013-04-11	2014-10-24
105 AFLAC INC COM	P	2007-01-12	2014-10-24
50 AT&T INC	P	2008-01-28	2014-10-06
25 ABBOTT LABS	P	2013-04-11	2014-10-06
69 261 AB SMALL CAP GROWTH	P	2012-11-09	2014-01-16
78 503 AB SMALL CAP GROWTH	P	2012-11-09	2014-10-06
25 ALTRIA GROUP INC	P	2014-01-16	2014-07-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,616		1,271	345
1,162		1,017	145
291		251	40
2,631		2,258	373
6,139		5,074	1,065
1,777		1,786	-9
1,050		939	111
3,860		2,687	1,173
3,979		3,045	934
1,085		929	156

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			345
			145
			40
			373
			1,065
			-9
			111
			1,173
			934
			156

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 ALTRIA GROUP INC	P	2007-04-03	2014-10-06
5 AMERICAN EXPRESS CO	P	2007-03-23	2014-01-16
25 AMERICAN EXPRESS CO	P	2011-03-18	2014-01-16
20 AMERICAN EXPRESS CO	P	2008-01-16	2014-01-16
25 AMERICAN EXPRESS CO	P	2008-01-16	2014-10-06
50 AMERICAN INTL GROUP INC	P	2013-04-11	2014-01-16
50 AMERICAN INTL GROUP INC	P	2013-04-11	2014-10-06
5 APACHE CORP	P	2008-07-25	2014-10-06
20 APACHE CORP	P	2014-01-16	2014-10-06
25 APPLE COMPUTER INC	P	2013-04-11	2014-04-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,155		530	625
437		288	149
2,184		1,108	1,076
1,747		870	877
2,190		1,087	1,103
2,567		2,027	540
2,676		2,027	649
435		549	-114
1,740		1,707	33
13,260		10,831	2,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			625
			149
			1,076
			877
			1,103
			540
			649
			-114
			33
			2,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
28 APPLE COMPUTER INC	P	2006-03-01	2014-10-06
22 APPLE COMPUTER INC	P	2006-06-12	2014-10-06
25 BAXTER INTL INC	P	2014-01-16	2014-10-06
25 BERKSHIRE HATHAWAY INC	P	2010-05-19	2014-10-06
50 BERKSHIRE HATHAWAY INC	P	2010-05-19	2014-10-24
50 BRISTOL MYERS SQUIBB CO	P	2010-10-28	2014-01-16
25 BRISTOL MYERS SQUIBB CO	P	2010-10-28	2014-10-06
25 CVS CORP	P	2007-07-16	2014-10-06
436 576 CALAMOS MARKET NEUTRAL INCOME FUND	P	2014-01-17	2014-10-06
50 CAPITAL ONE FINL CORP	P	2013-04-11	2014-01-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,798		276	2,522
2,198		184	2,014
1,835		1,753	82
3,511		1,901	1,610
6,958		3,803	3,155
2,737		1,350	1,387
1,275		675	600
2,039		908	1,131
5,641		5,601	40
3,839		2,759	1,080

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,522
			2,014
			82
			1,610
			3,155
			1,387
			600
			1,131
			40
			1,080

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 CAPITAL ONE FINL CORP	P	2013-04-11	2014-10-06
25 CATERPILLAR INC	P	2013-04-11	2014-01-16
20 CATERPILLAR INC	P	2006-06-12	2014-01-16
10 CATERPILLAR INC	P	2008-01-16	2014-01-16
20 CATERPILLAR INC	P	2008-07-25	2014-01-16
25 CHEVRONTEXACO CORP	P	2014-01-16	2014-10-06
25 COGNIZANT TECH SOLUTIONS CRP	P	2013-04-11	2014-01-16
50 COGNIZANT TECH SOLUTIONS CRP	P	2013-04-11	2014-10-06
25 DANAHER CORP	P	2013-04-11	2014-01-16
25 DANAHER CORP	P	2005-09-21	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,070		1,380	690
2,297		2,139	158
1,837		1,342	495
919		646	273
1,837		1,402	435
2,947		2,966	-19
2,507		1,916	591
2,235		1,916	319
1,962		1,550	412
1,881		649	1,232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			690
			158
			495
			273
			435
			-19
			591
			319
			412
			1,232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2 WALT DISNEY CO	P	2006-10-04	2014-01-16
8 WALT DISNEY CO	P	2007-03-02	2014-01-16
15 WALT DISNEY CO	P	2008-07-25	2014-01-16
25 WALT DISNEY CO	P	2006-10-04	2014-10-06
633 197 DODGE & COX INCOME FUND	P	2014-06-06	2014-10-06
5 DOMINION RES INC VA NEW	P	2008-07-25	2014-10-06
20 DOMINION RES INC VA NEW	P	2011-03-18	2014-10-06
25 DU PONT E I DE NEMOURS & CO	P	2007-02-14	2014-01-16
6 DU PONT E I DE NEMOURS & CO	P	2007-02-14	2014-10-06
19 DU PONT E I DE NEMOURS & CO	P	2013-04-11	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
148		62	86
592		269	323
1,110		472	638
2,219		769	1,450
8,770		8,808	-38
350		220	130
1,400		878	522
1,587		1,294	293
424		311	113
1,344		957	387

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			86
			323
			638
			1,450
			-38
			130
			522
			293
			113
			387

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 DUKE ENERGY CORP	P	2013-04-11	2014-10-06
50 E M C COR MASS	P	2013-04-11	2014-10-06
25 EOG RES INC	P	2014-04-21	2014-10-06
25 ECOLAB INC	P	2011-03-18	2014-10-06
25 EDWARDS LIFESCIENCES	P	2014-01-16	2014-10-06
75 EDWARDS LIFESCIENCES	P	2014-01-16	2014-11-20
28 4550 AMERICAN EUROPACIFIC GROWTH FUND	P	2011-03-18	2014-01-16
185 8130 AMERICAN EUROPACIFIC GROWTH FUND	P	2011-03-18	2014-10-06
25 EXPRESS SCRIPTS HLDG CO	P	2013-04-11	2014-10-06
5 EXXON MOBILE CORP	P	2008-07-25	2014-01-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,885		1,836	49
1,444		1,147	297
2,421		2,572	-151
2,874		1,197	1,677
2,674		1,811	863
9,355		5,433	3,922
1,402		1,166	236
8,924		7,615	1,309
1,787		1,447	340
492		408	84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			49
			297
			-151
			1,677
			863
			3,922
			236
			1,309
			340
			84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
20 EXXON MOBILE CORP	P	2011-03-18	2014-01-16
50 EXXON MOBILE CORP	P	2013-04-11	2014-01-16
25 EXXON MOBILE CORP	P	2008-07-25	2014-10-06
25 FACEBOOK INC CL A	P	2014-04-21	2014-10-06
71 835 FEDERATED INSTITUTIONAL HIGH YIELD BOND	P	2011-03-16	2014-01-16
764 3910 FEDERATED INSTITUTIONAL HIGH YIELD BOND	P	2011-03-16	2014-10-06
2311 358 FEDERATED TOTAL RETURN BOND	P	2010-07-06	2014-01-16
791 623 FEDERATED TOTAL RETURN BOND	P	2010-07-06	2014-10-06
163 747 FIDELITY SMALL CAP	P	2013-05-23	2014-10-06
54 505 FIDELITY SMALL CAP	P	2014-01-16	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,968		1,632	336
4,921		4,435	486
2,350		2,040	310
1,929		1,510	419
738		721	17
7,759		7,674	85
25,332		25,841	-509
8,771		8,850	-79
2,812		3,116	-304
936		1,087	-151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			336
			486
			310
			419
			17
			85
			-509
			-79
			-304
			-151

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
343 808 JP MORGAN MID CAP	P	2011-03-18	2014-10-06
28 843 JP MORGAN MID CAP	P	2014-01-16	2014-10-06
125 FORD MOTOR COMPANY	P	2011-03-18	2014-01-16
75 FORD MOTOR COMPANY	P	2011-03-18	2014-04-21
150 FORD MOTOR COMPANY	P	2011-03-18	2014-10-06
200 FORD MOTOR COMPANY	P	2011-03-18	2014-10-24
525 FORD MOTOR COMPANY	P	2013-04-11	2014-10-24
25 GAMESTOP CORP	P	2014-07-14	2014-10-06
33 GENERAL ELECTRIC CO	P	2007-01-23	2014-10-06
92 GENERAL ELECTRIC CO	P	2007-06-27	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,807		8,269	4,538
1,074		1,010	64
2,077		1,818	259
1,200		1,091	109
2,198		2,182	16
2,753		2,909	-156
7,226		7,081	145
1,012		1,046	-34
844		1,208	-364
2,354		3,485	-1,131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,538
			64
			259
			109
			16
			-156
			145
			-34
			-364
			-1,131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 GILEAD SCIENCES INC	P	2014-04-21	2014-10-06
25 GOLDMAN SACHS GRP INC	P	2010-11-24	2014-10-06
812 417 GOLDMAN SACHS STRATEGIC INCOME	P	2014-01-16	2014-10-06
25 HALLIBURTON CO	P	2006-03-01	2014-01-16
25 HALLIBURTON CO	P	2006-03-01	2014-10-06
118 473 HARBOR FD INTL FD	P	2011-03-18	2014-10-06
10 136 HARBOR FD INTL FD	P	2014-01-16	2014-10-06
400 HEWLETT-PACKARD CO	P	2013-04-11	2014-01-16
200 HEWLETT-PACKARD CO	P	2013-04-11	2014-04-21
50 HEWLETT-PACKARD CO	P	2013-04-11	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,680		1,777	903
4,730		4,002	728
8,571		8,660	-89
1,261		860	401
1,547		860	687
8,047		7,170	877
688		722	-34
11,741		8,311	3,430
6,405		4,155	2,250
1,850		1,039	811

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			903
			728
			-89
			401
			687
			877
			-34
			3,430
			2,250
			811

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 HOME DEPOT INC	P	2009-12-22	2014-10-06
25 HONEYWELL INTERNATIONAL	P	2013-04-11	2014-01-16
25 HONEYWELL INTERNATIONAL	P	2010-10-28	2014-10-06
25 INTEL CORP	P	2007-01-12	2014-01-16
100 INTEL CORP	P	2007-01-12	2014-10-06
25 INTL BUSINESS MACHINES CORP	P	2014-01-16	2014-10-06
25 JP MORGAN CHASE & CO	P	2006-01-12	2014-01-16
25 JP MORGAN CHASE & CO	P	2011-03-18	2014-01-16
150 JP MORGAN CHASE & CO	P	2013-04-11	2014-01-16
25 JP MORGAN CHASE & CO	P	2006-01-12	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,343		728	1,615
2,249		1,864	385
2,302		1,176	1,126
662		548	114
3,413		2,193	1,220
4,746		4,694	52
1,486		1,009	477
1,486		1,146	340
8,918		7,426	1,492
1,520		1,009	511

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,615
			385
			1,126
			114
			1,220
			52
			477
			340
			1,492
			511

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 JOHNSON & JOHNSON	P	2008-07-25	2014-10-06
50 LILLY ELI & CO	P	2013-04-11	2014-10-06
25 LULULEMON ATHLETICA INC	P	2014-04-21	2014-10-06
299 788 MAINSTAY MARKETFIELD	P	2014-01-17	2014-10-06
175 MARATHON OIL CORP	P	2009-12-17	2014-01-16
25 MARATHON OIL CORP	P	2011-03-18	2014-01-16
50 MARATHON OIL CORP	P	2013-04-11	2014-01-16
50 MERCK & CO INC	P	2008-07-25	2014-10-06
50 MICROSOFT CORP	P	2013-04-11	2014-01-16
75 MICROSOFT CORP	P	2008-07-28	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,642		1,729	913
3,295		2,911	384
1,059		1,214	-155
5,015		5,600	-585
5,963		3,231	2,732
852		748	104
1,704		1,695	9
3,006		1,640	1,366
1,820		1,439	381
3,458		1,918	1,540

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			913
			384
			-155
			-585
			2,732
			104
			9
			1,366
			381
			1,540

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
62 911 MUNDER MIDCAP CORE GROWTH	P	2011-03-18	2014-01-16
305 085 MUNDER MIDCAP CORE GROWTH	P	2011-03-18	2014-10-06
25 NATIONAL-OILWELL INC	P	2011-03-18	2014-04-21
50 NATIONAL-OILWELL INC	P	2013-04-11	2014-04-21
75 NATIONAL-OILWELL INC	P	2009-12-17	2014-04-21
25 NIKE INC	P	2005-10-11	2014-01-16
25 NIKE INC	P	2005-10-11	2014-10-06
50 ORACLE CORP	P	2013-04-11	2014-10-06
108 006 OPPENHEIMER DEVELOPING MARKETS	P	2013-05-23	2014-10-06
104 991 OPPENHEIMER DEVELOPING MARKETS	P	2014-01-16	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,694		1,845	849
13,570		8,945	4,625
2,054		1,943	111
4,107		3,497	610
6,161		3,350	2,811
1,867		517	1,350
2,258		517	1,741
1,952		1,695	257
4,186		3,890	296
4,069		3,872	197

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			849
			4,625
			111
			610
			2,811
			1,350
			1,741
			257
			296
			197

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2340 437 PIMCO TOTAL	P	2008-06-05	2014-01-16
4788 29 PIMCO TOTAL	P	2008-06-05	2014-06-09
25 PEPSICO INC	P	2014-01-16	2014-10-06
60 PFIZER INC	P	2009-10-15	2014-01-16
238 PFIZER INC	P	2010-10-28	2014-01-16
25 PHILIP MORRIS INTL	P	2014-01-16	2014-04-21
100 PHILIP MORRIS INTL	P	2007-04-03	2014-04-21
1119 904 PIMCO ALL ASSET ALL AUTHORITY FUND	P	2010-10-29	2014-01-17
1792 717 PIMCO ALL ASSET ALL AUTHORITY FUND	P	2011-03-18	2014-01-17
20 PRAXAIR INC	P	2006-01-12	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,183		25,183	0
52,240		51,403	837
2,337		2,072	265
1,941		1,095	846
7,452		4,181	3,271
2,078		2,089	-11
8,313		4,835	3,478
11,109		12,610	-1,501
17,784		19,200	-1,416
2,520		1,054	1,466

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			837
			265
			846
			3,271
			-11
			3,478
			-1,501
			-1,416
			1,466

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 PRAXAIR INC	P	2008-07-25	2014-10-06
25 PROCTOR & GAMBLE	P	2014-01-16	2014-10-06
25 QUALCOMM INC	P	2014-01-16	2014-10-06
25 ROCKWELL AUTOMATION	P	2014-01-16	2014-10-06
25 ROSS STORES INC	P	2014-01-16	2014-10-06
25 STARBUCKS CORP	P	2008-07-25	2014-01-16
25 STARBUCKS CORP	P	2008-07-25	2014-10-06
12 597 TEMPLETON GLOBAL BOND FUND	P	2013-09-26	2014-01-16
741 29 TEMPLETON GLOBAL BOND FUND	P	2013-09-26	2014-10-06
25 3 D SYS CORP	P	2014-07-14	2014-10-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
630		465	165
2,093		2,015	78
1,880		1,866	14
2,766		2,949	-183
1,928		1,802	126
1,883		365	1,518
1,900		365	1,535
164		164	0
9,800		9,622	178
1,096		1,442	-346

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			165
			78
			14
			-183
			126
			1,518
			1,535
			0
			178
			-346

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 TRAVELERS COS INC	P	2011-03-18	2014-10-06
25 UNITED TECHNOLOGIES CORP	P	2014-01-16	2014-10-06
25 UNITEDHEALTH GRP INC	P	2011-03-18	2014-01-16
25 UNITEDHEALTH GRP INC	P	2010-10-28	2014-10-06
9 353 VANGUARD SHORT TERM INVESTMENT	P	2013-09-26	2014-01-16
1801 467 VANGUARD SHORT TERM INVESTMENT	P	2013-09-26	2014-10-06
25 WAL MART STORES INC	P	2013-04-11	2014-10-06
50 WELLS FARGO & CO	P	2013-04-11	2014-01-16
75 WELLS FARGO & CO	P	2013-04-11	2014-10-06
75 YUM BRANDS INC	P	2014-01-16	2014-04-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,375		1,468	907
2,626		2,847	-221
1,807		1,065	742
2,166		909	1,257
100		100	0
19,312		19,276	36
1,937		1,952	-15
2,313		1,890	423
3,920		2,836	1,084
5,695		5,453	242

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			907
			-221
			742
			1,257
			0
			36
			-15
			423
			1,084
			242

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25 YUM BRANDS INC	P	2014-01-16	2014-10-06
375 ZOETIS INC	P	2014-01-16	2014-04-21
CAPITAL GAINS DIVIDENDS	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,796		1,818	-22
10,809		11,992	-1,183
18,960			18,960


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-22
			-1,183
			18,960

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>				
ALABAMA SYMPHONY ORCHESTRA 3621 6TH AVENUE SOUTH BIRMINGHAM,AL 35222		EXEMPT	CHARITABLE	3,000
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD MOUNTAIN BROOK,AL 35223		EXEMPT	CHARITABLE	2,000
ALZHEIMER'S OF CENTRAL ALABAMA 300 OFFICE PARK DR STE 225 BIRMINGHAM BIRMINGHAM,AL 35223		EXEMPT	CHARITABLE	2,000
BOY SCOUTS OF AMERICA 516 LIBERTY PARKWAY BIRMINGHAM,AL 35242		EXEMPT	CHARITABLE	5,000
THE COMMUNITY FOUNDATION OF WESTERN NORTH CAROLINA ONE WEST PACK SQUARE SUITE 1600 ASHEVILLE,NC 28802		EXEMPT	CHARITABLE	100,000
GRACE HOUSE MINISTRIES INC 4923 FARRELL AVENUE FAIRFIELD,AL 35064		EXEMPT	CHARITABLE	1,000
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS,GA 31709		EXEMPT	CHARITABLE	2,000
INDIAN SPRINGS SCHOOL 190 WOODWARD DRIVE INDIAN SPRINGS,AL 35124		EXEMPT	CHARITABLE	50,000
JESSIE'S PLACE OF THE JIMMIE HALE MISSION 2305 5TH AVENUE NORTH BIRMINGHAM,AL 35203		EXEMPT	CHARITABLE	1,000
JIMMIE HALE MISSION PO BOX 10472 BIRMINGHAM,AL 35202		EXEMPT	CHARITABLE	1,000
LINLY HEFLIN UNIT 13 OFFICE PARK CIRCLE SUITE 8 BIRMINGHAM,AL 35223		EXEMPT	CHARITABLE	3,000
LYRIC THEATER 1817 THIRD AVE NORTH BIRMINGHAM,AL 35203		EXEMPT	CHARITABLE	20,000
MAGIC MOMENTS 1600 7TH AVENUE SOUTH BIRMINGHAM,AL 35233		EXEMPT	CHARITABLE	2,000
THE NATURE CONSERVANCY 2100 1ST AVENUE NORTH SUITE 500 BIRMINGHAM,AL 35203		EXEMPT	CHARITABLE	25,000
THE UNIVERSITY OF ALABAMA AT BIRMINGHAM 1720 2ND AVE S BIRMINGHAM,AL 35233		EXEMPT	CHARITABLE	50,000
Total  3a				302,000

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>				
UNITED WAY OF CENTRAL ALABAMA 2100 1ST AVENUE NORTH SUITE 500 BIRMINGHAM,AL 35203		EXEMPT	CHARITABLE	10,000
THE ROTARY CLUB OF BIRMINGHAM 2019 4TH AVE NORTH 200 BIRMINGHAM,AL 35203		EXEMPT	CHARITABLE	10,000
TEACH FOR AMERICA OF ALABAMA 217 WASHINGTON STREET MARION,AL 36756		EXEMPT	CHARITABLE	15,000
Total  3a				302,000

TY 2014 Accounting Fees Schedule

Name: THE GOODRICH FOUNDATION CO SYNOVUS TRUST COMPANY

EIN: 63-0907896

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	4,410	4,410		0

**TY 2014 Investments Corporate
Bonds Schedule**

Name: THE GOODRICH FOUNDATION CO SYNOVUS TRUST COMPANY
EIN: 63-0907896

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	309,120	305,026

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE GOODRICH FOUNDATION CO SYNOVUS TRUST COMPANY
EIN: 63-0907896

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK AND MUTUAL FUNDS	693,548	1,042,019

TY 2014 Other Income Schedule

Name: THE GOODRICH FOUNDATION CO SYNOVUS TRUST COMPANY

EIN: 63-0907896

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	119	119	119
SECURITIES LITIGATION PROCEEDS	166	166	166

TY 2014 Taxes Schedule**Name:** THE GOODRICH FOUNDATION CO SYNOVUS TRUST COMPANY**EIN:** 63-0907896

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	497	0		497
FOREIGN TAXES	227	0		227
FEDERAL TAXES - NET INVESTMENT INCOME	1,699	0		1,699