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EXTENDED TO NOVEMBER 15, 2017

## Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2016 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>\$ 75,433,087.</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)
1 Contributions, gifts, grants, etc., received				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		1,026,557.	1,026,557.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,842,555.			
b Gross sales price for all assets on line 6a <b>46,557,602.</b>					
7 Capital gain net income (from Part IV, line 2)			1,842,555.		
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		<1,404.>	<1,404.>		STATEMENT 2
12 Total. Add lines 1 through 11		2,867,708.	2,867,708.		
13 Compensation of officers, directors, trustees, etc		164,057.	0.		164,057.
14 Other employee salaries and wages		135,229.	0.		135,229.
15 Pension plans, employee benefits		4,922.	0.		4,922.
16a Legal fees STMT 3		265.	0.		0.
b Accounting fees STMT 4		12,500.	9,375.		0.
c Other professional fees STMT 5		358,709.	316,859.		0.
17 Interest					
18 Taxes STMT 6		34,580.	9,210.		20,070.
19 Depreciation and depletion		1,707.	0.		
20 Occupancy		23,953.	0.		0.
21 Travel, conferences, and meetings		23,278.	0.		0.
22 Printing and publications					
23 Other expenses STMT 7		107,789.	74,359.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		866,989.	409,803.		324,278.
25 Contributions, gifts, grants paid		3,866,719.			3,866,719.
26 Total expenses and disbursements. Add lines 24 and 25		4,733,708.	409,803.		4,190,997.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,866,000.>			
b Net investment income (if negative, enter -0-)			2,457,905.		
c Adjusted net income (if negative, enter -0-)				N/A	

5.32

2

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	183,029.	64,093.	64,093.
	2 Savings and temporary cash investments	3,185,025.	3,470,660.	3,470,660.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	1,300.		
	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 <b>STMT 9</b>	26,630,295.	15,560,366.	15,560,366.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 10</b>	45,554,983.	55,969,808.	55,969,808.	
14 Land, buildings, and equipment: basis ▶ <b>169,909.</b>				
Less: accumulated depreciation <b>STMT 11</b> ▶ <b>3,975.</b>	3,442.	165,934.	165,934.	
15 Other assets (describe ▶ <b>STATEMENT 12</b> )	226,144.	202,226.	202,226.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	75,784,218.	75,433,087.	75,433,087.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	75,784,218.	75,433,087.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b>	75,784,218.	75,433,087.		
31 <b>Total liabilities and net assets/fund balances</b>	75,784,218.	75,433,087.		

**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	75,784,218.
2 Enter amount from Part I, line 27a	2	<1,866,000.>
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	3	1,514,869.
4 Add lines 1, 2, and 3	4	75,433,087.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	75,433,087.

**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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 46,557,602.		44,715,047.	1,842,555.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,842,555.

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	1,842,555.
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))
2015	3,998,332.	78,779,362.	.050754
2014	3,777,646.	80,519,645.	.046916
2013	3,333,451.	75,357,670.	.044235
2012	3,562,781.	70,225,734.	.050733
2011	2,764,524.	70,135,880.	.039417

2 Total of line 1, column (d)	2	.232055
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	.046411
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	73,235,040.
5 Multiply line 4 by line 3	5	3,398,911.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,579.
7 Add lines 5 and 6	7	3,423,490.
8 Enter qualifying distributions from Part XII, line 4	8	4,190,997.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	24,579.
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	24,579.
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	24,579.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	34,930.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	44,930.	
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	20,351.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 20,351. 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <u>AL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2016 or the taxable year beginning in 2016 (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

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

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>MGGOODRICHFOUNDATION.ORG</b>	X	
14 The books are in care of ► <b>MIKE AND GILLIAN GOODRICH FOUNDATIO</b> Telephone no. ► <b>205-259-2060</b> Located at ► <b>3800 COLONNADE PARKWAY, SUITE 430, BIRMINGHAM, AL</b> ZIP+4 ► <b>35243</b>		
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		
16 At any time during calendar year 2016, 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. 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?	<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	
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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	
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 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 13		164,057.	4,922.	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
THOMAS R. BICE - 3800 COLONNADE PARKWAY, SUITE 430, BIRMINGHAM, AL	EDUCATION DIRECTOR 40.00	99,167.	0.	0.

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

0





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

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	72,317,137.
b	Average of monthly cash balances	1b	2,033,157.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	74,350,294.
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	74,350,294.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,115,254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,235,040.
6	Minimum investment return. Enter 5% of line 5	6	3,661,752.

**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	3,661,752.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	24,579.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,579.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,637,173.
4	Recoveries of amounts treated as qualifying distributions	4	23,918.
5	Add lines 3 and 4	5	3,661,091.
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	3,661,091.

**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	4,190,997.
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	4,190,997.
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	5	24,579.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,166,418.

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				3,661,091.
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			3,731,921.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ 4,190,997.				
<b>a</b> Applied to 2015, but not more than line 2a			3,731,921.	
<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 2016 distributable amount				459,076.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				3,202,015.
<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 2011 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> Excess from 2016				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  A+ EDUCATION PARTNERSHIP P.O. BOX 4433 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING AND ORGANIZATIONAL SUPPORT OF ORGANIZATION AND SUPPORT ALABAMA SCHOOL READINESS ALLIANCE	602,886.
ALABAMA APPLESEED CENTER FOR LAW & JUSTICE 309 N. HULL STREET MONTGOMERY, AL 36104		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
ALABAMA BALLET 2726 1ST AVE S BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
ALABAMA COASTAL FOUNDATION PO BOX 1073 MOBILE, AL 36633		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
ALABAMA COUNCIL ON ECONOMIC EDUCATION PO BOX 293930 BIRMINGHAM, AL 35229		EXEMPT ORG	TO SUPPORT TEACHER TRAINING PROGRAMS	15,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>		<b>3a</b>	3,866,719.
<b>b Approved for future payment</b>  NONE				
<b>Total</b>			<b>3b</b>	0.





MIKE AND GILLIAN GOODRICH FOUNDATION

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SYNOVUS BROKERAGE ACCOUNT	P	VARIOUS	VARIOUS
b	ARTISAN: DYNAMIC EQUITY	P	VARIOUS	VARIOUS
c	CORRELATION VENTURES	P	VARIOUS	VARIOUS
d	ANT AVIATION FINANCE, LLC	P	VARIOUS	VARIOUS
e	FAM ABSOLUTE RETURN FUND	P	VARIOUS	VARIOUS
f	CORRELATION VENTURES II	P	VARIOUS	VARIOUS
g	GOLDMAN SACHS ADV	P	VARIOUS	VARIOUS
h	GS US EQUITY YLD ENHANCE		VARIOUS	VARIOUS
i	SOLACE CAPITAL SPECIAL SOLUTIONS	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
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 44,767,762.		43,022,350.	1,745,412.
b 22,754.			22,754.
c		42,630.	<42,630.>
d 456.			456.
e 6,022.			6,022.
f		20.	<20.>
g 1,671,638.		1,577,359.	94,279.
h 74,294.		57,347.	16,947.
i		15,341.	<15,341.>
j 14,676.			14,676.
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			1,745,412.
b			22,754.
c			<42,630.>
d			456.
e			6,022.
f			<20.>
g			94,279.
h			16,947.
i			<15,341.>
j			14,676.
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	1,842,555.
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 ENVIRONMENTAL COUNCIL 2431 2ND AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	14,500.
ALABAMA GIVING P.O. BOX 530727 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	800.
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY #101 BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT PRIME TIME FAMILY READING TIME 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	5,000.
ALABAMA SHAKESPEARE FESTIVAL 1 FESTIVAL DR MONTGOMERY, AL 36117		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
ALABAMA SYMPHONY ORCHESTRA 3621 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	51,000.
ALTAMONT SCHOOL 4801 ALTAMONT ROAD SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,000.
ALYS STEPHENS CENTER 1530 3RD AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	41,000.
AMERICA'S PROMISE ALLIANCE 1110 VERMONT AVE NW SUITE 900 WASHINGTON, DC 20005		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	100,000.
<b>Total from continuation sheets</b>				<b>3,168,833.</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
AMERICAN ACADEMY OF PEDIATRICS 141 NORTHWEST POINT BOULEVARD ELK GROVE VILLAGE, IL 60007		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
AMERICAN BASEBALL FOUNDATION 2660 10TH AVENUE SOUTH, SUITE 620 BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
ARTSREVIVE 115 VAUGHN MEMORIAL DR SELMA, AL 36701		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000.
AUBURN UNIVERSITY FOUNDATION 317 S. COLLEGE ST AUBURN, AL 36549		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
BAMA KIDS 2220 HIGHWAY 21 CAMDEN, AL 36726		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
BIRMINGHAM AIDS OUTREACH 205 32ND ST S # 101 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	11,000.
BIRMINGHAM BOTANICAL GARDENS 2612 LANE PARK ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	21,000.
BIRMINGHAM CHILDREN'S THEATRE P.O. BOX 1362 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	21,000.
BIRMINGHAM EDUCATION FOUNDATION PO BOX 1476 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	60,000.
BIRMINGHAM LANDMARKS INC 1817 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	RESTORATION OF THE LYRIC THEATER	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIRMINGHAM MUSEUM OF ART 2000 8TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	12,000.
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,200.
BIRMINGHAM ZOO, INC. 2630 CAHABA ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000.
BLACK BELT COMMUNITY FOUNDATION P. O. BOX 2020 SELMA, AL 36702		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
BLACK BELT TREASURES CULTURAL ARTS CENTER 209 CLAIBORNE ST CAMDEN, AL 36726		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	22,000.
BOY SCOUTS OF AMERICA 516 LIBERTY PKWY VESTAVIA HILLS, AL 35242		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
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	20,000.
BRIDGE BUILDERS ALABAMA 1125 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
BUILD A BETTER COMMUNITY 72 BEECH ST VREDENBURGH, AL 36481		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAMP SIMLE A MILE 1600 2ND AVE S BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
CHILDCARE RESOURCES 1904 1ST AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT TRAINING PROGRAMS FOR CHILDCARE PROVIDERS	15,000.
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	20,000.
COLLEGE ADMISSIONS MADE POSSIBLE 507 OAK TRACE CIR HOOVER, AL 35244		EXEMPT ORG	SUPPORT 57 MILE PROGRAM	37,000.
COOSA RIVERKEEPER P.O. BOX 373 RIVERSIDE, AL 35135		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
CORNERSTONE SCHOOL 135 54TH STREET NORTH BIRMINGHAM, AL 35212		EXEMPT ORG	TO PURCHASE PROPERTY FOR AN ATHLETIC FIELD FOR THE SCHOOL	30,000.
CORPS MEMBER EDUCATION FOUNDATION 1481 WINDING HOLLOW LANE MEQUON, WI 53092		EXEMPT ORG	SUPPORT HIGHER ACHIEVEMENT SUMMER SCHOOL	5,000.
CREATE BIRMINGHAM 310 18TH ST N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	75,000.
DESERT ISLAND SUPPLY CO 5500 1ST AVE N BIRMINGHAM, AL 35212		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	26,000.
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
EAST LAKE INITIATIVE 7504 DIVISION AVENUE BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	30,000.
ENTREPRENEURIAL VENTURES EDUCATION INC 1001 MARINA DR APT 410 QUINCY, MA 02171		EXEMPT ORG	SUPPORT SUMMER ADVANTAGE PROGRAM	20,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
FIREHOUSE SHELTER 1501 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
FIRST LIGHT 2230 4TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	3,000.
FOUNDATIONS EARLY LEARNING & FAMILY CENTER PO BOX 131092 BIRMINGHAM, AL 35213		EXEMPT ORG	SUPPORT OF PRE-K CLASSROOM IN FAIRFIELD	10,000.
FRESHWATER LAND TRUST 2308 FIRST AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	40,000.
GATEWAY 1401 20TH ST S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	30,000.
GIRLSRING INC PO BOX 530284 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
GLENWOOD AUTISM AND BEHAVIORAL HEALTH CENTER 150 GLENWOOD LN BIRMINGHAM, AL 35242		EXEMPT ORG	SUPPORT EDUCATION AND TRAINING PROGRAMS	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREENSBORO OPERA HOUSE 1217 MAIN ST GREENSBORO, AL 36744		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
GROWING KINGS, INC. PO BOX 291 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
HABITAT FOR HUMANITY OF GREATER BIRMINGHAM 4408 LLOYD NOLAND PARKWAY BIRMINGHAM, AL 35064		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	300,000.
HEART GALLERY ALABAMA 716 37TH ST S BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	3,000.
HISPANIC INTEREST COALITION OF ALABAMA 260 F WEST VALLEY AVENUE BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	48,000.
HUDSON ALPHA 601 GENOME WAY NW HUNTSVILLE, AL 35806		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
IMPACT ALABAMA 1901 6TH AVENUE NORTH SUITE 2400 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
INDIAN SPRINGS SCHOOL 190 WOODWARD DR INDIAN SPRINGS VILLAGE, AL 35124		EXEMPT ORG	SUPPORT OF CAPITAL CAMPAIGN	10,000.
JONES VALLEY TEACHING FARM 701 25TH STREET NORTH BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	134,000.
K12 LEAN LABS 5147 7TH AVE S BIRMINGHAM, AL 35212		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
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
KENTUCK ART CENTER 503 MAIN AVE NORTHPORT, AL 35476		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
LEARNING VILLAGE 4616 TERRACE R BIRMINGHAM, AL 35208		EXEMPT ORG	SUPPORT 2014 SUMMER LEARNING PROGRAM	<3,000.>
LITERACY COUNCIL OF CENTRAL ALABAMA 2301 1ST AVE N, SUITE 102 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT ADULT LITERACY AND TUTOR TRAINING PROGRAMS	25,000.
LITERACY COUNCIL OF WEST ALABAMA 3401 MARTIN LUTHER KING JR BLVD TUSCALOOSA, AL 35401		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	40,000.
LOW INCOME HOUSING COALITION OF ALABAMA 1016 19TH STREET S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
MAIN STREET ALABAMA 2432 CREST ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	START UP FUNDS FOR ORGANIZATION	30,000.
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE CHILDREN'S MUSEUM	22,500.
MONTGOMERY EDUCATION FOUNDATION 5950 CARMICHAEL PL #101 MONTGOMERY, AL 36117		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	45,000.
MOUNTAIN BROOK SCHOOLS FOUNDATION 32 VINE ST MOUNTAIN BROOK, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
NATIONAL INTERSCHOLASTIC CYCLING ASSOCIATION 2414 6TH STREET BERKELEY, CA 94710		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATURE CONSERVANCY OF ALABAMA 2100 1ST AVENUE N. STE 500 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	200,000.
NEST SUITE 101, 130 41ST ST S BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	30,000.
NEW RISING STAR MISSIONARY BAPTIST CHURCH 7400 LONDON AVE BIRMINGHAM, AL 35206		EXEMPT ORG	SUPPORT NEW LEARNING PROGRAM	100,000.
OPERA BIRMINGHAM 3601 6TH AVENUE SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	TO SUPPORT PRODUCTION COSTS	11,000.
PALMER HOME FOR CHILDREN PO BOX 746 COLUMBUS, MS 397003		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
PATHWAYS 409 RICHARD ARRINGTON JR. BLVD N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	1,000.
PLANNED PARENTHOOD SOUTHEAST 1211 27TH PL S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000.
PRESBYTERIAN HOME FOR CHILDREN P. O. BOX 577 TALLADEGA, AL 35160		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000.
PRESCHOOL PARTNERS FOUNDATION 3736 MONTROSE ROAD BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	40,000.
RAILROAD PARK FOUNDATION 1600 1ST AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	84,833.
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
RED MOUNTAIN PARK FUND 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	4,000.
RED MOUNTAIN THEATRE COMPANY 3028 7TH AVENUE SOUTH BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
RONALD MCDONALD HOUSE CHARITIES 1700 4TH AVE S BIRMINGHAM, AL 35233		EXEMPT ORG	SUPPORT FACILITY EXPANSION	25,000.
RUFFNER MOUNTAIN NATURE PRESERVE 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	51,500.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 BIRMINGHAM, AL 30303		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	9,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 2829 2ND AVENUE SOUTH, STE 282 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	17,000.
SPACE ONE ELEVEN 2409 SECOND AVENUE NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
SPECIAL EQUESTRIANS 1215 WOODWARD DR PELHAM, AL 352124		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
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	102,750.
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
THEO RATLIFF ACTIVITY CENTER 306 1ST AVE DEMOPOLIS, AL 36732		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500.
TRIUMPH SERVICES 1025 23RD STREET SOUTH, SUITE 300 BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000.
TRUFUND FINANCIAL SERVICES 505 N 20TH STREET, SUITE 1525 BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000.
TUGGLE ELEMENTARY 412 12TH CT N BIRMINGHAM, AL 35204		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	250.
UAB COMPREHENSIVE CANCER CENTER 1824 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	75,000.
UAB SCHOOL OF EDUCATION 901 13TH STREET SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	TO SUPPORT ATHLETICS FOUNDATION	10,000.
UNITED WAY OF CENTRAL ALABAMA 3600 8TH AVENUE SOUTH, STE 501 BIRMINGHAM, AL 35232		EXEMPT ORG	SUPPORT SUCCESS BY SIX PROGRAM	15,000.
URBAN MINISTRY, INC. 1229 COTTON AVE. SW BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT COMMUNITY DEVELOPMENT AND CAPACITY BUILDING ACTIVITIES	25,000.
VENTURE FOR AMERICA 40 W 29TH ST NEWYORK, NY 10001		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	35,000.
VIRGINIA SAMFORD THEATRE 1116 26TH STREET SOUTH BIRMINGHAM, AL 35205		EXEMPT ORG	TO SUPPORT LOBBY EXPANSION	50,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VOICES FOR ALABAMA'S CHILDREN P. O. BOX 4576 MONTGOMERY, AL 36103		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000.
VULCAN PARK AND MUSEUM 1701 VALLEY VIEW DRIVE BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	26,500.
WILD SOUTH 11312 ALABAMA 22 MOULTON, AL 35650		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000.
WOMENS FUND OF GREATER BIRMINGHAM 2201 5TH AVENUE SOUTH, SUITE 110 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	51,000.
YOUNG STARS BASKETBALL ACADEMY 200 55TH STREET NORTH BIRMINGHAM, AL 35212		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000.
YOUTHSERVE P. O. BOX 530334 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	22,000.
YWCA OF CENTRAL ALABAMA 309 NORTH 23RD STREET BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE FAMILY RESOURCE CENTER AND SUMMER PROGRAMS	95,000.
<b>Total from continuation sheets</b>				

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	1,041,233.	14,676.	1,026,557.	1,026,557.	
TO PART I, LINE 4	1,041,233.	14,676.	1,026,557.	1,026,557.	

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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	<2,618.>	<2,618.>	
ARTISAN: DYNAMIC EQUITY	1,107.	1,107.	
FAM ABSOLUTE RETURN FUND	19.	19.	
SOLACE CAPITAL SPECIAL SOLUTIONS	88.	88.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,404.>	<1,404.>	

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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	265.	0.		0.
TO FM 990-PF, PG 1, LN 16A	265.	0.		0.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,500.	9,375.		0.
TO FORM 990-PF, PG 1, LN 16B	12,500.	9,375.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER	33,022.	33,022.		0.
INVESTMENT ADVISORY FEES - FAM	198,608.	198,608.		0.
OTHER - EVALUATIONS	41,850.	0.		0.
OTHER INVESTMENT EXPENSES	85,229.	85,229.		0.
TO FORM 990-PF, PG 1, LN 16C	358,709.	316,859.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT INCOME TAXES PAID	5,000.	0.		0.
FOREIGN TAXES PAID	9,210.	9,210.		0.
OTHER TAXES	300.	0.		0.
PAYROLL TAXES	20,070.	0.		20,070.
TO FORM 990-PF, PG 1, LN 18	34,580.	9,210.		20,070.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO DEDUCTIONS FROM INVESTMENTS	71,239.	71,239.			0.
FOREIGN TAX CONVERSION FEES	3,120.	3,120.			0.
OTHER OFFICE EXPENSES	32,224.	0.			0.
OTHER PASSTHROUGH EXPENSES	1,206.	0.			0.
TO FORM 990-PF, PG 1, LN 23	107,789.	74,359.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
UNREALIZED GAINS		1,452,398.	
TAXABLE INCOME/LOSS FROM PARTNERSHIPS		62,471.	
TOTAL TO FORM 990-PF, PART III, LINE 3		1,514,869.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
PUBLICLY TRADED STOCKS	15,560,366.	15,560,366.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,560,366.	15,560,366.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY FUNDS, HEDGE FUNDS AND OTHER INVESTMENTS	FMV	28,277,699.	28,277,699.
FIXED INCOME INVESTMENTS	FMV	5,922,799.	5,922,799.
MUTUAL AND EXCHANGE TRADED FUNDS	FMV	21,769,310.	21,769,310.
TOTAL TO FORM 990-PF, PART II, LINE 13		55,969,808.	55,969,808.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 11

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & FIXTURES	20,112.	3,142.	16,970.
LEASEHOLD IMPROVEMENTS	149,797.	833.	148,964.
TOTAL TO FM 990-PF, PART II, LN 14	169,909.	3,975.	165,934.

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FORM 990-PF      OTHER ASSETS      STATEMENT 12

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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENT - MSB-WU NOTE	226,144.	202,226.	202,226.
TO FORM 990-PF, PART II, LINE 15	226,144.	202,226.	202,226.

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

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
T. MICHAEL GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR, VP 1.00	0.	0.	0.
GILLIAN W. GOODRICH 3320 DELL ROAD BIRMINGHAM, AL 35223	DIRECTOR, PRESIDENT, CHAIR 1.00	0.	0.	0.
T. MICHAEL GOODRICH, II 1815 KENSINGTON ROAD BIRMINGHAM, AL 35209	DIRECTOR, SECRETARY 1.00	0.	0.	0.
MARY B. GOODRICH 2820 SHOOK HILL ROAD BIRMINGHAM, AL 35223	DIRECTOR 1.00	0.	0.	0.
GILLIAN G. GOODRICH 1721 SIXTH STREET NEW ORLEANS, LA 70115	DIRECTOR 1.00	0.	0.	0.
CHARLES GOODRICH 2796 PUMPHOUSE ROAD BIRMINGHAM, AL 35243	DIRECTOR 1.00	0.	0.	0.
CAROL W. BUTLER 4761 OLD LOONEY MILL RD BIRMINGHAM, AL 35243	EXECUTIVE DIRECTOR 40.00	164,057.	4,922.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		164,057.	4,922.	0.

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

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## NAME OF MANAGER

T. MICHAEL GOODRICH  
GILLIAN W. GOODRICH

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

205-259-2060

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS