

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation MIKE AND GILLIAN GOODRICH FOUNDATION		A Employer identification number 26-3587489	
Number and street (or P O box number if mail is not delivered to street address) 3800 COLONNADE PARKWAY NO 430		Room/suite	B Telephone number (see instructions) (205) 259-2060
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35243		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) \$ 81,843,142		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 type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis )			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	1,092,471	1,092,471		
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,515,697			
	b Gross sales price for all assets on line 6a 34,738,005				
	7 Capital gain net income (from Part IV, line 2) . . .		3,515,697		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	36,250	36,250		
	12 Total. Add lines 1 through 11 . . . . .	4,644,418	4,644,418		
	13 Compensation of officers, directors, trustees, etc	375,802	0		375,802
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .	6,798	0		6,798
	16a Legal fees (attach schedule) . . . . .	2,893	0		2,893
	b Accounting fees (attach schedule) . . . . .	12,500	9,375		3,125
	c Other professional fees (attach schedule) . . . . .	258,776	234,031		24,745
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	60,353	14,495		25,858
	19 Depreciation (attach schedule) and depletion . . .	18,333	0		
	20 Occupancy . . . . .	73,025	0		73,025
	21 Travel, conferences, and meetings . . . . .	19,010	0		19,010
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	129,515	110,726		17,162
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	957,005	368,627		548,418
	25 Contributions, gifts, grants paid . . . . .	2,206,600			2,206,600
	26 Total expenses and disbursements. Add lines 24 and 25	3,163,605	368,627		2,755,018
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,480,813			
	b Net investment income (if negative, enter -0-)		4,275,791		
	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 . . . . .	64,093	145,842	145,842
	2 Savings and temporary cash investments . . . . .	3,470,660	4,525,103	4,525,103
	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) . . . . .	15,560,366	18,432,463	18,432,463
	c Investments—corporate bonds (attach schedule) . . . . .	0	4,818,445	4,818,445
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	55,969,808	53,514,649	53,514,649
	14 Land, buildings, and equipment basis ▶ _____ 250,939 Less accumulated depreciation (attach schedule) ▶ 22,308	165,934	228,631	228,631
15 Other assets (describe ▶ _____)	202,226	178,009	178,009	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	75,433,087	81,843,142	81,843,142	
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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	75,433,087	81,843,142	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <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> (see instructions) . . . . .	75,433,087	81,843,142	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	75,433,087	81,843,142	

**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	75,433,087
2 Enter amount from Part I, line 27a . . . . .	2	1,480,813
3 Other increases not included in line 2 (itemize) ▶ _____	3	4,963,572
4 Add lines 1, 2, and 3 . . . . .	4	81,877,472
5 Decreases not included in line 2 (itemize) ▶ _____	5	34,330
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	81,843,142

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	3,515,697
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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))
2016	4,455,612	73,235,040	0 060840
2015	4,081,921	78,779,362	0 051815
2014	3,838,598	80,519,645	0 047673
2013	3,333,451	75,357,670	0 044235
2012	3,562,781	70,225,734	0 050733
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 255296
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 051059
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			<b>4</b> 77,141,640
<b>5</b> Multiply line 4 by line 3			<b>5</b> 3,938,775
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 42,758
<b>7</b> Add lines 5 and 6			<b>7</b> 3,981,533
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 2,836,048

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	85,516
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	85,516
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	85,516
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	30,351
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	130,351
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	44,835
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 44,835 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AL		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>MGGOODRICHFOUNDATION.ORG</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>MIKE AND GILLIAN GOODRICH FOUNDATIO</u> Telephone no ► <u>(205) 259-2060</u>			

Located at ► 3800 COLONNADE PARKWAY SUITE 430 BIRMINGHAM AL ZIP+4 ► 35243


<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>			
<b>16</b>	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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 2017? . . . . . <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . . <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2017 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 2017). . . . . <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2017?	<b>4b</b>		<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(2)</b> 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		
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(4)</b> 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		
	<b>(5)</b> 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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?	<b>5b</b>		
	Organizations relying on a current notice regarding disaster assistance check here. 			
<b>c</b>	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b>	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>6b</b>	<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870</i>			
<b>7a</b>	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>7b</b>	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
THOMAS R BICE 2716 HANOVER CIRCLE 700 BIRMINGHAM, AL 35205	EDUCATION DIRECTOR 40 00	142,975	0	0
GILLIAN E PUFFER 4515 JESSUP LANE HOOVER, AL 35226	GRANTS COORDINATOR 40 00	62,887	0	0

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

0

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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	74,240,031
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	4,076,355
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	78,316,386
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	78,316,386
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	1,174,746
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	77,141,640
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	3,857,082

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	3,857,082
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	85,516
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	85,516
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	3,771,566
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	24,217
<b>5</b>	Add lines 3 and 4.	<b>5</b>	3,795,783
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,795,783

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	2,755,018
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	81,030
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	2,836,048
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	2,836,048

**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 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				3,795,783
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			2,768,280	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,836,048</u>				
<b>a</b> Applied to 2016, but not more than line 2a			2,768,280	
<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 2017 distributable amount. . . . .				67,768
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				3,728,015
<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 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**Part XIV Private 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 2017, 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)

**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) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**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) )  
See Additional Data Table

**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  
CAROL BUTLER  
3800 COLONNADE PARKWAY SUITE 430  
BIRMINGHAM, AL 35243  
(205) 259-2060

**b** The form in which applications should be submitted and information and materials they should include  
PLEASE CONTACT THE FOUNDATION FOR INFORMATION ON HOW TO SUBMIT A GRANT REQUEST

**c** Any submission deadlines  
PLEASE CONTACT THE FOUNDATION FOR INFORMATION ON HOW TO SUBMIT A GRANT REQUEST

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
PLEASE CONTACT THE FOUNDATION FOR INFORMATION ON HOW TO SUBMIT A GRANT REQUEST

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	2,206,600
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
Enter gross amounts unless otherwise indicated				
<b>1</b> Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments. . . .				
<b>3</b> Interest on savings and temporary cash investments . . . . .				
<b>4</b> Dividends and interest from securities. . . . 14 1,092,471				
<b>5</b> Net rental income or (loss) from real estate				
a Debt-financed property. . . . .				
b Not debt-financed property. . . . .				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income. . . . . 14 36,250				
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . . 18 3,515,697				
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . . 0 4,644,418				
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . <b>13</b> 4,644,418				

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**[illegible]

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

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>

**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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**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

<b>Sign Here</b>	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.	***** 2018-06-27 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee			

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	JAMES W MOODY CPA				P01298585
	Firm's name <b>►</b> DENT MOSES LLP				Firm's EIN <b>►</b> 63-0352192
	Firm's address <b>►</b> 2204 LAKESHORE DR 300 BHAM, AL 35209				Phone no (205) 871-1880

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
SYNOVUS BROKERAGE ACCOUNT		2016-12-31	2017-12-31
ARTISAN DYNAMIC EQUITY	P	2017-12-31	2017-12-31
CORRELATION VENTURES	P	2017-12-31	2017-12-31
FAM ABSOLUTE RETURN FUND	P	2017-12-31	2017-12-31
GUARD MACRO	P	2014-12-31	2017-04-21
CORRELATION VENTURES II	P	2017-12-31	2017-12-31
TA ASSOCIATIONS	P	2017-12-31	2017-12-31
GOLDMAN SACHS ADV		2016-12-31	2017-12-31
GOLDMAN SACHS ADV		2016-12-31	2017-12-31
GOLDMAN SACHS BRKG		2017-12-31	2017-12-31

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
29,853,917		27,046,579	2,807,338
65,536			65,536
		14,191	-14,191
			0
2,198,002		1,991,379	206,623
		56	-56
		390	-390
2,378,826		1,869,751	509,075
144,733		154,216	-9,483
90			90

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,807,338
			65,536
			-14,191
			0
			206,623
			-56
			-390
			509,075
			-9,483
			90

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
GS US EQUITY YLD ENHANCE		2016-12-31	2017-12-31
SOLACE CAPITAL SPECIAL SOLUTIONS	P	2017-12-31	2017-12-31
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)
69,739		145,525	-75,786
		221	-221
27,162			27,162

**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	
			-75,786
			-221
			27,162

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
T MICHAEL GOODRICH	DIRECTOR, VP 1 00	0	0	0
3320 DELL ROAD BIRMINGHAM, AL 35223				
GILLIAN W GOODRICH	DIRECTOR, PRESIDENT, CHAIR 1 00	0	0	0
3320 DELL ROAD BIRMINGHAM, AL 35223				
T MICHAEL GOODRICH II	DIRECTOR, SECRETARY 1 00	0	0	0
1815 KENSINGTON ROAD BIRMINGHAM, AL 35209				
MARY B GOODRICH	DIRECTOR 1 00	0	0	0
2820 SHOOK HILL ROAD BIRMINGHAM, AL 35223				
GILLIAN G GOODRICH	DIRECTOR 1 00	0	0	0
1721 SIXTH STREET NEW ORLEANS, LA 70115				
CHARLES GOODRICH	DIRECTOR 1 00	0	0	0
2901 MONTEVALLO RD BIRMINGHAM, AL 35223				
CAROL W BUTLER	EXECUTIVE DIRECTOR 40 00	169,940	6,800	0
4761 OLD LOONEY MILL RD BIRMINGHAM, AL 35243				

**Form 990PF Part XV Line 1a - 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).**

T MICHAEL GOODRICH
GILLIAN W GOODRICH


**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)				
<b>a</b> <i>Paid during the year</i>				
A G GASTON BOYS & GIRLS CLUBS 2900 S PARK DR SW BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	262,736
ALABAMA ASSOCIATION OF NONPROFITS PO BOX 292305 BIRMINGHAM, AL 35229		EXEMPT ORG	TO ASSIST WITH THE NON PROFIT SUMMIT IN 2011	10,000
ALABAMA COASTAL FOUNDATION PO BOX 1073 MOBILE, AL 36633		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	15,000
ALABAMA COUNCIL ON ECONOMIC EDUCATION PO BOX 293930 BIRMINGHAM, AL 35229		EXEMPT ORG	TO SUPPORT TEACHER TRAINING PROGRAMS	1,000
ALABAMA ENVIRONMENTAL COUNCIL 2431 2ND AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

**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)				
<b>a</b> <i>Paid during the year</i>				
ALABAMA HUMANITIES FOUNDATION 1100 IRELAND WAY 101 BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT PRIME TIME FAMILY READING TIME PROGRAM	50,000
ALTAMONT SCHOOL 4801 ALTAMONT ROAD SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
AMERICAN ACADEMY OF PEDIATRICS 141 NORTHWEST POINT BOULEVARD ELK GROVE VILLAGE, IL 60007		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	7,500
ARTSREVIVE 115 VAUGHN MEMORIAL DR SELMA, AL 36701		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000
AUBURN UNIVERSITY FOUNDATION 317 S COLLEGE ST AUBURN, AL 36549		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,500
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS OF GREATER BIRMINGHAM 1901 14TH AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT IMPLEMENTATION OF MENTORING PROGRAM AT HAYES SCHOOL	5,000
BIG CLASS532 LOUISA ST NEW ORLEANS, LA 70117		EXEMPT ORG	OPERATIONAL SUPPORT FOR ORGANIZATION	1,000
BIRMINGHAM AIDS OUTREACH 205 32ND ST S 101 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
BIRMINGHAM CULTURAL ALLIANCE 1731 1ST AVE N 190 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT DEVELOPMENT OF A CREATIVE INDUSTRIES REPORT FOR THE BIRMINGHAM AREA	10,000
BIRMINGHAM HOLOCAUST EDUCATION CENTER PO BOX 130805 BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600


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)				
<b>a</b> <i>Paid during the year</i>				
BIRMINGHAM LANDMARKS INC 1817 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	RESTORATION OF THE LYRIC THEATER	37,000
BIRMINGHAM PUBLIC LIBRARY FOUNDATION 2100 PARK PLACE BIRMINGHAM, AL 35203		EXEMPT ORG	PURCHASE OF EARLY LITERACY COMPUTERS	25,000
BIRMINGHAM SOUTHERN COLLEGE 900 ARKADELPHIA ROAD BIRMINGHAM, AL 35254		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000
BOSTON UNIVERSITY 595 COMMONWEALTH AVE STE 700 BOSTON, MA 02215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000
BOY SCOUTS OF AMERICA 516 LIBERTY PKWY VESTAVIA HILLS, AL 35242		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000
<b>Total</b> . . . . . 				2,206,600
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF CENTRAL ALABAMA PO BOX 10391 BIRMINGHAM, AL 35202		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	20,000
CAHABA RIVER SOCIETY 2717 7TH AVE S 205 BIRMINGHAM, AL 35233		EXEMPT ORG	SUPPORT SHANE HULSEY CLEAN ENVIRONMENTAL SCIENCE EDUCATION PROGRAM	26,000
CAMPFIRE106 OXMOOR RD 152 BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,000
CHILDREN'S DANCE FOUNDATION 1715 27TH COURT SOUTH BIRMINGHAM, AL 35209		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	10,000
COLLAT JEWISH FAMILY SERVICES 3940 MONTCLAIR ROAD SUITE 205 BIRMINGHAM, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	44,500
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COLLEGE ADMISSIONS MADE POSSIBLE 507 OAK TRACE CIR HOOVER, AL 35244		EXEMPT ORG	SUPPORT 57 MILE PROGRAM	2,000
COOSA RIVERKEEPERPO BOX 373 RIVERSIDE, AL 35135		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	30,000
CORNERSTONE SCHOOL 135 54TH STREET NORTH BIRMINGHAM, AL 35212		EXEMPT ORG	TO PURCHASE PROPERTY FOR AN ATHLETIC FIELD FOR THE SCHOOL	10,000
COUNCIL ON FOUNDATIONS PO BOX 75661 BALTIMORE, MD 21275		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	75,000
EAST LAKE INITIATIVE 7504 DIVISION AVENUE BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	20,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
ENTREPRENEURIAL VENTURES EDUCATION INC 1001 MARINA DR APT 410 QUINCY, MA 02171		EXEMPT ORG	SUPPORT SUMMER ADVANTAGE PROGRAM	2,000
FEDERATION OF CHILDCARE CENTERS OF AL 3703N ROSA L PARKS AVE MONTGOMERY, AL 36105		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	1,000
FIREHOUSE SHELTER1501 3RD AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000
FIRST LIGHT2230 4TH AVE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	420
FOUNDATIONS EARLY LEARNING & FAMILY CENTER PO BOX 131092 BIRMINGHAM, AL 35213		EXEMPT ORG	SUPPORT OF PRE-K CLASSROOM IN FAIRFIELD	1,500
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
FRIENDS OF RED MOUNTAIN PARK 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000
GIRLSPRING INCPO BOX 530284 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	50,000
GROWING KINGS INCPO BOX 291 BIRMINGHAM, AL 35201		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	300,000
HEART GALLERY ALABAMA 716 37TH ST S BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	33,667
HORSESHOE FARMS1310 MAIN ST GREENSBORO, AL 36744		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	25,000
<b>Total . . . . .</b> 				2,206,600
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
IMPACT FAMILY COUNSELING 1000 24TH ST S BIRMINGHAM, AL 35205		EXEMPT ORG	SUPPORT OF MENTORING SERVICES	2,500
INDEPENDENT PRESBYTERIAN CHURCH 3100 HIGHLAND AVE S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	7,666
LEARNING VILLAGE4616 TERRACE R BIRMINGHAM, AL 35208		EXEMPT ORG	SUPPORT 2014 SUMMER LEARNING PROGRAM	2,500
LITERACY COUNCIL OF CENTRAL ALABAMA 2301 1ST AVE N SUITE 102 BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT ADULT LITERACY AND TUTOR TRAINING PROGRAMS	40,000
LITERACY COUNCIL OF WEST ALABAMA 3401 MARTIN LUTHER KING JR BLVD TUSCALOOSA, AL 35401		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	8,333
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
M-POWER MINISTRIES 4022 4TH AVENUE SOUTH BIRMINGHAM, AL 35222		EXEMPT ORG	SUPPORT EDUCATION CENTER	25,000
MAIN STREET ALABAMA 2432 CREST ROAD BIRMINGHAM, AL 35223		EXEMPT ORG	START UP FUNDS FOR ORGANIZATION	5,000
MAIN STREET BIRMINGHAM INC P O BOX 320637 BIRMINGHAM, AL 35232		EXEMPT ORG	TO HIRE STAFF PERSON TO CONCENTRATE ON WOODLAWN ECONOMIC DEVELOPMENT	5,000
MARANATHAN FAMILY LEARNING CENTER & ACADEMY INC PO BOX 320321 BIRMINGHAM, AL 35232		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	2,500
MCWANE SCIENCE CENTER 200 19TH STREET NORTH BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT THE CHILDREN'S MUSEUM	40,000
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
MOUNTAIN BROOK SCHOOLS FOUNDATION 32 VINE ST MOUNTAIN BROOK, AL 35213		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE NW WASHINGTON, DC 20036		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	500
NATIONAL INTERSCHOLASTIC CYCLING ASSOCIATION 2414 6TH STREET BERKELEY, CA 94710		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	2,500
NATIONAL SPEECH AND DEBATE ASSOC 401 RAILROAD PLACE WEST DES MOINES, IA 50265		EXEMPT ORG	OPERATIONAL SUPPORT FOR ORGANIZATION	200,000
NESTSUITE 101 130 41ST ST S BIRMINGHAM, AL 35222		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,314
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

**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)				
<b>a</b> <i>Paid during the year</i>				
NORWOOD RESOURCE CENTER 1501 27TH ST N BIRMINGHAM, AL 35234		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	1,000
PARNELL MEMORIAL LIBRARY FOUNDATION PO BOX 62 MONTEVALLO, AL 35115		EXEMPT ORG	SUPPORT REDESIGN OF STORMWATER MANAGEMENT SYSTEM AND GARDEN	1,000
PLANNED PARENTHOOD SOUTHEAST 1211 27TH PL S BIRMINGHAM, AL 35205		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
PRESBYTERIAN HOME FOR CHILDREN P O BOX 577 TALLADEGA, AL 35160		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	5,000
PRESS SREET3718 SAINT CLAUDE AVE NEW ORLEANS, LA 70117		EXEMPT ORG	OPERATIONAL SUPPORT FOR ORGANIZATION	20,000
<b>Total . . . . . ▶</b> <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
PROJECT HORSESHOE FARM 1310 C MAIN STREET GREENSBORO, AL 36744		EXEMPT ORG	SUPPORT AFTER SCHOOL PROGRAMS	84,334
REAL LIFE POETS445 18TH AVE NW BIRMINGHAM, AL 35215		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
RED MOUNTAIN PARK FUND 277 LYON LANE BIRMINGHAM, AL 35211		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	25,000
REV BIRMINGHAM505 20TH ST N BIRMINGHAM, AL 35203		EXEMPT ORG	SUPPORT STAFF POSITION	25,000
ROTARY CLUB FOUNDATION 2019 4TH AVENUE N BIRMINGHAM, AL 35203		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	1,000
<b>Total . . . . .</b> <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
RUFFNER MOUNTAIN NATURE PRESERVE 1214 81ST STREET SOUTH BIRMINGHAM, AL 35206		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	6,600
SIMON CYRENE GROUP 2336 20TH AVENUE SOUTH BIRMINGHAM, AL 35223		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	11,600
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA SUITE 350 BIRMINGHAM, AL 30303		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	12,500
ST TIMOTHY'S SCHOOL 8400 GREENSPRING AVENUE STEVENSON, MD 21153		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	500
TARRANT CITY SCHOOLS 1318 ALABAMA STREET TARRANT, AL 35217		EXEMPT ORG	SUPPORT SUMMER LEARNING PROGRAM	100,000
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
THE FOUNDRYPO BOX 824 BESSEMER, AL 35021		EXEMPT ORG	SUPPORT RESCUE PROGRAM	2,500
THEO RATLIFF ACTIVITY CENTER 306 1ST AVE DEMOPOLIS, AL 36732		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	2,000
UAB ATHLETIC FOUNDATION 1720 2ND AVE SOUTH STE AB 1030 BIRMINGHAM, AL 35294		EXEMPT ORG	OPERATIONAL SUPPORT FOR ORGANIZATION	100,000
UAB COMPREHENSIVE CANCER CENTER 1824 SIXTH AVENUE SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	OPERATIONAL SUPPORT OF ORGANIZATION	10,000
UAB SCHOOL OF EDUCATION 901 13TH STREET SOUTH BIRMINGHAM, AL 35294		EXEMPT ORG	TO SUPPORT ATHLETICS FOUNDATION	10,000
<b>Total . . . . .</b> ► <b>3a</b>				2,206,600

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)				
<b>a</b> <i>Paid during the year</i>				
URBAN MINISTRY INC 1229 COTTON AVE SW BIRMINGHAM, AL 35211		EXEMPT ORG	SUPPORT COMMUNITY DEVELOPMENT AND CAPACITY BUILDING ACTIVITIES	35,000
WILD SOUTH11312 ALABAMA 22 MOULTON, AL 35650		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	51,000
WOMENS FUND OF GREATER BIRMINGHAM 2201 5TH AVENUE SOUTH SUITE 110 BIRMINGHAM, AL 35233		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,430
YOUNG STARS BASKETBALL ACADEMY 200 55TH STREET NORTH BIRMINGHAM, AL 35212		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	1,000
YOUTHSERVEP O BOX 530334 BIRMINGHAM, AL 35253		EXEMPT ORG	OPERATING SUPPORT OF ORGANIZATION	87,500
<b>Total . . . . .</b> 				2,206,600
<b>3a</b>				

**TY 2017 Accounting Fees Schedule****Name:** MIKE AND GILLIAN GOODRICH FOUNDATION**EIN:** 26-3587489**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	12,500	9,375		3,125

# TY 2017 Investments Corporate Bonds Schedule

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

## Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	4,818,445	4,818,445

## TY 2017 Investments Corporate Stock Schedule

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED STOCKS	18,432,463	18,432,463

**TY 2017 Investments - Other Schedule****Name:** MIKE AND GILLIAN GOODRICH FOUNDATION**EIN:** 26-3587489**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
PRIVATE EQUITY FUNDS, HEDGE FUNDS AND OTHER INVESTMENTS	FMV	26,642,307	26,642,307
FIXED INCOME INVESTMENTS	FMV	5,619,367	5,619,367
MUTUAL AND EXCHANGE TRADED FUNDS	FMV	21,252,975	21,252,975

# **TY 2017 Land, Etc. Schedule**

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	50,539	12,660	37,879	37,879
LEASEHOLD IMPROVEMENTS	200,400	9,648	190,752	190,752

**TY 2017 Legal Fees Schedule****Name:** MIKE AND GILLIAN GOODRICH FOUNDATION**EIN:** 26-3587489

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL EXPENSES	2,893	0		2,893

## TY 2017 Other Assets Schedule

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT - MSB-WU NOTE	202,226	178,009	178,009

**TY 2017 Other Decreases Schedule**

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

Description	Amount
PASS THROUGH INCOME/LOSS FROM PARTNERSHIPS	34,330

**TY 2017 Other Expenses Schedule****Name:** MIKE AND GILLIAN GOODRICH FOUNDATION**EIN:** 26-3587489**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM INVESTMENTS	105,447	105,447		0
FOREIGN TAX CONVERSION FEES	5,279	5,279		0
OTHER OFFICE EXPENSES	17,162	0		17,162
OTHER PASSTHROUGH EXPENSES	1,627	0		0

## TY 2017 Other Income Schedule

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ARTISAN DYNAMIC EQUITY	5,368	5,368	5,368
FAM ABSOLUTE RETURN FUND	36,517	36,517	36,517
SOLACE CAPITAL SPECIAL SOLUTIONS	-90	-90	-90
TA ASSOCIATIONS	-2	-2	-2
WEST STREET CAPITAL	-5,543	-5,543	-5,543

**TY 2017 Other Increases Schedule**

**Name:** MIKE AND GILLIAN GOODRICH FOUNDATION

**EIN:** 26-3587489

Description	Amount
UNREALIZED GAINS	4,963,572

**TY 2017 Other Professional Fees Schedule****Name:** MIKE AND GILLIAN GOODRICH FOUNDATION**EIN:** 26-3587489

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	26,571	26,571		0
INVESTMENT ADVISORY FEES - FAM	169,209	169,209		0
OTHER - EVALUATIONS	24,745	0		24,745
OTHER INVESTMENT EXPENSES	38,251	38,251		0

**TY 2017 Taxes Schedule****Name:** MIKE AND GILLIAN GOODRICH FOUNDATION**EIN:** 26-3587489

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT INCOME TAXES PAID	20,000	0		0
FOREIGN TAXES PAID	14,495	14,495		0
OTHER TAXES	737	0		737
PAYROLL TAXES	25,121	0		25,121